

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting ("11th AGM") of Focus Dynamics Technologies Berhad ("the Company") will be held at Machang Room, Level 2, Hotel Equatorial Melaka, Bandar Hilir, 75000 Melaka on Thursday, 26 June 2014 at 10.00 a.m. for the following purposes :-

AGENDA

AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. *(Please refer Explanatory Note 1)*
- To approve the payment of Directors' Fee of RM125,548.39 for the financial year ended 31 December 2013. *(Ordinary Resolution 1)*
- To approve the payment of Directors' Fee of RM2,000.00 per month for each Independent Non-Executive Director. *(Ordinary Resolution 2)*
- To re-elect Mr. Tan Aik Heang, the retiring Director who retires by rotation pursuant to Article 127 of the Company's Articles of Association and being eligible, offers himself for re-election in accordance with Article 128 of the Company's Articles of Association. *(Ordinary Resolution 3)*
- To re-elect Encik Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad, the retiring Director who retires by rotation pursuant to Article 127 of the Company's Articles of Association and being eligible, offers himself for re-election in accordance with Article 128 of the Company's Articles of Association. *(Ordinary Resolution 4)*
- To re-appoint Messrs Mustapha, Khoo & Co. as Auditors of the Company for the financial year ending 31 December 2014 and to authorise the Directors to fix the Auditors' remuneration. *(Ordinary Resolution 5)*

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolution :-

- Authority to Issue Share Pursuant to Section 132D of the Companies Act, 1965.
"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant government / regulatory authorities, the Directors be and are hereby authorized, pursuant to Section 132D of the Companies Act, 1965, to allot and issue new ordinary shares of RM0.10 each in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of new ordinary shares to be issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors are also empowered to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution." *(Ordinary Resolution 6)*
(Please refer Explanatory Note 2)
- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)

CHUA SIEW YIN (MAICSA 7065531)

Company Secretaries

Melaka

Dated: 3 June 2014

Explanatory Notes :-

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965, in Malaysia, does not require a formal approval of the shareholders and is hence, not put forward for voting.

2. Item 7 of the Agenda

Ordinary Resolution 6 is proposed for the purpose of granting a renewed General Mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue and allot new ordinary shares of RM0.10 each in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As at the date of this Notice, 32,068,300 new ordinary shares of RM0.10 each in the Company, which represents approximately 10% of the issued and paid-up capital of the Company, were issued and allotted on 24 December 2013 in respect of the Private Placement undertaken by the Company pursuant to the General Mandate granted at the last Annual General Meeting of the Company held on 27 June 2013 and which will lapse at the conclusion of this 11th AGM. The total proceeds raised from the Private Placement was RM3,206,830.00 with the utilization as per table as set out on Page 14 of the Annual Report of the Company for the financial year ended 31 December 2013.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

NOTES :-

- A member of the Company who is entitled to attend, speak and vote at this 11th AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy may not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965, shall not apply to the Company.
- Where a member of the Company appoints up to three (3) proxies to attend at the same meeting, he shall specify in the instrument of proxy the proportions of his shareholdings to be represented by each proxy. He must also specify which proxy is entitled to vote on a show of hands and only one (1) of those proxies is entitled to vote on a show of hands.
- Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he may appoint up to three (3) proxies in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owner in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account its holds.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorized in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Registered Office of the Company at No. 4-1, Kompleks Niaga Melaka Perdana, Jln KNMP 3, Bukit Katil, 75450 Melaka, not less than 48 hours before this 11th AGM or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2014 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 11th AGM.
- Any alteration in the form of proxy must be initialed.