

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting (“18th 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, **Thursday, 1 July 2021 at 11.00 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 and together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 1)**
2. To approve the payment of Directors’ fees of RM222,000 for the financial year ending 31 December 2021 payable in arrears after each month of completed service of the Directors during the financial year. **(Ordinary Resolution 1)**
3. To approve the payment of Directors’ fees of RM222,000 for the financial year ending 31 December 2022 payable in arrears after each month of completed service of the Directors during the financial year. **(Ordinary Resolution 2)**
4. To re-elect Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad, a Director who is retiring by rotation under Clause 135 of the Company’s Constitution. **(Ordinary Resolution 3)**
5. To re-elect the following Directors who are retiring under Clause 137 of the Company’s Constitution:-
 - (i) Mr. Leow Wey Seng **(Ordinary Resolution 4)**
 - (ii) Mr. Lim Ming Chang **(Ordinary Resolution 5)**
6. To re-appoint Nexia SSY PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

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

7. **Ordinary Resolution Proposed Directors’ Benefits** **(Ordinary Resolution 7)**
(See Explanatory Note 2)
 “THAT the payment of Directors’ benefits amounting to RM29,200 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 Directors** **(Ordinary Resolution 8)**
(Ordinary Resolution 9)
(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, to be retained and remain as Independent Non-Executive Director of the Company:-
 - (i) Mr. Tan Aik Heang **(Ordinary Resolution 8)**
 - (ii) Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad **(Ordinary Resolution 9)**
9. **Ordinary Resolution Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”)** **(Ordinary Resolution 10)**
(See Explanatory Note 4)
 “THAT pursuant to Sections 75 and 76 of the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad (“Bursa Securities”) pursuant to Bursa Securities’ letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) of the total number of issued shares of the Company for the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 19th AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”
10. To transact any other business of the Company for which due notice shall have been received in accordance with the CA 2016.

By Order of the Board

FOCUS DYNAMICS GROUP BERHAD

WONG YUET CHYN (MAICSA 7047163)

(SSM PC No. 202008002451)

Company Secretary

Kuala Lumpur

Date: 31 May 2021

Explanatory Note on Ordinary Business:-

1. Audited Financial Statements for Financial Year Ended 31 December 2020

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 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 Non-Executive Director, where applicable, for their attendance of Board and Committee Meetings.

3. Proposed Retention of Independent Directors

The Proposed Ordinary Resolutions 8 and 9 in Agenda 8, if passed, will allow Mr. Tan Aik Heang (“**Mr. Tan**”) and Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad (“**Encik Abdul Menon**”) to be retained and continue acting as Independent Directors to fulfill the requirements of Rule 15.02 of Bursa Securities’s ACE Market Listing Requirements (“**AMLR**”) 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 Annual Report 2020.

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

The Proposed Ordinary Resolution 10, is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 10, if passed, will give the Directors of the Company authority to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021, after that, the 10% limit under Rule 6.04 of AMLR will be reinstated (hereinafter referred to as the “**General Mandate**”).

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities’ rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide Bursa Securities’ letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Rule 6.04 of the AMLR of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

Notes:-

1. 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.
2. 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.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. 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.
5. 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 notarially certified copy thereof, must 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 fax to 03-6201 3121 or email to ir:focus@shareworks.com.my not later than Wednesday, 30 June 2021 at 11.00 a.m., and in default the instrument of proxy shall not be treated as valid.
6. 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.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 June 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
8. Pursuant to Rule 8.31A(1) of the AMLR of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.