

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Focus Dynamics Group Berhad ("**Focus**" or the "**Company**") ("**EGM**") will be held at Theatre Room, 4th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 23 February 2018 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

**ORDINARY RESOLUTION 1**

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 10 EXISTING ORDINARY SHARES IN FOCUS ("FOCUS SHARES" OR "SHARES") INTO 19 SHARES ("PROPOSED SHARE SPLIT")**

**THAT** subject to the approval of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board of Directors of the Company ("**Board**") to subdivide every 10 Focus Shares held by the entitled shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("**Share Split Entitlement Date**"), into 19 Focus Shares ("**Split Shares**");

**THAT** the Split Shares shall rank *pari passu* in all respects with one another, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company prior to the Share Split Entitlement Date;

**AND THAT** the Board be and is hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interest of the Company, in order to finalise, implement and/or give full effect to the Proposed Share Split with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."

**ORDINARY RESOLUTION 2**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,122,788,334 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN FOCUS ("ICPS") TOGETHER WITH UP TO 424,557,666 FREE DETACHABLE WARRANTS IN FOCUS ("WARRANTS D") ON THE BASIS OF 5 ICPS TOGETHER WITH 1 FREE WARRANT D FOR EVERY 5 EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF ICPS WITH WARRANTS")**

**THAT** subject to the passing of the Ordinary Resolution 1 and Special Resolution 1 as well as the approval of all relevant authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of the ICPS and the Warrants D to be issued hereunder and the new Shares to be issued pursuant to the conversion of the ICPS and exercise of the Warrants D, the Board be and is hereby authorised:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 2,122,788,334 ICPS together with up to 424,557,666 Warrants D to the shareholders of the Company ("**Shareholders**") whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board ("**Entitlement Date**") ("**Entitled Shareholders**") and/or their renounee(s), on the basis of 5 ICPS together with 1 Warrant D for every 5 existing Shares held on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to enter into and execute the deed poll constituting the Warrants D ("**Deed Poll D**") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll D (including, without limitation, the affixing of the Company's common seal, where necessary);
- (iii) to allot and issue the Warrants D in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) and Excess Applicants (defined below), if any, who subscribe for and are allotted the ICPS, each Warrant D conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board at a later date, subject to any provisions for adjustment to the subscription rights attached to the Warrants D in accordance with the provisions of the Deed Poll D to be executed;
- (iv) to allot and issue such number of additional Warrants D pursuant to adjustments as provided under the Deed Poll D ("**Additional Warrants D**") and to adjust from time to time the exercise price of the Warrants D as a consequence of the adjustments under the provisions of the Deed Poll D and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required);
- (v) to allot and issue such number of new Shares credited as fully paid-up to the holders of the ICPS upon their conversion of the relevant ICPS to subscribe for new Shares during the tenure of the ICPS in accordance with the Articles of Association of the Company; and
- (vi) to allot and issue such number of new Shares credited as fully paid-up to the holders of the Warrants D upon their exercise of the relevant Warrants D to subscribe for new Shares during the tenure of the Warrants D, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants D and such adjustments in accordance with the provisions of the Deed Poll D.

**THAT** the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the ICPS and the exercise price of the Warrants D to be issued in connection with the Proposed Rights Issue of ICPS with Warrants;

**THAT** any ICPS which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons ("**Excess Applicants**") as the Board shall determine at its absolute discretion;

**THAT** the ICPS, Warrants D and the new Shares to be issued pursuant to the conversion of the ICPS and/or the exercise of the Warrants D shall be listed on the ACE Market of Bursa Securities;

**THAT** the proceeds of the Proposed Rights Issue of ICPS with Warrants be utilised for the purposes as set out in Section 6, Part A of the Circular to Shareholders dated 26 January 2018 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue of ICPS with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue of ICPS with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue of ICPS with Warrants in order to implement and give full effect to the Proposed Rights Issue of ICPS with Warrants;

**THAT** the new Shares to be issued arising from the conversion of the ICPS and/or the exercise of the Warrants D (including the Additional Warrants D, if any) shall, upon allotment, issuance and (where applicable) full payment of the conversion price of the ICPS or exercise price of the Warrants D (or the Additional Warrants D, as the case may be), rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares arising from the conversion of the ICPS and/or the exercise of the Warrants D (or the Additional Warrants D, as the case may be);

**AND THAT** this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all ICPS, Warrants D, Additional Warrants D (if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue of ICPS with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue of ICPS with Warrants."

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE CONSTITUTION / MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED M&A AMENDMENTS")**

**THAT** subject to the passing of the Ordinary Resolution 2, approval be and is hereby given to the Company to authorise the Proposed M&A Amendments in the manner as set out in Appendix II of the Circular to Shareholders dated 26 January 2018.

**AND THAT** the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed M&A Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed M&A Amendments."

**ORDINARY RESOLUTION 3**

**PROPOSED AMENDMENTS TO THE DEED POLL DATED 30 SEPTEMBER 2014 CONSTITUTING THE WARRANTS 2014 / 2019 OF FOCUS ("WARRANTS C") ("DEED POLL C") ("PROPOSED DEED POLL C AMENDMENTS")**

**THAT** approval be and is hereby given to the Company to authorise the Proposed Deed Poll C Amendments in the manner as set out in Section 2, Part B of the Circular to Shareholders dated 26 January 2018 by way of a supplemental deed poll in respect of the Deed Poll C.

**AND THAT** the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give full effect to and complete the Proposed Deed Poll C Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Deed Poll C Amendments."

**BY ORDER OF THE BOARD**

**WONG YUET CHYN (MAICSA 7047163)**  
Company Secretary

Kuala Lumpur  
26 January 2018

**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.
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 (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.
4. 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.
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 authorised.
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. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia, not less than 48 hours before this EGM or at any 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 14 February 2018 shall be eligible to attend, speak and vote at this EGM.
8. Any alteration in the form of proxy must be initialled.
9. Pursuant to Rule 8.31A(i) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.