

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth (19th) 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 a 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 on **Tuesday, 29 November 2022 at 2.30 p.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 June 2022 (FPE 2022) and together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 10)**
2. To approve the payment of Directors' fees of RM264,000 for the financial year ending 30 June 2023 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 Director' fees of RM264,000 for the financial year ending 30 June 2024 payable in arrears after each month of completed services of the Directors during the financial year. **(Ordinary Resolution 2)**
4. To approve the payment of Directors' benefits amounting to RM19,700 for the period commencing after the date of this AGM to the date of the next AGM. **(Ordinary Resolution 3)  
(See Explanatory Note 11)**
5. To re-elect Mr. Tay Ben Seng, Benson, a Director who is retiring under Clause 135 of the Company's Constitution. **(Ordinary Resolution 4)  
(See Explanatory Note 12)**
6. To re-elect Ms. Tang Yee Ling, a Director who is retiring under Clause 137 of the Company's Constitution. **(Ordinary Resolution 5)  
(See Explanatory Note 12)**
7. To re-appoint Messrs Nexia SSSY PLT as Auditors of the Company for the financial year ending 30 June 2023 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:

#### 8. **Proposed Retention of Independent Directors**

**"THAT** the following Directors, who have served as Independent Non-Executive Directors for a cumulative term of more than nine (9) years, be retained and remained as Independent Non-Executive Directors of the Company:

- (i) Mr. Tan Aik Heang
- (ii) Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad

**(Ordinary Resolution 7)  
(Ordinary Resolution 8)  
(See Explanatory Note 13)**

## Notice of Annual General Meeting (cont'd)

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 9)  
(See Explanatory Note 14)**

**“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 20th 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.”

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 October 2022

**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.

## Notice of Annual General Meeting (cont'd)

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, 27 November 2022 at 2.30 p.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 November 2022, 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.

### **Explanatory Notes on Ordinary Business:**

#### **10. Audited Financial Statements for FPE 2022**

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' Benefits**

The proposed Ordinary Resolution 3, if passed, will authorise and approve of the payment of Directors' benefits comprised of allowances (meeting allowance payable to each Non-Executive Director, where applicable, for their attendance of Board and Committee Meetings) 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.

#### **12. Re-election of Directors**

Mr. Tay Ben Seng, Benson and Ms. Tang Yee Ling ("Ms. Tang") eligible, have offered themselves for re-election at this AGM pursuant to the Constitution of the Company.

The Board (with exception of the retiring Directors who abstained) recommended the retiring directors be re-elected as the Directors of the Company as they have character, experience, integrity, competence and time to effectively discharge their role as a Director of the Company.

The Board was further satisfied that Ms. Tang has complied with the criteria of independence based on the Listing Requirements and remain independent in exercising her judgement and carry out her roles as Independent Non-Executive Director.

## Notice of Annual General Meeting (cont'd)

### **Explanatory Notes on Special Business:**

#### **13. Proposed Retention of Independent Directors**

The proposed Ordinary Resolutions 7 and 8, if passed, will allow Mr. Tan Aik Heang ("Mr. Tan") and Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad ("En. Abdul Menon") to be retained and continue acting as Independent Directors to fulfill the requirements of Rule 15.02 of AMLR and in line with the recommendation 5.3 of the Malaysian Code of Corporate Governance. The full details of the Board's justification and recommendations for the retention of Mr. Tan and En. Abdul Menon as Independent Directors are set out in the Board's Corporate Governance Overview Statement in the 2022 Annual Report. The proposed retention of Mr. Tan and En. Abdul Menon as Independent Non-Executive Directors of the Company will be voted through a two-tier voting process.

#### **14. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**

The proposed Ordinary Resolution 9 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 proposed Ordinary Resolution 9, 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 1 July 2021 and this authority will lapse as the conclusion of the 19th 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.