

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Focus Dynamics Technologies Berhad ("Focus" or the "Company") will be held at Theatre Room, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Thursday, 12 November 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 64(1) OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.05 OF THE PAR VALUE OF THE ORDINARY SHARES OF RM0.10 EACH IN FOCUS TO RM0.05 EACH IN FOCUS ("PROPOSED PAR VALUE REDUCTION")

"THAT subject to the passing of Special Resolution 2, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction in the par value of all the existing ordinary shares of RM0.10 each in the Company to RM0.05 each and the credit arising therefrom shall be utilised by the Company to offset against the Company's accumulated losses and any excess after such elimination shall be transferred to the share premium account of the Company.

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Par Value Reduction with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company."

SPECIAL RESOLUTION 2

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

"THAT subject to the passing of Special Resolution 1, the Memorandum and Articles of Association of the Company be amended by:

- (a) deleting Clause 5 of the Memorandum of Association in its entirety and be substituted in place thereof, the following

Memorandum of Association	
Existing	New
<p>Clause 5</p> <p>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.</p>	<p>Clause 5</p> <p>The capital of the Company is RM250,000,000 divided into 5,000,000,000 ordinary shares of RM0.05 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.</p>

- (b) deleting Article 11 of the Articles of Association in its entirety.

AND THAT the Board be and is hereby authorised to do or procure to be done all acts, deeds and things and execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to the Proposed Amendments with full power to assent to any terms, conditions, modifications, variations and/or amendments as the Board may deem fit, necessary, expedient, appropriate and/or as may be required by any relevant authorities in connection with the Proposed Amendments."

SPECIAL RESOLUTION 3

PROPOSED CHANGE OF NAME FROM "FOCUS DYNAMICS TECHNOLOGIES BERHAD" TO "FOCUS DYNAMICS GROUP BERHAD" ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be changed from "Focus Dynamics Technologies Berhad" to "Focus Dynamics Group Berhad" with effect from the date of Certificate of Incorporation of Change of Name of the Company issued by the Companies Commission of Malaysia and that the name of the Company wherever appears in the Memorandum and Articles of Association be and is hereby amended accordingly."

BY ORDER OF THE BOARD
WONG KEO ROU (MAICSA 7021435)
Company Secretary

Kuala Lumpur
20 October 2015

Notes:

- A member of the Company who is entitled to attend, speak and vote at this meeting 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 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.
- 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. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before this meeting 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 4 November 2015 shall be eligible to attend, speak and vote at this meeting.
- Any alteration in the form of proxy must be initialed.