

FOCUS DYNAMICS TECHNOLOGIES BERHAD

(Company No. 582924-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Focus Dynamics Technologies Berhad ("Focus" or the "Company") will be held at Machang Room, Level 2, Hotel Equatorial Melaka, Bandar Hilir, 75000 Melaka on Thursday, 26 June 2014 at 10:30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Eleventh Annual General Meeting of Focus, which will be held at the same venue on the same day at 10:00 a.m., or any whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCABLE RIGHTS ISSUE OF UP TO 449,143,740 NEW ORDINARY SHARES OF RM0.10 EACH IN FOCUS ("RIGHTS SHARES") TOGETHER WITH UP TO 299,429,160 NEW FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ON THE BASIS OF THREE (3) RIGHTS SHARES TOGETHER WITH TWO (2) WARRANTS FOR EVERY THREE (3) EXISTING ORDINARY SHARES OF RM0.10 HELD IN FOCUS ("FOCUS SHARES") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT subject to the passing of Ordinary Resolution 2, Ordinary Resolution 9, Special Resolution and subject further to all the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for Focus to undertake the Proposed Rights Issue with Warrants as follows:

- (a) To provisionally issue and allot by way of renounceable rights issue of up to 449,143,740 Rights Shares together with up to 299,429,160 free Warrants at an issue price of RM0.10 per Rights Share on the basis of three (3) Rights Shares together with two (2) Warrants for every three (3) Focus Shares held to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date;
- (b) To issue and allot the Warrants based on the principal terms of which are set out in Section 2.1 of the Circular to Shareholders dated 3 June 2014 and upon the terms and conditions of a deed poll to be executed by Focus ("Deed Poll");
- (c) To issue and allot such number of new Focus Shares arising from the exercise of the Warrants during the tenure of the Warrants; and
- (d) To issue and allot such additional Warrants as maybe required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll;

THAT the issue price of the Rights Shares shall be fixed at RM0.10 for each Rights Share and the exercise price of the Warrants shall be fixed at RM0.10 for each Warrant;

THAT the Directors be and are hereby authorised to allocate the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Directors in their absolute discretion;

THAT the Directors be and are hereby authorised to deal with all or any of the fractional entitlement of the Rights Shares and Warrants arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner as the Directors may in their absolute discretion deem fit and in the best interest of the Company;

THAT all the Rights Shares and the new Focus Shares to be issued pursuant to the exercise of the Warrants, shall upon issue and allotment, rank *pari passu* in all respects with the then existing Focus Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the Rights Shares and the new Focus Shares to be issued pursuant to the exercise of the Warrants (as the case may be);

THAT the proceeds from the Proposed Rights Issue with Warrants will be utilised for such purposes as set out in Section 2.1.6 of the Circular to Shareholders dated 3 June 2014 and the Directors be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities;

THAT the Directors be and are hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the Deed Poll;

AND THAT the Directors be and are hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities to give effect to the Proposed Rights Issue with Warrants, and to take all such steps as they may deem necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS OF FOCUS INTO FOOD AND BEVERAGE BUSINESS ("PROPOSED DIVERSIFICATION")

"THAT subject to the passing of the above Ordinary Resolution 1, Ordinary Resolution 9, Special Resolution and subject further to the approvals of all relevant authorities/parties (if any), approval be and is hereby given for the diversification of the business of the Focus into food and beverage business ("Proposed Diversification");

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the Proposed Diversification, with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities/parties and as the Directors deem fit, appropriate and in the best interest of the Focus Group."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF FOCUS AND/OR ITS SUBSIDIARIES ("PROPOSED ESOS")

"THAT, the approval of all the relevant authorities including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of the new ordinary shares of RM0.10 each of the Company to be allotted and issued hereunder pursuant to the exercise of options granted under the proposed establishment of an employees' share option scheme ("Proposed ESOS"), the terms of which are set out in the Circular to Shareholders dated 3 June 2014 ("Circular"), the Directors be and are hereby authorised to:

- (i) establish, implement and administer an ESOS to be known as Proposed ESOS for the benefit of all eligible employees and Directors of the Company and all its subsidiaries ("Focus Group") (excluding subsidiaries which are dormant) ("Eligible Participants") ("Proposed ESOS"), in accordance with the provisions of the By-laws of the Proposed ESOS as set out in Appendix III of the Circular, under which, options will be granted to such Eligible Participants to subscribe for new ordinary shares of RM0.10 each in Focus ("Focus Shares");
- (ii) do all things necessary and make the necessary applications at the appropriate time or times to Bursa Securities for the listing of and quotation for the Focus Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS;
- (iii) issue and allot from time to time such number of Focus Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the total number of new Focus Shares to be issued under the Proposed ESOS shall not exceed in aggregate 30% of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point of time or any limit prescribed by any guidelines, rules and regulations of the relevant authorities during the duration of the Proposed ESOS and that such new Focus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Focus Shares save and except that the new Focus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to the shareholders of the Company if the entitlement date (namely the date as at the close of business on which shareholders must be registered in the Record of Depositors of the Company in order to be entitled to any dividends, rights, allotments or other distributions) thereof precedes the relevant date of issuance of the new Focus Shares under the Proposed ESOS and shall be subject to all the provisions of the Articles of Association of the Company and the ACE Market Listing Requirements of Bursa Securities relating to transfer, transmission and otherwise; and
- (iv) extend the Proposed ESOS, if the Directors of the Company deem fit, for up to a maximum period of an additional five (5) years ("Proposed ESOS Extension").

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, arrangements or undertakings and to make rules and regulations, or impose such terms and conditions or delegate part or all of its powers, and to execute, sign and deliver, for and on behalf of the Company, all such documents as may be necessary or expedient in order to give full effect to the Proposed ESOS and Proposed ESOS Extension with full power to consent to and to adopt such conditions, modifications, variations as may be required by the relevant regulatory authorities."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO DATUK MANAN BIN HAJI MD SAID

"THAT, contingent upon the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Manan Bin Haji Md Said, an Executive Chairman of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS PROVIDED THAT:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO AMEEZAN BIN JAMAL

"THAT, contingent upon the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Ameerzan Bin Jamal, an Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS PROVIDED THAT:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO TAN AIK HEANG

"THAT, contingent upon the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Tan Aik Heang, an Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS PROVIDED THAT:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO ABDUL MENON BIN ARSAD @ ABDUL MANAN BIN ARSHAD

"THAT, contingent upon the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad, an Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS PROVIDED THAT:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO CHANG VUN LUNG

"THAT, contingent upon the passing of Ordinary Resolution 3 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chang Vun Lung, an Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS PROVIDED THAT:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 9

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

"THAT subject to the passing of Special Resolution and Ordinary Resolution 1 and Ordinary Resolution 2, the authorised share capital of the Company be and is hereby increased from RM100,000,000 (Ringgit Malaysia One Hundred Million only) divided into 1,000,000,000 ordinary shares of RM0.10 each to RM250,000,000 (Ringgit Malaysia Two Hundred-Fifty Million only) divided into 2,500,000,000 ordinary shares of RM0.10 each in the share capital of the Company ("Proposed Increase in Authorised Share Capital");

AND THAT the Board of Directors be and is hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities to give effect to the Proposed Increase in Authorised Share Capital and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 9, the Memorandum of Association of the Company be amended by deleting the existing Clause 5 in its entirety and substituting in place thereof the following new Clause 5:

Existing Clause 5	Amended Clause 5
The Capital of the Company is RM100,000,000 divided into 1,000,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restriction as to dividends, capital, voting or otherwise.	The Capital of the Company is RM250,000,000 divided into 2,500,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restriction as to dividends, capital, voting or otherwise.

THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 9, the Articles of Association of the Company be amended by deleting the existing Article 11 in its entirety and substituting in place thereof the following new Article 11:

Existing Article 11	Amended Article 11
The share capital of the Company is RM100,000,000 divided into 1,000,000,000 ordinary shares of RM0.10 each.	The share capital of the Company is RM250,000,000 divided into 2,500,000,000 ordinary shares of RM0.10 each.

AND THAT the Board of Directors be and is hereby authorised with full power to make any modifications, variations and / or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Amendments and to take all such steps as they may deem necessary or expedient in the best interests of the Company to implement, finalise and give full effect to the Proposed Amendments."

BY ORDER OF THE BOARD

Teo Soon Mei (MAICSA 7018590)
Chua Siew Yin (MAICSA 7065531)
Company Secretaries

Melaka
3 June 2014

Notes:

1. A member of the Company who is entitled to attend, speak and vote at this EGM 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.
 2. 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.
 3. 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 proxies in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
 4. Where a member of the Company is an exempt authorised nominee which hold 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 is the exempt authorised nominee may appoint in respect each omnibus account it holds.
- An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. 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 authorized.
 6. 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 the meeting convenes or at an adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
 7. 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 EGM.
 8. Any alteration in the form of proxy must be initiated.