

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twentieth (20th) Annual General Meeting (AGM) of **FOCUS DYNAMICS GROUP BERHAD** (the Company) will be conducted on a virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia, on **Tuesday, 27 February 2024 at 10.30 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:

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 30 September 2023 (FPE 2023) and together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 10)**
2. To approve the additional payment of Directors' fees up to RM45,000 for the period from 1 July 2023 to 30 September 2023. **Ordinary Resolution 1)  
(See Explanatory Note 11)**
3. To approve the additional payment of Directors' fees up to RM45,000 for the financial year ending 30 September 2024 (FYE 2024) payable in arrears after each month of completed service of the Directors during the financial year. **Ordinary Resolution 2)  
(See Explanatory Note 11)**
4. To approve the payment of Directors' fees of RM300,000 for the financial year ending 30 September 2025 payable in arrears after each month of completed service of the Directors during the financial year. **(Ordinary Resolution 3)**
5. To approve the additional payment of Directors' benefits amounting to RM6,500 for the period commencing after the date of 29 November 2022 to 27 February 2024. **(Ordinary Resolution 4)  
(See Explanatory Note 11)**
6. To approve the payment of Directors' benefits amounting to RM28,000 for the period commencing after the date of this AGM to the date of the next AGM. **(Ordinary Resolution 5)  
(See Explanatory Note 11)**
7. To re-elect Mr. Leow Wey Seng, a Director who is retiring under Clause 135 of the Company's Constitution. **(Ordinary Resolution 6)  
(See Explanatory Note 12)**
8. To re-appoint Messrs Nexia SSY PLT as Auditors of the Company for the financial year ending FYE 2024 and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 7)**

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(CONT'D)**AS SPECIAL BUSINESS**

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

9. **Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (CA 2016) (Proposed General Mandate)** **Ordinary Resolution 8)  
(See Explanatory Note 13)**

**“THAT** subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements (AMLR) of Bursa Malaysia Securities Berhad (Bursa Securities) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 21st 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.

**THAT** the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 66 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

**AND THAT** the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

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(CONT'D)

10. **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature (Proposed New Shareholders' Mandate)** **(Ordinary Resolution 9)  
(See Explanatory Note 14)**

**"THAT**, authority be and is hereby given in line with Rule 10.09 of the AMLR of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party as set out in Section 2.4 of the Circular to Shareholders in relation to the Proposed New Shareholders' Mandate dated 31 January 2024 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

**AND THAT** such authority shall commence immediately upon the passing of this resolution until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

11. To transact any other business of the Company for which due notice shall have been received in accordance with the CA 2016.

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(CONT'D)

By Order of the Board  
**FOCUS DYNAMICS GROUP BERHAD**

**WONG YUET CHYN (MAICSA 7047163)**  
**(SSM PC No. 202008002451)**  
Company Secretary  
Kuala Lumpur

Date: 31 January 2024

**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 A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or fax to 03-6413 3270 or email to [infosr@wscs.com.my](mailto:infosr@wscs.com.my) not later than Sunday, 25 February 2024 at 10.30 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 20 February 2024, 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.
9. The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.

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(CONT'D)

**Explanatory Notes on Ordinary Business:**

**10. Audited Financial Statements for FPE 2023**

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.

**11. Proposed Directors' Fees and Benefits**

Section 230(1) of the CA 2016 provides that the Company shall determine Directors' Fees in general meeting.

The payment of fees to the non-executive directors is on a monthly basis.

Additional Directors' Fees for the period from 1 July 2023 to 30 September 2023 and FYE 2024 are presented to shareholders for approval following the change of financial year end from 30 June to 30 September.

The proposed Ordinary Resolution 4 and 5, if passed, will authorise and approve the payment of Directors' benefits comprised of meeting allowances payable to the non executive directors, where applicable, for their attendance of Board and Committee Meetings during the period from 29 November 2022 to 27 February 2024 and period commencing after the date of this AGM to the date of the next AGM pursuant to the requirements of Section 230 of CA 2016.

**12. Re-election of Director**

Mr. Leow Wey Seng (Mr. Leow) eligible, has offered himself for re-election at this AGM pursuant to the Constitution of the Company.

The Board (with exception of the retiring Director who abstained) recommended the retiring director be re-elected as the Director of the Company as he has character, experience, integrity, competence and time to effectively discharge his role as a Director of the Company.

The Board was further satisfied that Mr. Leow has complied with the criteria of independence based on the Listing Requirements and remain independent in exercising his judgement and carry out his roles as independent non-executive director.

NOTICE OF ANNUAL GENERAL MEETING  
(CONT'D)**Explanatory Notes on Special Business:****13. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**

The proposed Ordinary Resolution 8 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 8, if passed, will give the Directors of the Company authority to allot and issue 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 10% of the total number of issued shares of the Company.

The Proposed 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.

By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 66 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 29 November 2022 and this authority will lapse as the conclusion of the 20th AGM of the Company.

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

**14. Proposed New Shareholders' Mandate**

The proposed Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiary companies to enter into a new recurrent related party transaction of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Section 2.4 of the Circular to Shareholders dated 31 January 2024 for more information.

**15. Personal Data Privacy**

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.