

FOCUS DYNAMICS GROUP BERHAD

(Company No. 582924-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth ("16th") Annual General Meeting ("AGM") of **FOCUS DYNAMICS GROUP BERHAD** 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, **Wednesday, 29 May 2019 at 10.00 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. | (See Explanatory Note 1) |
| 2. To approve the payment of Directors' fees of RM318,000 for the financial year ended 31 December 2018 ("FY2018"). | (Ordinary Resolution 1) |
| 3. To approve the payment of Directors' Fee of RM382,500 for the financial year ending 31 December 2019 ("FY2019") payable quarterly in arrears after each month of completed service of the Directors. | (Ordinary Resolution 2) |
| 4. To re-elect the following Directors who are retiring under Article 127 of the Company's Constitution:- | |
| i) Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad | (Ordinary Resolution 3) |
| ii) Mr Chang Yun Lung | (Ordinary Resolution 4) |
| 5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the FY2019 and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 5) |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

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| 6. Ordinary Resolution Proposed Directors' Benefits | (Ordinary Resolution 6)
(See Explanatory Note 2) |
| "THAT the payment of Directors' Benefits amounting to RM102,000 for the period commencing from 1 January 2018 up to the date of this AGM be and is hereby approve and ratified." | |
| 7. Ordinary Resolution Proposed Directors' Benefits | (Ordinary Resolution 7)
(See Explanatory Note 2) |
| "THAT the payment of Directors' Benefits amounting to RM83,600 for the period commencing after the date of this AGM to the date of the next AGM be and is hereby approved." | |
| 8. Ordinary Resolution Proposed Retention of Independent Director | (Ordinary Resolution 8)
(See Explanatory Note 3) |
| "THAT Mr Tan Aik Heang whom will have served as an Independent Non-Executive Director for a cumulative term of more than 9 years be retained and remain as Independent Non-Executive Director of the Company." | |
| 9. Ordinary Resolution Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") | (Ordinary Resolution 9)
(See Explanatory Note 4) |
| "THAT subject always to the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorized, pursuant to Sections 75 and 76 of the CA 2016, to allot and issue new ordinary shares 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 ("Bursa Securities") for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution." | |
| 10. Special Resolution Proposed Adoption of the New Constitution of the Company | (Special Resolution 1)
(See Explanatory Note 5) |
| "THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix I accompanying the Company's Annual Report for the FY2018, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." | |
| 11. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016. | |

By Order of the Board

FOCUS DYNAMICS GROUP BERHAD

WONG YUET CHYN (MAICSA 7047163)

Company Secretary
Kuala Lumpur

Date: 7 May 2019

Explanatory Note on Ordinary Business

1. Audited Financial Statements for FY2018

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Explanatory Notes on Special Business

2. Proposed Directors' Benefits

The Proposed Ordinary Resolution 6, if passed, will approve and ratify the payment of Directors' benefits comprised of allowances pursuant to the requirements of Section 230 of the CA 2016 for the period commencing from 1 January 2018 up to the date of this AGM.

The Proposed Ordinary Resolution 7, if passed, will authorise and approve of the payment of Directors' benefits comprised of allowances pursuant to the requirements of Section 230 of the CA 2016 for the period commencing after the date of this AGM to the date of the next AGM.

The Directors' benefits comprise meeting allowance payable to each Director, where applicable, for their attendance of Board and Committee Meetings, monthly travelling allowance payable to Director and bonus payable to Director.

3. Proposed Retention of Independent Director

The Proposed Ordinary Resolution 8 in Agenda 8, if passed, will allow Mr Tan Aik Heang to be retained and continue acting as Independent Director to fulfill the requirements of Rule 15.02 of Bursa Malaysia's ACE Market Listing Requirements and in line with the recommendation No. 4.2 of the Malaysian Code of Corporate Governance. The full details of the Board's justification and recommendations for the retention of Mr Tan as Independent Director are set out on Page 23 and 24 of the Board's Corporate Governance Overview Statement in the 2018 Annual Report.

4. Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016

Ordinary Resolution 9 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 Sections 75 and 76 of the CA 2016 to issue and allot new ordinary shares 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 AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM of the Company held on 30 May 2018 and which will lapse at the conclusion of this 16th AGM.

The General Mandate, if granted, 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.

5. Proposed Adoption of the New Constitution of the Company

The Special Resolution 1, if passed, will bring the Company's Constitution in line with the CA 2016 which came into force on 31 January 2017, the updated provisions of the ACE Market Listing Requirements and the prevailing statutory and regulatory requirements, details of which are set out in Appendix I accompanying the Company's Annual Report 2018. Pursuant to Section 36 of the CA 2016, the proposed adoption of the new Constitution of the Company, if passed as a Special Resolution by a majority of not less than 75% of the members who are entitled to vote, and do vote in person or by proxy, shall take immediate effect and it shall bind the Company and the members accordingly.

Notes:-

- A member of the Company who is entitled to attend, speak and vote at this 16th 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.
- 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. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 48 hours before this 16th AGM or at any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll 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 17 May 2019 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 16th AGM.
- Any alteration in the form of proxy must be initiated.
- Pursuant to Rule 8.31A(1) 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.