

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting ("17th AGM") of **FOCUS DYNAMICS GROUP BERHAD** will be conducted on a fully virtual basis from the Broadcast Venue at 18th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, **Tuesday, 4 August 2020 at 11.00 a.m.** for the following purposes:-

- AGENDA**
- AS ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 31 December 2019 and together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 1)**
 - To approve the payment of Directors' Fee of RM192,000 for the financial year ending 31 December 2020 payable in arrears after each month of completed service of the Directors. **(Ordinary Resolution 1)**
 - To re-elect the following Directors who are retiring under Clause 135 of the Company's Constitution:-
 - Mr. Tay Ben Seng, Benson **(Ordinary Resolution 2)**
 - Mr. Tan Aik Heang **(Ordinary Resolution 3)**
 - To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 4)**

- AS SPECIAL BUSINESS**
- To consider and if thought fit, to pass the following resolutions:
- Ordinary Resolution Proposed Directors' Benefits** **(Ordinary Resolution 5) (See Explanatory Note 2)**
 "THAT the payment of Directors' Benefits amounting to RM23,600 for the period commencing after the date of this AGM to the date of the next AGM be and is hereby approved."
 - Ordinary Resolution Proposed Retention of Independent Director** **(Ordinary Resolution 6) (Ordinary Resolution 7) (See Explanatory Note 3)**
 To approve the following Directors, each of 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:-
 - Mr. Tan Aik Heang **(Ordinary Resolution 6)**
 - Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad **(Ordinary Resolution 7) (See Explanatory Note 3)**
 - Ordinary Resolution Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016")** **(Ordinary Resolution 8) (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 20% 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."
 - To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act 2016.

By Order of the Board
FOCUS DYNAMICS GROUP BERHAD
WONG YUET CHYN (MAICSA 7047163)
(SSM PC No. 202008002451)
 Company Secretary
 Kuala Lumpur
 Date: 30 June 2020

Explanatory Note on Ordinary Business:-

- Audited Financial Statements for FY2019**
 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:-

- Proposed Directors' Benefits**
 The Proposed Ordinary Resolution 5, 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 Non-Executive Director, where applicable, for their attendance of Board and Committee Meetings.
- Proposed Retention of Independent Directors**
 The Proposed Ordinary Resolutions 6 and 7 in Agenda 6, if passed, will allow Mr. Tan Aik Heang and Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad to be retained and continue acting as Independent Directors 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 and Encik Abdul Menon as Independent Directors are set out in the 2019 Annual Report.
- Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**
 Ordinary Resolution 8 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 20% 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 29 May 2019 and which will lapse at the conclusion of this 17th 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.

Notes:-

- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member is an Authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notationally certified copy thereof, 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 (KL) or e-mail to proxy@shareworks.com.my not later than Monday, 3 August 2020 at 11.00 a.m., and in default the instrument of proxy shall not be treated as valid.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 27 July 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- 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.