

**THIS CIRCULAR TO HOLDERS OF WARRANTS C (AS DEFINED HEREIN) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. This Circular has been reviewed and approved by Mercury Securities Sdn Bhd, being the Principal Adviser to the Company for the Proposed Deed Poll C Amendments (as defined herein).

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular. Bursa Securities has not perused the contents of this Circular.



## **FOCUS DYNAMICS GROUP BERHAD**

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

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

**AND**

### **NOTICE OF WARRANT C HOLDERS' MEETING**

*Principal Adviser*



## **MERCURY SECURITIES SDN BHD**

(Company No. 113193-W)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Warrant C Holders' Meeting together with the Form of Proxy are enclosed in this Circular.

If you decide to appoint a proxy or proxies for the Warrant C Holders' Meeting, you must complete, sign and return the Form of Proxy and deposit it at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia on or before the date and time indicated below or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Warrant C Holders' Meeting should you subsequently decide to do so.

Last date and time for lodging the Form of Proxy for the Warrant C Holders' Meeting	: Wednesday, 21 February 2018 at 10.30 a.m.
Date and time of the Warrant C Holders' Meeting	: Friday, 23 February 2018 at 10.30 a.m. or immediately following the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held at the same venue on Friday, 23 February 2018 at 10.00 a.m., whichever is later

Venue of the Warrant C Holders' Meeting	: Theatre Room, 4th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan
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This Circular is dated 26 January 2018

## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

<b>Act</b>	- Companies Act, 2016 of Malaysia, as amended from time to time and any re-enactment thereof
<b>Board</b>	- The Board of Directors of Focus
<b>Bursa Depository</b>	- Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W)
<b>Bursa Securities</b>	- Bursa Malaysia Securities Berhad (Company No. 635998-W)
<b>Circular</b>	- This circular in relation to the Proposals
<b>Deed Poll C</b>	- Deed poll dated 30 September 2014 constituting the Warrants C
<b>Directors</b>	- The directors of the Company for the time being
<b>EGM</b>	- An extraordinary general meeting of the Company to be convened for the Proposals and the Proposed Deed Poll C Amendments, to be held at the same venue as the Warrant C Holders Meeting on Friday, 23 February 2018 at 10.00 a.m.
<b>Entitled Shareholders</b>	- Shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Rights Entitlement Date in order to be entitled to participate in the Proposed Rights Issue of ICPS with Warrants
<b>ESOS</b>	- Existing employees' share option scheme of the Company which took effect on 13 January 2015 for a period of 5 years
<b>ESOS Options</b>	- Options granted or which may be granted under the ESOS pursuant to the by-laws governing the ESOS, where each holder of the ESOS Options can subscribe for 1 new Focus Share for every 1 ESOS Option held
<b>Focus or the Company</b>	- Focus Dynamics Group Berhad (Company No. 582924-P)
<b>Focus Group or the Group</b>	- Collectively, Focus and its subsidiaries
<b>Focus Share(s) or Share(s)</b>	- Ordinary share(s) in the Company
<b>ICPS</b>	- Irredeemable convertible preference shares in the Company to be issued pursuant to the Proposed Rights Issue of ICPS with Warrants
<b>Listing Requirements</b>	- ACE Market Listing Requirements of Bursa Securities, as amended from time to time
<b>LPD</b>	- 26 December 2017, being the latest practicable date prior to the printing of this Circular
<b>M&amp;A</b>	- Constitution / Memorandum and Articles of Association of the Company
<b>Mercury Securities or the Principal Adviser</b>	- Mercury Securities Sdn Bhd (Company No. 113193-W)

## DEFINITIONS (CONT'D)

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<b>Proposals</b>	- Collectively, the Proposed Share Split, Proposed Rights Issue of ICPS with Warrants and Proposed M&A Amendments, further details of which are set out in Part A of the circular to Shareholders dated 26 January 2018
<b>Proposed M&amp;A Amendments</b>	- Proposed amendments to the M&A
<b>Proposed Deed Poll C Amendments</b>	- Proposed amendments to the Deed Poll C
<b>Proposed Rights Issue of ICPS with Warrants</b>	- Proposed renounceable rights issue of up to 2,122,788,334 ICPS together with up to 424,557,666 free detachable Warrants D on the basis of 5 ICPS together with 1 free Warrant D for every 5 existing Focus Shares held by the Entitled Shareholders on the Rights Entitlement Date
<b>Proposed Share Split</b>	- Proposed share split involving the subdivision of every 10 Focus Shares into 19 Split Shares
<b>Record of Depositors</b>	- A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
<b>Rights Entitlement Date</b>	- A date to be determined by the Board and announced later, on which the names of Shareholders must appear in the Record of Depositors of the Company as at the close of business on that date in order to be entitled to participate in the Proposed Rights Issue of ICPS with Warrants
<b>RM and sen</b>	- Ringgit Malaysia and sen respectively
<b>Rules of Bursa Depository</b>	- The Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991, as amended from time to time
<b>Shareholders</b>	- Registered holders of Focus Shares
<b>Split Shares</b>	- Focus Shares after the Proposed Share Split
<b>Warrant C Holders</b>	- Registered holders of Warrants C
<b>Warrant C Holders' Meeting</b>	- A meeting of Warrant C Holders to be convened for the Proposed Deed Poll C Amendments
<b>Warrants C</b>	- Outstanding Focus warrants 2014 / 2019 issued by the Company pursuant to the Deed Poll C and expiring on 6 November 2019
<b>Warrants D</b>	- Up to 424,557,666 free detachable warrants in Focus to be allotted and issued pursuant to the Proposed Rights Issue of ICPS with Warrants

All references to "you" in this Circular are to the Warrant C Holders.

In this Circular, words referring to the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

## **DEFINITIONS (CONT'D)**

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Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysia time, unless otherwise stated. Any discrepancies in the tables included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company's plans and objectives will be achieved.

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<b>FORM OF PROXY FOR THE WARRANT C HOLDERS' MEETING</b>	<b>ENCLOSED</b>
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## FOCUS DYNAMICS GROUP BERHAD

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

### Registered Office

No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

26 January 2018

### Board of Directors

Leung Kok Keong (*Executive Director*)  
Tay Ben Seng, Benson (*Executive Director*)  
Tan Aik Heang (*Independent Non-Executive Director*)  
Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad (*Independent Non-Executive Director*)  
Chang Yun Lung (*Independent Non-Executive Director*)

### To: The Warrant C Holders

Dear Sir / Madam,

### PROPOSED DEED POLL C AMENDMENTS

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#### 1. INTRODUCTION

On 9 January 2018, Mercury Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Deed Poll C Amendments.

The purpose of this Circular is to provide you with relevant information on the Proposed Deed Poll C Amendments and to set out the views and recommendation of the Board as well as to seek your approval for the resolution pertaining to the Proposed Deed Poll C Amendments which will be tabled at the forthcoming Warrant C Holders' Meeting. The Notice of Warrant C Holders' Meeting and Form of Proxy are enclosed in this Circular.

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH ITS APPENDICES BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED DEED POLL C AMENDMENTS TO BE TABLED AT THE FORTHCOMING WARRANT C HOLDERS' MEETING.**

## 2.

### DETAILS OF THE PROPOSED DEED POLL C AMENDMENTS

Pursuant to the new Act which was gazetted on 15 September 2016 and came into effect on 31 January 2017, the Proposed Deed Poll C Amendments is intended to streamline the Deed Poll C to be aligned with the provisions of the Act. The Proposed Deed Poll C Amendments include, amongst others, the removal of all references to 'par value' as the concept of par value is no longer applicable under the new Act.

The Proposed Deed Poll C Amendments also include other administrative amendments and updates to take into account, amongst others, the change in the Company's name.

The Proposed Deed Poll C Amendments will be effected by way of a supplemental deed poll to be executed by the Company.

The details of the Proposed Deed Poll C Amendments are as follows:-

	Existing Deed Poll C	Amended Deed Poll C
Clause 1.1 (Definitions)	Act means the Companies Act, 1965 (Act 125) including any amendments, modifications and re-enactments for the time being in force;	Act means the Companies Act, 2016 including any amendments, modifications and re-enactments for the time being in force;
Clause 1.1 (Definitions)	Approved Adviser means a licensed universal broker or investment banker or corporate finance adviser in Malaysia selected by the Directors for the purposes of this Deed Poll;	Approved Adviser means a person who is eligible to act as a principal adviser under guidelines issued by the Securities Commission Malaysia from time to time, and approved by the Directors for the purposes of this Deed Poll;
Clause 1.1 (Definitions)	Company means Focus Dynamics Technologies Berhad (Company No. 582924-P) a company incorporated in Malaysia and having its registered office at No. 4-1, Kompleks Niaga Melaka Perdana, Jalan KNMP 3, Bukit Katil, 75450 Melaka	Company means Focus Dynamics Group Berhad [Company No. 582924-P], a company incorporated in Malaysia with its registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan;
Clause 1.1 (Definitions)	Shares means ordinary shares of Ringgit Malaysia Ten sen (RM0.10) only each fully paid-up or credited as fully paid-up in the capital of the Company and "Share" shall mean each or any one of them.	Shares means ordinary shares in the capital of the Company and 'Share' shall mean each or any one of them;
Clause 3.4	Subject to the provisions of the Central Depositories Act and the Rules, the registration and subsequent administration of the Warrants will be in the manner as set out in the First Schedule and the Conditions. The Company is entitled to appoint a Registrar for the registration and administration of the Warrants. The Company confirms that it will/has appointed the Registrar for the purpose stipulated in this Deed Poll who will perform such duties as required by the Company under the First Schedule and the Conditions and as required pursuant to Section 68A of the Act.	Subject to the provisions of the Central Depositories Act and the Rules, the registration and subsequent administration of the Warrants will be in the manner as set out in the First Schedule and the Conditions. The Company is entitled to appoint a Registrar for the registration and administration of the Warrants. The Company confirms that it will/has appointed the Registrar for the purposes stipulated in this Deed Poll who will perform such duties as required by the Company under the First Schedule and the Conditions and as required pursuant to Section 129 of the Act.

	Existing Deed Poll C	Amended Deed Poll C
Clause 5 of the First Schedule	The Company will cause and procure the Registrar to keep and maintain the Warrant Register. The Warrant Register will contain such particulars as required pursuant to Section 68A of the Act.	The Company will cause and procure the Registrar to keep and maintain the Warrant Register. The Warrant Register will contain such particulars as required pursuant to Section 129 of the Act.
Exhibit A of the First Schedule	Subscription of [*] new ordinary shares of RM0.10 each in Focus Dynamics Technologies Berhad pursuant to the exercise of Exercise Rights attached to 2011/2016 Warrant	Subscription of [*] new ordinary shares in Focus Dynamics Group Berhad pursuant to the exercise of Exercise Rights attached to 2011/2016 Warrants
Second Schedule (Part I) (Form of Warrant Certificate)	All references to '...of RM0.10 each'.	Deleted.
Second Schedule (Part II) (Exercise Form for the Warrants)		
Second Schedule (Part III) (Terms and Conditions of the Warrants)		
Second Schedule (Part I) (Form of Warrant Certificate)	All references to 'Focus Dynamics Technologies Berhad'.	Replaced with 'Focus Dynamics Group Berhad'.
Second Schedule (Part II) (Exercise Form for the Warrants)		
Second Schedule (Part III) (Terms and Conditions of the Warrants)		
Note 6 of Second Schedule (Part II) (Exercise Form for the Warrants)	The attention of the Warrant Holders is drawn to Rule 9(1) of Part III of the Malaysian Code on Takeovers and Mergers 2010 and relevant practice notes, if any and the provisions of the Capital Markets and Services Act 2007 as amended from time to time.	The attention of the Warrant Holders is drawn to Paragraph 4.01 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions and the provisions of the Capital Markets and Services Act, 2007 as amended from time to time.



	Existing Deed Poll C	Amended Deed Poll C
Paragraph 3.1.2 of Condition 3.1 in the Second Schedule (Part III) <i>(Terms and Conditions of the Warrants)</i>	The Company must keep available free from pre-emptive or other rights parts of its authorised but unissued share capital to satisfy in full all Exercise Rights for the time being outstanding;	The Company must keep available free from pre-emptive or other rights parts of its unissued share capital to satisfy in full all Exercise Rights for the time being outstanding;
Condition 7.3 of Second Schedule (Part III) <i>(Terms and Conditions of the Warrants)</i>	The Company will or cause and procure the Registrar to keep and maintain a register of the details of the issue of the Warrants (as required pursuant to section 68A of the Act). In the event of any discrepancy whatsoever, the entries in the Record of Depositors will, unless otherwise determined, be deemed conclusive.	The Company will or cause and procure the Registrar to keep and maintain a register of the details of the issue of the Warrants (as required pursuant to section 129 of the Act). In the event of any discrepancy whatsoever, the entries in the Record of Depositors will, unless otherwise determined, be deemed conclusive.
The Notes of the Second Schedule (Part III) <i>(Terms and Conditions of the Warrants)</i>	The attention of the Warrant Holders is drawn to Rule 9(1) of Part III of the Malaysian Code on Takeovers and Mergers 2010 and relevant practice notes, if any, and the provisions of the Capital Markets and Services Act 2007 as amended from time to time.	The attention of the Warrant Holder is drawn to Paragraph 4.01 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions and the provisions of the Capital Markets and Services Act, 2007 as amended from time to time.
Sub-paragraph 2(i) of the Memorandum	If and wherever a Share by reason of any consolidation or subdivision or conversion will have a different par value, the Exercise Price will be adjusted by multiplying it by the revised par value and dividing the result by the former par value and the number of Warrants will be adjusted by multiplying the existing number of Warrants held by the former par value and dividing the result by the revised par value. Each such adjustment will be effective from the close of business on the Market Day or such period as may be prescribed by Bursa Securities, immediately preceding the date on which the consolidation or subdivision or conversion becomes effective (being the date when the Shares are traded on Bursa Securities at the new par value).	If and whenever Shares shall be consolidated or subdivided or converted or reduced, then the Exercise Price shall be adjusted by multiplying it by the aggregate number of issued Shares immediately before such consolidation or subdivision or conversion or reduction and dividing the result by the aggregate number of issued Shares immediately after such consolidation or subdivision or conversion or reduction and the number of Warrants shall be adjusted by multiplying the existing number of Warrants held by the aggregate number of issued Shares immediately after such consolidation or subdivision or conversion or reduction and dividing the result by the aggregate number of issued Shares immediately before such consolidation or subdivision or conversion or reduction.
		Unless otherwise prescribed by Bursa Securities, each such adjustment will be effective from the close of business of Bursa Securities on the Market Day (or such other period as may be prescribed by Bursa Securities) next following the date on which the consolidation or subdivision or conversion or reduction becomes effective.

	Existing Deed Poll C	Amended Deed Poll C
Sub-paragraph 2(ix) of the Memorandum	<p>The foregoing provisions on adjustment of the Exercise Price will be subject to the following:-</p> <p>(a) On any such adjustment the resultant Exercise Price will be rounded up to the nearest one (1) Sen and in no event will any adjustment (otherwise that upon the consolidation of Shares into Shares of larger par value) involve an increase in the Exercise Price or reduce the number of Warrant that a Warrant Holder is already entitled to;</p> <p>(b) No adjustment will be made to the Exercise Price in any case in which the amount by which the same would be reduced in accordance with the foregoing provisions of this paragraph 2 would be less than one (1) Sen or less than one (1) Warrant and any adjustment that would otherwise be required then to be made will not be carried forward;</p> <p>(c) No adjustment will be made in any event whereby the Exercise Price would be reduced to below the par value of a Share and in the event that any adjustment will result in the Exercise Price be reduced below the par value of a Share, then the adjustment will be made to the par value of a Share only.</p>	<p>The foregoing provisions on adjustment of the Exercise Price will be subject to the following:-</p> <p>(a) On any such adjustment, the resultant Exercise Price will be rounded up to the nearest one (1) Sen and in no event will any adjustment (otherwise that upon the consolidation of Shares) involve an increase in the Exercise Price or reduce the number of Warrant that a Warrant Holder is already entitled to;</p> <p>(b) No adjustment will be made to the Exercise Price in any case in which the amount by which the same would be reduced in accordance with the foregoing provisions of this paragraph 2 would be less than one (1) Sen or less than one (1) Warrant and any adjustment that would otherwise be required then to be made will not be carried forward.</p>

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### 3. RATIONALE FOR THE PROPOSED DEED POLL C AMENDMENTS

The Proposed Deed Poll C Amendments is intended to streamline the Deed Poll C to be aligned with the provisions of the Act to ensure the interests of the Warrant C Holders will not be prejudiced pursuant to the implementation of the no par value regime.

The Proposed Deed Poll C Amendments also allows the Company to make administrative amendments and update its Deed Poll C to take into account, amongst others, the change in the Company's name.

### 4. EFFECTS OF THE PROPOSED DEED POLL C AMENDMENTS

#### 4.1 Share capital

The Proposed Deed Poll C Amendments will not have any effect on the issued share capital of the Company.

#### 4.2 NA and gearing

The Proposed Deed Poll C Amendments will not have any effect on the NA and gearing of the Group.

#### 4.3 Substantial shareholders' shareholding

The Proposed Deed Poll C Amendments will not have any effect on the substantial Shareholders' shareholdings in the Company.

#### 4.4 Earnings and EPS

The Proposed Deed Poll C Amendments will not have any effect on the consolidated earnings and EPS of the Company.

#### 4.5 Convertible securities

Save for the ESOS Options and the Warrants C, the Company does not have any other outstanding convertible securities in issue as at the LPD.

The Proposed Deed Poll C Amendments in itself will not give rise to any adjustments to the exercise price and number of granted ESOS Options and outstanding Warrants C.

Notwithstanding the above, the Board wishes to inform that the Company is currently also proposing to undertake the Proposals, further details of which are set out in Part A of the circular to Shareholders dated 26 January 2018 ("**Shareholders Circular**"). The Proposed Deed Poll C Amendments, if approved, will facilitate the relevant adjustments to the exercise price and number of outstanding Warrants C arising from the Proposed Share Split as set out in Section 9.5.2(i), Part A of the Shareholders Circular. **However, the Board wishes to highlight that in the event the resolutions for the Proposed Deed Poll C Amendments are not approved by the Shareholders and/or Warrant C Holders at the forthcoming EGM and Warrant C Holders' Meeting respectively, there will be no adjustment to the exercise price of outstanding Warrants C arising from the Proposed Share Split. Please refer to Section 9.5.2(i), Part A of the Shareholders Circular for further details.**

## **5. APPROVALS REQUIRED AND CONDITIONALITY**

The Proposed Deed Poll C Amendments is subject to the approval of the following:-

- (i) Shareholders at the forthcoming EGM; and
- (ii) Warrant C Holders at the forthcoming Warrant C Holders' Meeting.

The Proposed Deed Poll C Amendments is not conditional upon any other corporate exercise / scheme undertaken or to be undertaken by the Company.

## **6. BOARD'S RECOMMENDATION**

The Board, having considered all aspects of the Proposed Deed Poll C Amendments, including but not limited to the rationale and effects of the Deed Poll C Amendments, is of the opinion that the Proposed Deed Poll C Amendments is in the best interests of the Company.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Deed Poll C Amendments to be tabled at the forthcoming Warrant C Holders' Meeting.

## **7. TENTATIVE TIMELINE**

The Proposed Deed Poll C Amendments are expected to be completed in the 1<sup>st</sup> quarter of 2018.

## **8. WARRANT C HOLDERS' MEETING**

The Warrant C Holders' Meeting, the Notice of which is enclosed in this Circular, 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 the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution, with or without any modifications, to give effect to the Proposed Deed Poll C Amendments.

Date and time of the Warrant C Holders' Meeting	: Friday, 23 February 2018 at 10.30 a.m. or immediately following the conclusion or adjournment of the EGM, whichever is later
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If you are unable to attend and vote in person at the Warrant C Holders' Meeting, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the registered office of the Company not less than 48 hours before the date and time appointed for holding the Warrant C Holders' Meeting as indicated above or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Warrant C Holders' Meeting should you subsequently decide to do so.

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**9. FURTHER INFORMATION**

You are requested to refer to the enclosed appendices for further information.

Yours faithfully,  
For and on behalf of the Board of  
**FOCUS DYNAMICS GROUP BERHAD**

**LEUNG KOK KEONG**  
Executive Director

**FURTHER INFORMATION**

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**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

**2. CONSENTS AND CONFLICT OF INTEREST**

The written consent of Mercury Securities, being the Principal Adviser for the Proposed Deed Poll C Amendments, for the inclusion of its name in the form and context in which it appears in this Circular has been given and has not been subsequently withdrawn before the issuance of this Circular.

Mercury Securities is not aware of any existing conflict of interest nor of any circumstances which would or is likely to give rise to a possible conflict of interest in relation to its role as the Principal Adviser for the Proposed Deed Poll C Amendments.

**3. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the Warrant C Holders' Meeting:-

- (i) the M&A;
- (ii) letter of consent referred to in Section 2 of this Appendix; and
- (iii) draft amended Deed Poll C in connection with the Proposed Deed Poll C Amendments.

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## FOCUS DYNAMICS GROUP BERHAD

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

### NOTICE OF WARRANT C HOLDERS' MEETING

**NOTICE IS HEREBY GIVEN THAT** a Warrant C Holders' Meeting of Focus Dynamics Group Berhad ("Focus" or the "Company") 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 10.30 a.m. or immediately following the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held at the same venue on Friday, 23 February 2018 at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

#### SPECIAL RESOLUTION

#### **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 of the Circular to Warrant C Holders 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 holder of Warrants C ("**Warrant C Holder**") who is entitled to attend, speak and vote at this Warrant C Holders' Meeting may appoint a proxy to attend, speak and vote on his behalf. A proxy may not be a Warrant C Holder and a Warrant C Holder may appoint any person to be his proxy without limitation.
2. Where a Warrant C Holder 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 Warrant C Holder 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 Warrants C standing to the credit of the said security account.
4. 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.
5. 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 Warrant C Holders' Meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
6. In respect of deposited securities, only Warrant C Holders whose names appear in the Record of Depositors for Warrants C on 14 February 2018 shall be eligible to attend, speak and vote at this Warrant C Holders' Meeting.
7. Any alteration in the form of proxy must be initialled.

FORM OF PROXY

Number of Warrants C Held	CDS Account No.
---------------------------	-----------------

"A" I/We \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
being a \*Holder/Holders of Warrants 2014 / 2019 of FOCUS DYNAMICS GROUP BERHAD ("COMPANY") ("WARRANTS C"),  
do hereby appoint \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
or failing him, \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
or failing whom, the CHAIRMAN of the Meeting as \*my/our first proxy to vote for \*me/us on my/our behalf at the Warrant C Holders' Meeting to 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 10.30 a.m. or immediately following the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held at the same venue on Friday, 23 February 2018 at 10.00 a.m. ("EGM"), whichever is later.

"B" Where it is desired to appoint a second proxy, this section must also be completed, otherwise it should be deleted.  
I/We \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
being a \*Holder/Holders of Warrants C of FOCUS DYNAMICS GROUP BERHAD, do hereby appoint \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
or failing him, \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
or failing whom, the CHAIRMAN of the Meeting as \*my/our second proxy to vote for \*me/us on my/our behalf at the Warrant C Holders' Meeting to 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 10.30 a.m. or immediately following the conclusion or adjournment of the EGM, whichever is later.

"C" Where it is desired to appoint a third proxy, this section must also be completed, otherwise it should be deleted.  
I/We \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
being a \*Holder/Holders of Warrants C of FOCUS DYNAMICS GROUP BERHAD, do hereby appoint \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
or failing him, \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Capital Letters)  
of \_\_\_\_\_  
(Full Address)  
or failing whom, the CHAIRMAN of the Meeting as \*my/our third proxy to vote for \*me/us on my/our behalf at the Warrant C Holders' Meeting to 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 10.30 a.m. or immediately following the conclusion or adjournment of the EGM, whichever is later.

The proportions of my/our holding to be represented by my/our proxies are as follows:

First Proxy "A"	%
Second Proxy "B"	%
Third Proxy "C"	%
	100%

In case of a vote taken by a show of hands, "First Proxy "A"/" Second Proxy "B"/" Third Proxy "C" shall vote on my/our behalf.

My/our proxy/proxies shall vote as follows:

Please indicate with an "X" in the space provided below how you wish your votes to be casted. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting his discretion.

No.	Agenda	Resolution	First Proxy "A"		Second Proxy "B"		Third Proxy "C"	
			For	Against	For	Against	For	Against
1	Proposed Deed Poll C Amendments	Special Resolution						

\* Strike out whichever not applicable

As witness \*my/our hand this \_\_\_\_\_ day of \_\_\_\_\_

Signature of Warrant C Holder/Common Seal





Notes:-

1. A holder of Warrants C ("**Warrant C Holder**") who is entitled to attend, speak and vote at this Warrant C Holders' Meeting may appoint a proxy to attend, speak and vote on his behalf. A proxy may not be a Warrant C Holder and a Warrant C Holder may appoint any person to be his proxy without limitation.
2. Where a Warrant C Holder 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 Warrant C Holder 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 Warrants C standing to the credit of the said security account.
4. 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.
5. 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 Warrant C Holders' Meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
6. In respect of deposited securities, only Warrant C Holders whose names appear in the Record of Depositors for Warrants C on 14 February 2018 shall be eligible to attend, speak and vote at this Warrant C Holders' Meeting.
7. Any alteration in the form of proxy must be initialled.

Fold this flap for sealing

Then fold here

AFFIX  
STAMP

The Company Secretary  
**FOCUS DYNAMICS GROUP BERHAD**  
(Company No. 582924-P)  
No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

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