

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

CHARACTERISTICS OF THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”).

THE LEAP MARKET OF BURSA SECURITIES HAS BEEN POSITIONED AS A MARKET DESIGNED TO ACCOMMODATE CORPORATIONS TO WHICH A HIGHER INVESTMENT RISK MAY BE ATTACHED THAN OTHER CORPORATIONS LISTED ON THE MAIN OR ACE MARKET OF BURSA SECURITIES. IT IS A QUALIFIED MARKET WHICH IS MEANT MAINLY FOR SOPHISTICATED INVESTORS ONLY. ONLY EXISTING SECURITIES HOLDERS AND SOPHISTICATED INVESTORS ARE ALLOWED TO PARTICIPATE IN CORPORATE EXERCISES UNDERTAKEN BY TOPVISION EYE SPECIALIST BERHAD (“TOPVISION”). SOPHISTICATED INVESTORS SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER DUE AND CAREFUL CONSIDERATION.

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 adviser immediately. If you have sold or transferred all your shares in TOPVISION, you should at once hand this Circular together with the enclosed Form of Proxy to the agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This Circular has been reviewed by Hong Leong Investment Bank Berhad, being the Sponsor to TOPVISION for the Proposals (as defined herein).

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.

PUSAT PAKAR MATA
TOP VISION[®]
EYE SPECIALIST CENTRE
明亮眼科专科中心

TOPVISION EYE SPECIALIST BERHAD

(Registration No. 201801011816 (1273832-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (I) PROPOSED WITHDRAWAL OF LISTING FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) (“LEAP MARKET”) PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“PROPOSED WITHDRAWAL OF LISTING”); AND**
 - (II) PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF TOPVISION FROM THE LEAP MARKET TO THE ACE MARKET OF BURSA SECURITIES (“PROPOSED TRANSFER OF LISTING”)**
- (COLLECTIVELY, REFERRED TO AS THE “PROPOSALS”)**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Sponsor



Hong Leong Investment Bank Berhad (10209-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

The Notice of the Extraordinary General Meeting (“EGM”) of TOPVISION together with the Form of Proxy are enclosed in this Circular. The EGM will be conducted on a virtual basis through live streaming from the broadcast venue located at Unit 11-5, No. 2, Block 2, Jalan Setia Prima (S) U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor via online meeting platform at <https://bitly.ws/38n3p> provided by Synergy Professionals Group Sdn. Bhd. in Malaysia or at any adjournment thereof.

If you decide to appoint a proxy(ies) to attend and vote on your behalf at the EGM, the Form of Proxy should be completed and deposited at the registered office of TOPVISION at Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor, not less than 24 hours before the time and date of the EGM as indicated below or any adjournment thereof.

Last date and time for lodging the Form of Proxy	: Sunday, 28 January 2024 at 3.00 p.m.
Date and time of the EGM	: Monday, 29 January 2024 at 3.00 p.m.
Broadcast venue of the EGM	: Unit 11-5, No. 2, Block 2, Jalan Setia Prima (S) U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor

This Circular is dated 8 January 2024

DEFINITIONS

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

“ACC”	: Ambulatory care centre
“ACE Market”	: ACE Market of Bursa Securities
“ACE LR”	: ACE Market Listing Requirements of Bursa Securities
“Act”	: Companies Act 2016
“Board”	: Board of Directors of TOPVISION
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Circular”	: This circular dated 8 January 2024 in relation to the Proposals
“CMSA”	: Capital Market and Services Act 2007
“COVID-19”	: Coronavirus disease 2019
“Datuk Kenny”	: Datuk Kenny Liew Hock Nean
“Director(s)”	: Director(s) of our Company as defined in Section 2(1) of the Capital Markets and Services Act, 2007
“Dr. Peter”	: Dr. Peter Chong Kuok Siong
“EBITDA”	: Earnings before interest, taxation, depreciation and amortisation
“EGM”	: Extraordinary General Meeting
“Eligible Persons”	: Collectively, eligible directors and employees of our Group and persons who have contributed to the success of our Group
“EPS”	: Earnings per Share
“Exemption”	: The exemption from complying with Rules 8.06(1)(c) and 8.06(1)(d) of the LEAP LR in connection with the Proposed Withdrawal of Listing
“Final Retail Price”	: Final price per Issue Share to be paid by investors under the Retail Offering, equivalent to the Retail Price or the Institutional Price, whichever is lower, to be determined on the Price Determination Date
“FYE”	: Financial year ended 31 December
“GP”	: Gross profit
“Information Memorandum”	: The Information Memorandum of our Company dated 18 September 2018 in relation to our listing on the LEAP Market
“Institutional Offering”	: Institutional offering of 33,928,000 Issue Shares at the Institutional Price to be made available to institutional and selected investors at the Institutional Price, subject to the clawback and reallocation provisions as detailed in Section 2.2 of this Circular
“Institutional Price”	: Price per Issue Share to be paid by investors under the Institutional Offering which will be determined on the Price Determination Date by way of bookbuilding

DEFINITIONS (CONT'D)

“Issue Share(s)”	: 54,220,000 new Shares to be issued by our Company pursuant to the Proposed Public Issue
“Joint Transfer Sponsor”	: Means the Sponsor and Recognised Approved Adviser, either individually or collectively, as the context may require, who are jointly appointed by a transfer applicant in making the transfer of listing application to Bursa Securities
“LEAP LR”	: LEAP Market Listing Requirements of Bursa Securities
“LEAP Market”	: LEAP Market of Bursa Securities
“LPD”	: 28 December 2023, being the latest practicable date prior to the printing of this Circular
“Malaysian Public”	: Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
“Minority Shareholders”	: The 20 minority shareholders of TOPVISION who collectively own the remaining 84,438,291 Shares, representing approximately 33.04% of the total issued share capital of TOPVISION as at the LPD
“NA”	: Net assets
“NGISB”	: Novel Glove International Sdn Bhd (Registration No. 202101013029 (1413328-U))
“PAT”	: Profit after taxation
“PBT”	: Profit before taxation
“Price Determination Date”	: The date on which the Institutional Price and the Final Retail Price will be determined
“Proposal Letter”	: The proposal letter dated 3 February 2023 from the Proposers to our Board requesting our Board to consider undertaking the Proposed Withdrawal of Listing
“Proposals”	: Collectively, the Proposed Transfer of Listing and the Proposed Withdrawal of Listing
“Proposed Pink Form Allocations”	: 4,800,000 new Shares, representing approximately 1.55% of the enlarged issued share capital of TOPVISION, will be made available for application by the Eligible Persons
“Proposed Public Issue”	: Collectively, Institutional Offering and Retail Offering
“Proposed Transfer of Listing”	: The proposed transfer of listing which entails the following: <ul style="list-style-type: none">(i) Proposed Public Issue; and(ii) the proposed transfer of the listing of and quotation for the entire issued share capital of TOPVISION from the LEAP Market to the ACE Market of Bursa Securities
“Proposed Withdrawal of Listing”	: Proposed withdrawal of listing from the LEAP Market pursuant to Rules 8.05 and 8.06 of the LEAP LR
“Proposers”	: Datuk Kenny and Dr. Peter, collectively

DEFINITIONS (CONT'D)

“Recognised Approved Adviser”	: Means an adviser authorised by Bursa Securities to carry out both the initial listing activities and post-listing activities which has been approved to act as a Recognised Approved Adviser by Bursa Securities pursuant to Rule 4.29(2) of the ACE LR
“Record of Depositors”	: A record of securities holders established by Bursa Depository under the rules of Bursa Depository
“Retail Offering”	: Retail offering of 20,292,000 Issue Shares at the Retail Price comprising: (i) 15,492,000 Issue Shares to be made available for application by the Malaysian Public; and (ii) 4,800,000 Issue Shares to be made available for application by the Eligible Persons pursuant to the Proposed Pink Form Allocations, subject to clawback and reallocation provisions as set out in Section 2.2 of this Circular
“Retail Price”	: Initial price per Issue Share to be fully paid upon application under the Retail Offering, subject to the adjustment as detailed in Section 2.2.1 of this Circular. For the purpose of this Circular, the illustrative Retail Price is RM0.45 per Issue Share
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“SC”	: Securities Commission Malaysia
“Share(s)”	: Ordinary share(s) in TOPVISION
“Sponsor” or “HLIB”	: Hong Leong Investment Bank Berhad (Registration No. 197001000928 (10209-W))
“TOPVISION” or the “Company”	: TOPVISION Eye Specialist Berhad (Registration No. 201801011816 (1273832-U))
“TOPVISION Group” or the “Group”	: TOPVISION and its subsidiaries, collectively
“TOPVISION International”	: TOPVISION International Eye Specialist Centre

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DEFINITIONS (CONT'D)

All references to the time of day in this Circular are references to Malaysian time, unless otherwise stated.

All references to “**our Company**” or “**TOPVISION**” in this Circular are to TOPVISION Eye Specialist Berhad and references to “**our Group**” or “**TOPVISION Group**” are to our Company and our subsidiary collectively. All references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and save where the context requires, will include our subsidiary.

All references to “**you**” or “**your**” in this Circular are to the shareholders of our Company.

Words importing the singular only will include the plural and vice versa and words importing the masculine gender will, where applicable, include the feminine and neuter genders and vice versa. References to persons will include corporations, limited liability partnerships and other entities having legal personality.

Any reference to any act, written law, ordinance, enactment or guideline (whatever the jurisdiction) in this Circular is a reference to that act, written law, ordinance, enactment or guideline (whatever the jurisdiction) as amended or re-enacted from time to time.

Certain amounts and percentage figures included in this Circular have been subject to rounding adjustments. Any discrepancy between the figures shown and figures published by our Company such as half-yearly results and annual audited accounts, 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 our 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 our Group’s plans and objectives will be achieved.

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PUSAT PAKAR MATA
TOP VISION®
EYE SPECIALIST CENTRE

明亮眼科专科中心

TOPVISION EYE SPECIALIST BERHAD

(Registration No. 201801011816 (1273832-U))
(Incorporated in Malaysia)

Registered Office

Unit No. EL-11-01,
Amcorp Business Suite,
Menara Melawangi,
Pusat Perdagangan Amcorp,
No. 18, Jalan Persiaran Barat,
46050 Petaling Jaya, Selangor
8 January 2024

Board of Directors

Datuk Kenny Liew Hock Nean (*Chief Executive Officer / Executive Director*)
Dr. Peter Chong Kuok Siong (*Medical Doctor / Executive Director*)
Tan Kah Poh (*Independent Non-Executive Director*)
Dr. Azida Juana Binti Wan Ab Kadir (*Independent Non-Executive Director*)
Lim May Wan (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

(I) PROPOSED WITHDRAWAL OF LISTING; AND

(II) PROPOSED TRANSFER OF LISTING

(COLLECTIVELY, REFERRED TO AS THE “PROPOSALS”)

1. INTRODUCTION

On 3 February 2023, HLIB had, on behalf of our Board, announced the receipt of the Proposal Letter. Our Board, save for Datuk Kenny and Dr. Peter, had subsequently deliberated and approved the Proposed Withdrawal of Listing and will take necessary steps to implement the Proposed Withdrawal of Listing.

On 28 March 2023, our Company had sought the approval of Bursa Securities for the Exemption.

On 12 April 2023, HLIB had, on behalf of our Board, announced that our Board will proceed with the Proposed Withdrawal of Listing in accordance with the amendments to the ACE LR in relation to the transfer of listing from the LEAP Market to the ACE Market.

On 28 June 2023, HLIB had, on behalf of our Board, announced that Bursa Securities had vide its letter dated 28 June 2023 resolved to approve the Exemption.

On 4 January 2024, HLIB had, on behalf of our Board, announced additional information in relation to the Proposals.

Further details of the Proposals are set out in the ensuing sections in this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSALS, TO SET OUT THE BOARD'S RECOMMENDATION ON THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1. Details of the Proposed Withdrawal of Listing

Pursuant to Rule 8.05 of the LEAP LR, Bursa Securities may grant a listed corporation's request to withdraw its listing status from the LEAP Market. In accordance with Rule 8.06(1) of the LEAP LR, a listed corporation may not request to withdraw its listing from the LEAP Market unless:

- (a) the listed corporation convenes a general meeting to obtain its shareholders' approval and the circular to be sent to the shareholders includes the information set out in Appendix 8B of the LEAP LR;
- (b) the passing of the resolution for the withdrawal of listing is subject to the following conditions:
 - (i) the resolution is approved by a majority of shareholders, in number, representing 75% of the total number of issued securities held by the shareholders, present and voting either in person or by proxy at each meeting; and
 - (ii) the number of votes cast against the resolution is not more than 10% of the total number of issued securities held by the shareholders, present and voting either in person or by proxy at each meeting;
- (c) the shareholders are offered a reasonable cash alternative or other reasonable alternatives ("**Exit Offer**"); and
- (d) the listed corporation appoints an independent adviser to advise and make recommendations for the consideration of the shareholders in connection with the withdrawal of its listing as well as the fairness and reasonableness of the Exit Offer ("**Appointment of IA**").

The Proposers had, in the Proposal Letter stipulated that it is not their intention to extend the Exit Offer pursuant to Rule 8.06(1)(c) of the LEAP LR. Accordingly, the Appointment of the IA will not be necessary as the scope of the independent adviser will be limited given that there will be no fairness and reasonableness to be assessed by the independent adviser pertaining to the Exit Offer. Therefore, our Company had sought the approval of Bursa Securities for the Exemption.

In support for the Exemption, all the Minority Shareholders had provided their written undertakings dated 4 February 2023 whereby they irrevocably and unconditionally agree and undertake the following:

- (a) they will waive all their rights in respect of the Exit Offer and the Appointment of IA pursuant to the Proposed Withdrawal of Listing;
- (b) they will vote in favour of the resolution for the Proposed Withdrawal of Listing to be tabled at the forthcoming EGM; and
- (c) they will continue to hold and will not dispose of, transfer or reduce their existing shareholding in our Company and will not withdraw their written undertakings before and until the completion of the Proposed Withdrawal of Listing.

Bursa Securities had vide its letter dated 28 June 2023 resolved to approve the Exemption subject to the condition that the above undertakings remain valid and binding until the completion of the Proposed Withdrawal of Listing.

Upon fulfilment of the requirements as set out in Rules 8.06(1)(a) and 8.06(1)(b) of the LEAP LR, an application to Bursa Securities for the Proposed Withdrawal of Listing shall be made by our Company in accordance with Rule 8.08 of the LEAP LR.

2.2. Details of the Proposed Transfer of Listing

The Proposed Transfer of Listing entails the Proposed Public Issue and the proposed transfer of the listing of and quotation for the entire issued share capital of TOPVISION from the LEAP Market to the ACE Market of Bursa Securities.

Pursuant to Rule 3A.02 of the ACE LR, a LEAP Market listing corporation that is seeking to transfer its listing to the ACE Market must:

- (a) have been listed for at least 2 years on the LEAP Market at the time of application for transfer of listing;
- (b) be considered as suitable for listing after the assessment by a Sponsor or both the Sponsor and Recognised Approved Adviser as Joint Transfer Sponsor pursuant to Rule 4.07 of the ACE LR;
- (c) comply with Chapters 3 and 3A of the ACE LR, as the case may be, subject to the additional requirements, modifications or exceptions set out in Chapters 3 and 3A of the ACE LR;
- (d) undertake an issue of shares to the general public as part of its transfer of listing; and
- (e) comply with the relevant admission procedures and requirements as may be prescribed by Bursa Securities.

As at the LPD, our Company has been listed for more than 5 years on the LEAP Market since 21 November 2018, which is our date of admission to the LEAP Market. Accordingly, our Company has met the requirement of being listed on the LEAP Market for at least 2 years.

Pursuant to Rule 3A.02(1)(d) of the ACE LR, TOPVISION must, as part of the transfer of listing to the ACE Market undertake a public issue of new Shares. TOPVISION intends to undertake the Proposed Public Issue which entails the Retail Offering and Institutional Offering for a total of 54,220,000 Issue Shares, representing approximately 17.50% of the enlarged issued share capital of TOPVISION. The Issue Shares are to be allocated in the manner described below, subject to the clawback and reallocation provisions as set out below.

Retail Offering

The Retail Offering involves the offering of 20,292,000 Issue Shares, representing 6.55% of our enlarged issued share capital, subject to the clawback and reallocation provisions as set out below, at the Retail Price in the following manner:

(i) Allocation via balloting to the Malaysian Public

15,492,000 new Shares, representing approximately 5.00% of the enlarged issued share capital of TOPVISION, will be made available for application by the Malaysian Public via balloting, of which 7,746,000 new Shares, representing approximately 2.50% of the enlarged issued share capital of TOPVISION, is to be set aside strictly for Bumiputera investors.

(ii) Proposed Pink Form Allocations

4,800,000 Issue Shares, representing approximately 1.55% of our enlarged issued share capital of TOPVISION, will be reserved for application by the Eligible Persons as follows:

Eligible Persons	Aggregate number of Issue Shares allocated under the Proposed Pink Form Allocations
Eligible Directors	Up to 1,205,500
Persons who have contributed to the success of our Group ⁽ⁱ⁾	1,657,000
Eligible employees	1,937,500
Total	4,800,000

Note:

(i) *Persons who have contributed to the success of our Group includes the non-employee resident doctors and consultant doctors of our Group.*

Allocation to eligible Directors

The number of Issue Shares to be allocated to our eligible Directors are as follows:

Name	Designation	Number of Issue Shares allocated under the Proposed Pink Form Allocations
Datuk Kenny	Chief Executive Officer / Executive Director	Up to 470,500
Dr. Peter Tan Kah Poh	Executive Director	Up to 435,000
Dr. Azida Juana Binti Wan Ab Kadir	Independent Non-Executive Director	Up to 100,000
Lim May Wan	Independent Non-Executive Director	Up to 100,000
Total		Up to 1,205,500

Allocation to persons who have contributed to the success of our Group

The number of Issue Shares to be allocated to persons who have contributed to the success of our Group are as follows:

Name	Relationship with our Group	Number of Issue Shares allocated under the Proposed Pink Form Allocations
Dr. Angela Loo Voon Pei	Consultant doctor	Up to 532,500
Dr. Gan Chee Chong	Non-employee resident doctor	428,000
Dr. Ooi Yoon Lim	Non-employee resident doctor	336,500
Dr. Leslie Wong Tat Way	Non-employee resident doctor	311,000
Dr. Puspha A/P Raman	Consultant doctor	49,000
Total		1,657,000

Allocation to eligible employees

The number of Issue Shares to be allocated to eligible employees are as follows:

Name	Designation	Number of Issue Shares allocated under the Proposed Pink Form Allocations
Dr. Koay Chiang Ling	Employee resident doctor	351,000
Dr. Lim Ching Wei	Employee resident doctor	285,000
Carolyn Soong Yoke Voon	Chief Operating Officer	Up to 200,000
Tan Mei Hui	Chief Financial Officer	200,000
Dr. Oh Kah Lay	Employee resident doctor	148,000
Dr. Ling Jiunn Loong	Employee resident doctor	190,000
Dr. Khairy Shamel Sonny Teo	Employee resident doctor	13,000
Dr. Ling Teik June	Employee resident doctor	3,000
All other employees	-	547,500
Total		1,937,500

Institutional Offering

The Institutional Offering involves the offering of 33,928,000 new Shares, representing approximately 10.95% of our enlarged issued share capital, subject to the clawback and reallocation provisions as set out below, at the Institutional Price to the institutional and selected investors.

The basis of the allocation of 54,220,000 Issue Shares set out above pursuant to the Proposed Public Issue is to ensure that our Company meets the public shareholding spread requirements of Bursa Securities and to establish a liquid market for our Shares.

Minimum subscription level

There is no minimum subscription to be raised from our Proposed Public Issue. However, in order to comply with the public spread requirements of Bursa Securities, the minimum subscription in terms of the number of Issue Shares will be the number of Issue Shares required to be held by public shareholders to comply with the public spread requirements as set out in the ACE LR or as approved by Bursa Securities.

Under the ACE LR, at least 25.00% of our enlarged share capital for which listing is sought must be in the hands of a minimum of 200 public shareholders, each holding not less than 100 Shares upon our transfer of listing to the ACE Market. We expect to meet the public shareholding requirement at the point of our transfer of listing. If we fail to meet the said requirement, we may not be allowed to proceed with our transfer of listing to the ACE Market.

Clawback and reallocation

The Proposed Public Issue will be subject to the following clawback and reallocation provisions:

- (a) if any of the Issue Shares allocated to the Eligible Persons are undersubscribed, such Issue Shares may be allocated to the institutional and selected investors under the Institutional Offering or the Malaysian Public under the Retail Offering or a combination of both at the discretion of the Board and the bookrunner;
- (b) if any of the Issue Shares allocated via the Malaysian Public to Bumiputera investors is undersubscribed, these Issue Shares may be clawed back from the Bumiputera investors and allocated to other non-Bumiputera investors under the Malaysian Public. Conversely, if any of the Issue Shares allocated via the Malaysian Public to non-Bumiputera investors is undersubscribed, these Issue Shares may be clawed back from the non-Bumiputera investors and allocated to the Bumiputera investors under the Malaysian Public;
- (c) subject to (a) and (b) above, if there is an under-subscription under the Retail Offering, and if there is a corresponding over-subscription under the Institutional Offering, these Issue Shares will be clawed back from the Retail Offering and allocated to the Institutional Offering;
- (d) subject to (a) and (b) above, if there is an over-subscription under the Retail Offering, and if there is a corresponding under-subscription in the Institutional Offering, these Issue Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering; and
- (e) any of the Issue Shares not taken up by Eligible Persons ("**Excess Issue Shares**") under the Proposed Pink Form Allocations will be made available for application by other Eligible Persons (excluding the eligible Directors and persons connected to the eligible Directors) who have applied for Excess Issue Shares in addition to their pre-determined allocation and will be allocated on a fair and equitable basis in the following priority:
 - (i) firstly, allocation on a pro-rata basis to the eligible employees (excluding persons connected to the eligible Directors) who have applied for Excess Issue Shares based on the number of Excess Issue Shares applied for;
 - (ii) secondly, allocation of any balance Excess Issue Shares after (i) above on a pro-rata basis to persons who have contributed to the success of our Group (excluding persons connected to the eligible Directors) who have applied for the Excess Issue Shares based on the number of Excess Shares applied for; and
 - (iii) thirdly, to minimise odd lots.

Our Board reserves the right to allocate Excess Issue Shares applied in such manner as it may deem fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in items (i) to (iii) above is achieved. Our Board also reserves the right to accept or reject any Excess Issue Shares application, in full or in part, without assigning any reason.

Once completed, the steps involving items (i) to (iii) above will not be repeated. Should there be any balance Excess Issue Shares thereafter, such balance will be made available for clawback and reallocation as described in (a) above. Any Issue Shares under the Retail Offering not applied for after being subject to the clawback and reallocation provisions above will be underwritten based on the terms of the underwriting agreement.

There will be no clawback and reallocation under the following circumstances:

- (a) an over-subscription in both the Institutional Offering and Retail Offering;
- (b) an under-subscription in both the Institutional Offering and Retail Offering;

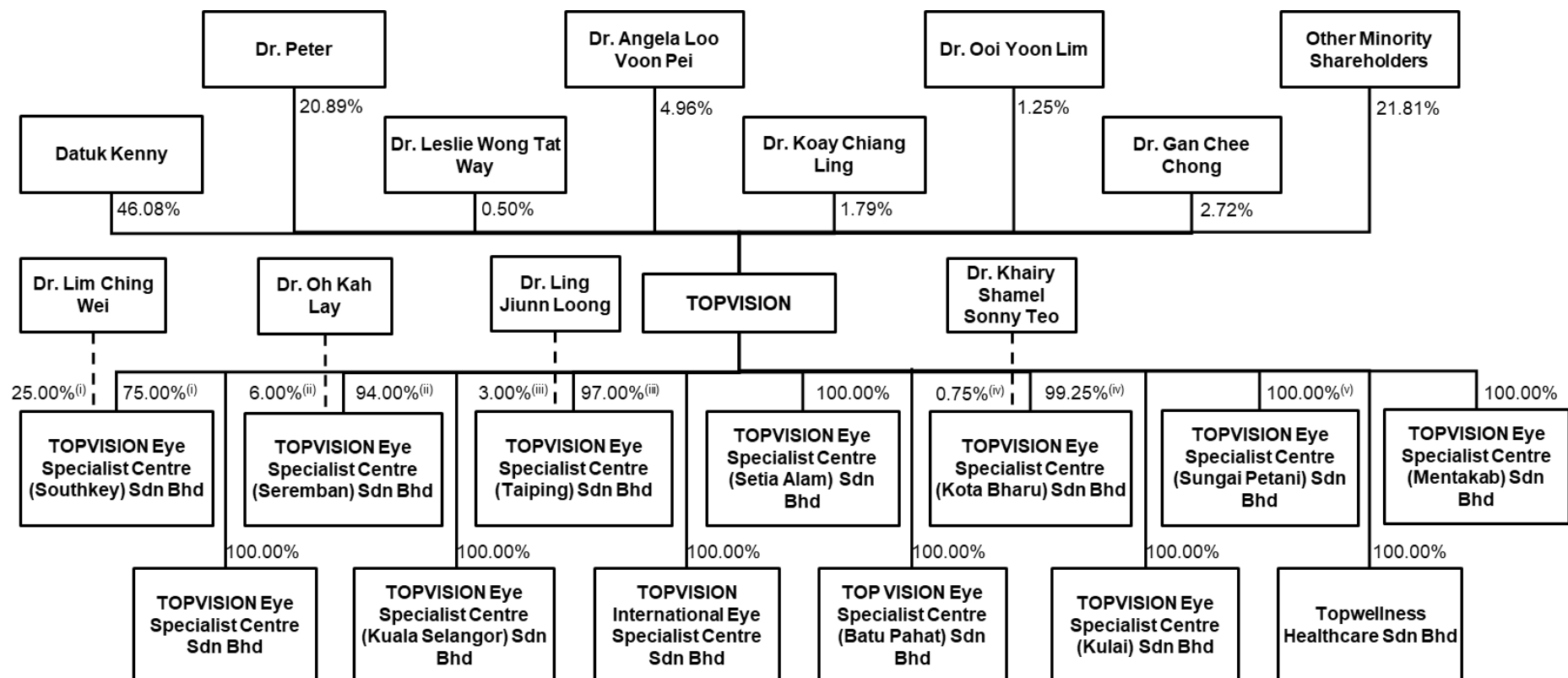
- (c) an under-subscription in either the Institutional Offering and no over-subscription in the Retail Offering; or
- (d) an under-subscription in the Retail Offering and no over-subscription in the Institutional Offering.

The allocation of our Issue Shares shall be on a fair and equitable manner and shall take into account the desirability of distributing our Issue Shares to a reasonable number of applicants with a view of broadening our Company's shareholding base to meet the public shareholding spread requirements of Bursa Securities and to establish a liquid market for our Shares.

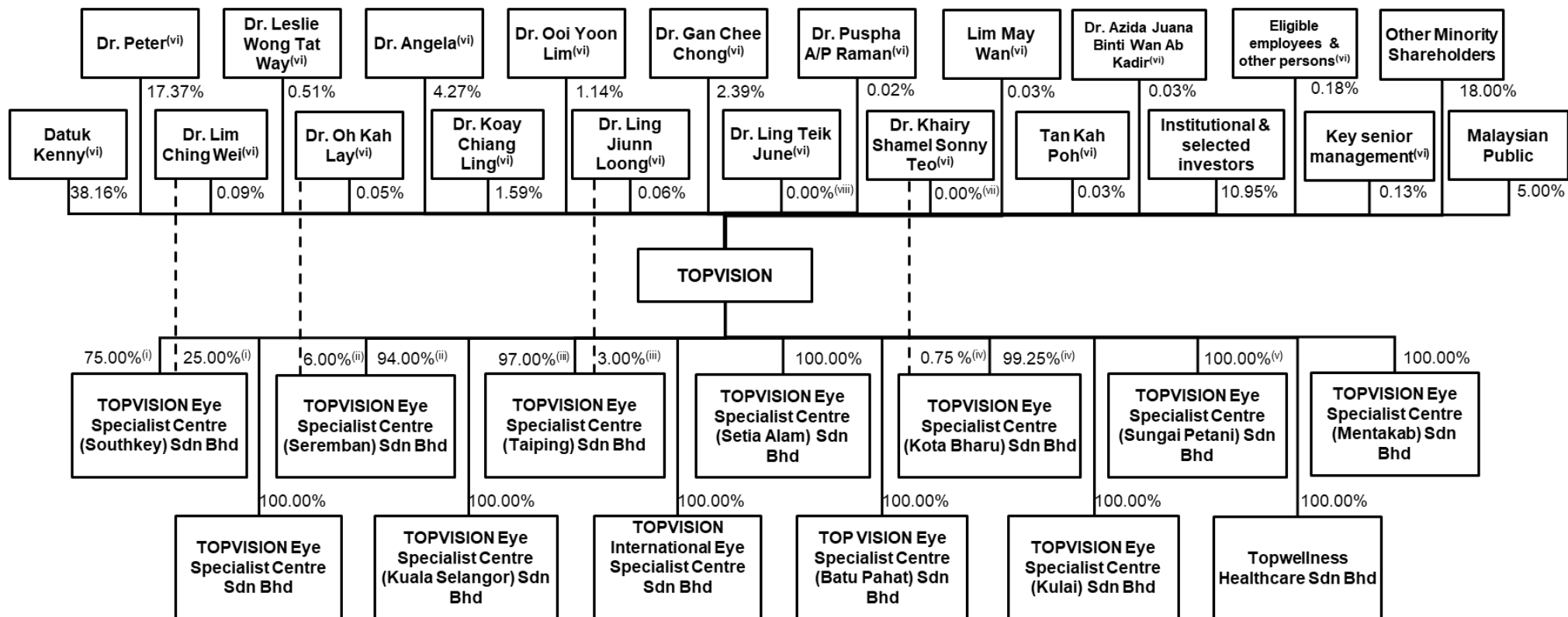
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The shareholding structure of TOPVISION Group before and after the Proposed Public Issue is as follows:

Before the Proposed Public Issue



After the Proposed Public Issue



Notes:

- (i) *Dr. Lim Ching Wei, being the doctor-in-charge of TOPVISION Eye Specialist Centre (Southkey) Sdn Bhd, had on 3 August 2020 entered into a share option agreement with TOPVISION where TOPVISION agreed to grant an option to Dr. Lim Ching Wei to purchase up to 500,000 ordinary shares in TOPVISION Eye Specialist Centre (Southkey) Sdn Bhd for a consideration of RM500,000, which is equivalent to 25% of the total issued share capital of TOPVISION Eye Specialist Centre (Southkey) Sdn Bhd. As at the LPD, TOPVISION has transferred 500,000 ordinary shares in TOPVISION Eye Specialist Centre (Southkey) Sdn Bhd to Dr. Lim Ching Wei.*
- (ii) *Dr. Oh Kah Lay, being the doctor-in-charge of TOPVISION Eye Specialist Centre (Seremban) Sdn Bhd, had on 5 July 2021 entered into a share sale agreement with TOPVISION where TOPVISION had agreed to sell and Dr. Oh Kah Lay had agreed to purchase 500,000 ordinary shares in TOPVISION Eye Specialist Centre (Seremban) Sdn Bhd for a consideration of RM500,000, to be paid over 100 monthly instalments, which is equivalent to 25% of the total issued share capital of TOPVISION Eye Specialist Centre (Seremban) Sdn Bhd. The ordinary shares in TOPVISION Eye Specialist Centre (Seremban) Sdn Bhd shall be transferred to Dr. Oh Kah Lay by way of tranches, where each tranche of shares will be transferred to Dr. Oh Kah Lay every 6 months from the date of the share sale agreement. As at the LPD, TOPVISION has transferred 120,000 ordinary shares in TOPVISION Eye Specialist Centre (Seremban) Sdn Bhd to Dr. Oh Kah Lay.*
- (iii) *Dr. Ling Jiunn Loong, being the doctor-in-charge of TOPVISION Eye Specialist Centre (Taiping) Sdn Bhd, had on 1 July 2022 entered into a share sale agreement with TOPVISION where TOPVISION had agreed to sell and Dr. Ling Jiunn Loong had agreed to purchase 500,000 ordinary shares in TOPVISION Eye Specialist Centre (Taiping) Sdn Bhd for a consideration of RM500,000, to be paid over 100 monthly instalments, which is equivalent to 25% of the total issued share capital of TOPVISION Eye Specialist Centre (Taiping) Sdn Bhd. The ordinary shares in TOPVISION Eye Specialist Centre (Taiping) Sdn Bhd shall be transferred to Dr. Ling Jiunn Loong by way of tranches, where each tranche of shares will be transferred to Dr. Ling Jiunn Loong every 6 months from the date of the share sale agreement. As at the LPD, TOPVISION has transferred 60,000 ordinary shares in TOPVISION Eye Specialist Centre (Taiping) Sdn Bhd to Dr. Ling Jiunn Loong.*
- (iv) *Dr. Khairy Shamel Sonny Teo, being the doctor-in-charge of TOPVISION Eye Specialist Centre (Kota Bharu) Sdn Bhd, had on 1 January 2023 entered into a share sale agreement with TOPVISION where TOPVISION had agreed to sell and Dr. Khairy Shamel Sonny Teo had agreed to purchase 500,000 ordinary shares in TOPVISION Eye Specialist Centre (Kota Bharu) Sdn Bhd for a consideration of RM500,000, to be paid over 100 monthly instalments, which is equivalent to 25% of the total issued share capital of TOPVISION Eye Specialist Centre (Kota Bharu) Sdn Bhd. The ordinary shares in TOPVISION Eye Specialist Centre (Kota Bharu) Sdn Bhd shall be transferred to Dr. Khairy Shamel Sonny Teo by way of tranches, where each tranche of shares will be transferred to Dr. Khairy Shamel Sonny Teo every 6 months from the date of the share sale agreement. As at the LPD, TOPVISION has transferred 15,000 ordinary shares in TOPVISION Eye Specialist Centre (Kota Bharu) Sdn Bhd to Dr. Khairy Shamel Sonny Teo.*
- (v) *Dr. Ling Teik June, being the doctor-in-charge of TOPVISION Eye Specialist Centre (Sungai Petani) Sdn Bhd, had on 1 July 2023 entered into a share sale agreement with TOPVISION where TOPVISION had agreed to sell and Dr. Ling Teik June had agreed to purchase 500,000 ordinary shares in TOPVISION Eye Specialist Centre (Sungai Petani) Sdn Bhd for a consideration of RM500,000, to be paid over 100 monthly instalments, which is equivalent to 25% of the total issued share capital of TOPVISION Eye Specialist Centre (Sungai Petani) Sdn Bhd. The ordinary shares in TOPVISION Eye Specialist Centre (Sungai Petani) Sdn Bhd shall be transferred to Dr. Ling Teik June by way of tranches, where each tranche of shares will be transferred to Dr. Ling Teik June every 6 months from the date of the share sale agreement. As at the LPD, TOPVISION has not transferred any ordinary shares in TOPVISION Eye Specialist Centre (Sungai Petani) Sdn Bhd to Dr. Ling Teik June.*
- (vi) *Assuming the Eligible Persons will fully subscribe for their respective allocations under the Proposed Pink Form Allocations, and assuming they do not apply for any excess Issue Shares. Subject to the clawback and reallocation provisions as set out in Section 2.2 of this Circular, Eligible Persons (excluding the eligible Directors and persons connected to the eligible Directors) may subscribe for additional Excess Issue Shares under those allocated for other Eligible Persons as well as the Issue Shares under the Public Issue.*
- (vii) *Assuming Dr. Khairy Shamel Sonny Teo will fully subscribe for his respective allocations under the Proposed Pink Form Allocations, and assuming he does not apply for any excess Issue Shares, Dr. Khairy Shamel Sonny Teo will hold 13,000 Issue Shares.*

(viii) *Assuming Dr. Ling Teik June will fully subscribe for his respective allocations under the Proposed Pink Form Allocations, and assuming he does not apply for any excess Issue Shares, Dr. Ling Teik June will hold 3,000 Issue Shares.*

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All 20,292,000 Issue Shares, representing 6.55% of the enlarged issued share capital of TOPVISION, comprising 15,492,000 new Shares to be made available for application by the Malaysian Public via balloting and 4,800,000 new Shares to be made available for application by the Eligible Persons as set out in Sections 2.2 (i) and 2.2 (ii) above will be fully underwritten based on the terms of the underwriting agreement to be entered into at a later date. The Issue Shares reserved under the Institutional Offering will not be underwritten. TOPVISION will bear the costs for the underwriting commission.

Subject to the receipt of the approvals as set out in Sections 8 of this Circular and upon completion of the Proposed Public Issue, TOPVISION will transfer the listing of and quotation for the entire enlarged issued share capital of 309,815,535 Shares from the LEAP Market to the ACE Market.

Upon fulfilment of the requirements as set out in Rule 3A.02 of the ACE LR, an application to Bursa Securities for the Proposed Transfer of Listing shall be made by our Company in accordance with Guidance Note 15A of the ACE LR.

2.2.1. Basis for determining the Retail Price, Institutional Price and the Final Retail Price of the Issue Shares

Retail Price

The Retail Price of the Issue Shares will be determined and fixed by our Board based on the price discovery mechanism as set out in Section 2.3 below to reflect the latest valuation ascribed to companies involved in healthcare service business which are listed on the ACE Market. However, the illustrative Retail Price of RM0.45 per Issue Share will be used in this Circular for illustration purposes.

Institutional Price

The Institutional Price will be determined by a bookbuilding process where the prospective institutional and selected investors will be invited to bid for the portion of the Institutional Offering by specifying the number of Issue Shares that they would prepare to acquire and the price that they would prepare to pay for our Issue Shares. Upon the completion of the bookbuilding process, the Institutional Price will be fixed by our Board in consultation with the bookrunner on the Price Determination Date.

Final Retail Price

The Final Retail Price will be determined after the Institutional Price is fixed on the Price Determination Date, and will be the lower of:

- (i) the Institutional Price; or
- (ii) the Retail Price.

In the event that the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. The timeframe for the refund of the monies arising from the difference between the Retail Price and the Final Retail Price is within 10 market days from the date of the final ballot subject to all details provided by the investor for the refund is in order. For illustration purposes in this Circular, we shall assume the Institutional Price is equal to the illustrative Retail Price of RM0.45 per Issue Share.

2.2.2. Ranking of the Issue Shares

The Issue Shares, upon allotment and issue, will rank equally in all respects with our existing issued Shares including voting rights and will be entitled to all rights and dividends and other distributions that may be declared subsequent to the date of allotment of our Issue Shares.

2.2.3. Listing of and quotation for the Issue Shares

Subject to all required approvals set out in Section 8 of this Circular being obtained, the Issue Shares will be listed and quoted on the ACE Market.

2.2.4. Past fund raising exercises in the last 12 months

TOPVISION has not undertaken any fund raising exercises in the last 12 months prior to the date of this Circular.

2.2.5. Pre-emptive rights to new Shares

Section 85(1) of the Act and Clause 54 of the Constitution of our Company are extracted as follows:

Section 85(1) of the Act

“Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”

Clause 54 of the Constitution of our Company

“Subject to any direction to the contrary that may be given by the Company in general meeting any new shares or other convertible securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may in like manner dispose of any such new shares or securities as aforesaid which, by reason of the ratio borne by them to the number of shares or securities held by persons entitled to such offer of new shares or securities cannot, in the opinion of the Directors be conveniently offered in the manner herein provided.”

Pursuant to the above, the shareholders have a statutory pre-emptive right to be offered new Shares which rank equally to the existing Shares.

OUR BOARD WISHES TO HIGHLIGHT THAT BY VOTING IN FAVOUR OF THE ORDINARY RESOLUTION FOR THE PROPOSED TRANSFER OF LISTING, YOU HAVE GIVEN YOUR APPROVAL AND HEREBY AGREED TO IRREVOCABLY WAIVE YOUR PRE-EMPTIVE RIGHTS TO BE OFFERED NEW SHARES RANKING EQUALLY TO THE EXISTING ISSUED SHARES, ARISING FROM THE PROPOSED ISSUANCE OF THE ISSUE SHARES. SHOULD THE ORDINARY RESOLUTION FOR THE PROPOSED TRANSFER OF LISTING BE PASSED BY YOU, THE RESOLUTION SHALL CONSTITUTE A “*DIRECTION TO THE CONTRARY*” AS STATED IN CLAUSE 54 OF OUR CONSTITUTION, GIVEN BY YOU.

The resolution for the waiver of such pre-emptive rights by the shareholders of TOPVISION, will exclude the shareholders' pre-emptive rights to be offered the Issue Shares pursuant to the Proposed Public Issue, and will consequently result in a dilution of the shareholders' shareholdings in TOPVISION.

2.3. Price discovery mechanism

The Retail Price is expected to reflect the current valuation ascribed to listed companies in similar business or sector as TOPVISION and will be determined and agreed on after taking into consideration the following factors, amongst others:

- (i) prevailing market conditions, trends and sentiments which include among others, financial metrics (such as forward price-to-earnings multiple, margins and growth prospects) of public listed companies involved in healthcare service business. The financial metrics of TOPVISION and companies which may be comparable to TOPVISION are as follows:

	Place of listing	Latest Available Financial Year	Price-to-earnings multiple	GP Margin (%) ⁽ⁱ⁾	PBT Margin (%) ⁽ⁱ⁾	PAT Margin (%) ⁽ⁱ⁾
TOPVISION	Malaysia	31-12-2022	28.66 ⁽ⁱⁱ⁾	50.94	18.96	12.31 ^(iv)
ISEC Healthcare Ltd	Singapore	31-12-2022	19.68 ⁽ⁱⁱⁱ⁾	45.70	26.65	20.22
Optimax Holdings Berhad	Malaysia	31-12-2022	24.70 ⁽ⁱⁱⁱ⁾	n/a	21.76	15.20

Notes:

- (i) Financial information of comparable companies and our Group were based on information from annual report of ISEC Healthcare Ltd, annual report of Optimax Holdings Berhad and annual audited accounts of our Group, respectively.
- (ii) Calculated based on RM0.45 per Issue Share divided by our earnings per share of 1.57 sen calculated based on the audited PAT from our continuing operations of RM4.86 million for the FYE 2022 and our enlarged issued share capital of 309,815,535 Shares.
- (iii) Price-to-earnings multiple extracted from Bloomberg L.P as at the LPD.
- (iv) Calculated based on the audited PAT from our continuing operations for the FYE 2022 divided by the revenue of our Group for the FYE 2022.

The growth prospects of the comparable companies may be indicated by the outlook of the healthcare industry as set out in Section 7.2 below in view that these comparable companies are operating in the same industry;

- (ii) the illustrative price-to-earnings multiple of approximately 28.66 times based on our EPS of RM0.0157 for the audited FYE 2022, calculated based on the audited PAT from our continuing operations for the FYE 2022 of RM4.86 million and our enlarged issued share capital of 309,815,535 Shares upon the Proposed Transfer of Listing;
- (iii) the current market price of our Shares, which is last traded on 21 April 2021 at RM0.75 per Share. The 5-day, 1-month, 3-month, 6-month, and 12-month volume weighted average price of our Shares up to the LPD is not available in view that our Shares were last traded on 21 April 2021 and there has been no trading since then. The details of the last traded price and the illustrative Retail Price of our Shares are as follows:

	Last traded price on 21 April 2021 (RM)	Illustrative Retail Price (RM)	Premium/ (Discount) (RM)	Premium/ (Discount) (%)
TOPVISION Shares	0.75	0.45	(0.30)	(40.00%)

The illustrative Retail Price of RM0.45 represents a discount of RM0.30 or 40.00% to the last traded price of our Shares. In the event that the Issue Shares are priced at RM0.45 per Share and the Issue Shares are traded at a price lower than the last traded price upon or subsequent to the Proposed Transfer of Listing, our existing shareholders might incur an immediate unrealised loss on their investment in our Shares;

- (iv) our operating history and financial performance;
- (v) our competitive strengths and advantages as well as our future plans and strategies; and
- (vi) the overview and prospects of our industry including, amongst other, the market size, demand and supply conditions and the performance of comparable market players.

2.4. Impact of the Proposals and price discovery mechanism to our Group and our shareholders

2.4.1. Effects on the public shareholdings spread

As at the LPD, the existing public shareholding spread of our Company is at 28.07%. Upon the issuance and allotment of Issue Shares, the public shareholding spread is expected to increase from 28.07% to 34.19% in tandem with the number of Issue Shares to be issued to the public.

2.4.2. Dilution to our existing shareholders' shareholdings

The issuance of the Issue Shares pursuant to the Proposed Transfer of Listing is expected to result in a dilution in the shareholdings of our existing shareholders. The extent of the dilution to the substantial shareholders of our Company are as illustrated in Section 6.2 of this Circular.

2.4.3. Impact of the price discovery mechanism to our Group

Our Shares has not been traded since 21 April 2021 and had remained at the last traded price of RM0.75 per Share. The share price of RM0.75 per Share is not reflective of the true valuation of our Shares primarily due to the lack of liquidity and trading of our Shares in the LEAP market. The price discovery mechanism as set out in Section 2.3 above enable us to determine a price that is reflective of the valuation of TOPVISION.

Therefore, the resultant price arising from the price discovery mechanism may result in a price that significantly lower from the current share price of RM0.75 per Share which impact the value of our shareholders' shareholdings.

For illustration purposes, assuming a shareholder holds 1,000 Shares as at the LPD, the impact of the price discovery mechanism as set out in Section 2.3 of this Circular on the shareholders' value of the Shares upon the completion of the Proposed Transfer of Listing is as follows:

	As at the LPD	Upon the completion of the Proposed Transfer of Listing
Number of Shares	1,000	1,000
Share price	RM0.75	RM0.45
Value of Shares	RM750	RM450

Upon the completion of the Proposed Transfer of Listing, the shareholder will incur an immediate unrealised loss of RM300 on the value of his/her Shares.

3. RATIONALE FOR THE PROPOSALS

3.1. Rationale for the Proposed Withdrawal of Listing

Pursuant to Paragraph 2.1 of Guidance Note 15A of the ACE LR, our Company, as part of the transfer of its listing to the ACE Market, request for a withdrawal of listing from the LEAP Market in accordance with Rules 8.06 and 8.08 of the LEAP LR.

Accordingly, our Company is proposing to undertake the Proposed Withdrawal of Listing to facilitate the Proposed Transfer of Listing.

3.2. Rationale for the Proposed Transfer of Listing

Our Board believes that the Proposed Transfer of Listing will provide our Company access to a bigger fundraising platform to support our expansion plan in order to realise our long-term growth potential. It is also expected to increase the liquidity and marketability of the Shares upon the completion of the Proposed Transfer of Listing.

Further, the Proposed Transfer of Listing will enhance our Company's credibility and reputation as being listed on the ACE Market requires meeting higher regulatory requirements than in the LEAP Market which reinforces the perception of a well-managed and compliant business. In addition, the Proposed Transfer of Listing accords our Company with greater recognition from various stakeholders including our customers, suppliers, business partners, financial institutions as well as investors.

The Proposed Public Issue undertaken as part of the Proposed Transfer of Listing pursuant to Rule 3A.02(1)(d) of the ACE LR would also allow our Company to raise the requisite fund for the proposed utilisation as set out in Section 4 of this Circular without having to incur additional interest expense or service principal repayments as opposed to bank borrowings. This will allow our Company to preserve our cash flow.

4. UTILISATION OF PROCEEDS FROM THE PROPOSED PUBLIC ISSUE

Based on the illustrative Retail Price of RM0.45 per Share, we expect to use the gross proceeds from the Proposed Public Issue amounting to approximately RM24,399,000 in the following manner:

Details	RM'000	%	Estimated time frame for use of proceeds from the date of our Transfer of Listing
Establishment of TOPVISION International	11,900	48.77	Within 18 months
Establishment of 2 new ACCs at 2 locations in Malaysia	5,000	20.49	Within 24 months
Purchase of machines	1,300	5.33	Within 12 months
Repayment of borrowings	900	3.69	Within 1 month
Working capital	948	3.89	Within 12 months
Estimated transfer of listing expenses	4,351	17.83	Within 1 month
Total	24,399	100.00	

Further details of the proposed use of the gross proceeds from the Proposed Public Issue are as follows:

4.1. Establishment of TOPVISION International

We have earmarked RM11.90 million of our gross proceeds from the Proposed Public Issue for the establishment of TOPVISION International, which will be a multidisciplinary specialist tertiary eye ACC whereby on top of our existing services offering, we intend to introduce additional sub-specialty treatment such as corneal transplant, surgery for paediatric eye diseases and disorders, aesthetic and oculoplastic surgery, and refractive (i.e., LASIK and implantable collamer lens) surgery. TOPVISION International is also intended to offer its specialist services to international patients, especially from the Indonesian market. The strategic location of the TOPVISION International in Petaling Jaya, Selangor is likely to attract more medical tourists as not only will they be able to receive treatment in a more accessible area, but they are also able to partake in tourism activities in the city.

We had utilised RM5.00 million from the total gross proceeds raised from our listing on the LEAP Market to purchase 2 parcels of residential land in Petaling Jaya, Selangor. Our Group had applied for and received approval from Pejabat Tanah dan Daerah Petaling for the amalgamation of the 2 parcels of residential land into 1 parcel of commercial land for the establishment of TOPVISION International. Our Group has also received approval from Majlis Bandaraya Petaling Jaya on 15 November 2022 for the demolition works, which were subsequently completed in December 2022 by Kunrui Construction Sdn Bhd.

We have obtained the approval from Majlis Bandaraya Petaling Jaya on 15 December 2022 for the building plans and approval from Kementerian Kesihatan Malaysia to establish or maintain a private healthcare facility on 11 April 2023. We submitted a notice of commencement of building operations to Majlis Bandaraya Petaling Jaya on 12 April 2023 for the commencement of construction. The construction of TOPVISION International commenced on 28 April 2023 where ground surveying and preliminary ground works were performed by Kunrui Construction Sdn Bhd. On 23 June 2023, TOPVISION International Eye Specialist Centre Sdn Bhd entered into a construction contract with Kunrui Construction Sdn Bhd for the construction of TOPVISION International for a contract sum of RM6.20 million. For avoidance of doubt, Kunrui Construction Sdn Bhd is not a related party to TOPVISION. As at the LPD, the construction of TOPVISION International is expected to be completed by the 2nd quarter of 2024 and is expected to be operational by the 1st quarter of 2025.

The cost of establishing TOPVISION International is estimated to be RM16.00 million whereby RM11.90 million will be funded by the proceeds from our Proposed Public Issue while the remaining RM4.10 million will be funded through bank borrowings. The estimated breakdown of the cost of establishing TOPVISION International and the source of funding is as follows:

Details of utilisation	Description	Total estimated cost (RM'000)	Bank borrowings (RM'000)	Proceeds from our Proposed Public Issue (RM'000)
Construction costs	Construction of 3 consultation rooms, 5 vision rooms, 1 laser room, 1 treatment room, 1 refraction room, 1 main operation theatre, 2 minor operation theatres, and 1 daycare ward.	11,200	4,100	7,100
Installation costs and fixture and fitting costs	Interior fixture and fittings such as tables, chairs, counters, lockers, cabinets, storage, signages, and office equipment.	800	-	800

Details of utilisation	Description	Total estimated cost (RM'000)	Bank borrowings (RM'000)	Proceeds from our Proposed Public Issue (RM'000)
Medical equipment	Purchase of operation and clinical equipment such as 3 phacoemulsification machines, 3 surgical microscopes, 1 optical biometer, 1 optical coherence tomography, 1 fundus camera, 1 argon laser, 1 YAG laser, 1 visual field, 3 slit lamp with cameras, 2 autoclave machines, 1 refractive excimer laser system, 2 autorefractors, and 2 autoprojectors.	4,000	-	4,000
Total		16,000	4,100	11,900

Upon completion, TOPVISION International will consist of 2 storeys with a total net usable area of approximately 12,636 square feet and a gross built-up area of approximately 16,586 square feet. TOPVISION International will have an operational capacity to serve approximately 1,900 patients per annum.

In order to support our expansion, we will recruit ophthalmologists and other medical staff. Recruitment will be funded through internally-generated funds. We intend to recruit 5 ophthalmologists including 1 glaucoma sub-specialist, 1 paediatric eye disease and disorder sub-specialist, 1 cornea sub-specialist, and 1 vitreoretinal sub-specialist, as well as 1 consultant anaesthetist and 13 clinical staffs comprising of nurses, optometrists and clinic assistants.

Pending the receipt of the proceeds from our Proposed Public Issue, we will fund the estimated construction cost through internally generated funds and/ or bank borrowings, the proportion of which has yet to be determined at this juncture. Therefore, upon receipt of the gross proceeds from our Proposed Public Issue allocated for the construction, we will use the allocated proceeds to replenish our internally generated funds and/ or repay the bank borrowings.

In the event that the actual construction cost of TOPVISION International exceed the estimated cost of RM16.00 million, the shortfall will be funded by our internally generated funds and/ or bank borrowings, the proportion of which has yet to be determined at this juncture. However, if the actual construction cost of TOPVISION International is lower than estimated, the surplus will be utilised for the general working capital requirements of our Group as disclosed in Section 4.5 below.

4.2. Establishment of 2 new ACCs at 2 locations in Malaysia

We have earmarked RM5.00 million of our gross proceeds from the Proposed Public Issue to establish two additional ACCs to be located at the east coast of Malaysia and East Malaysia, respectively, thus marking our expansion beyond Peninsular Malaysia and into East Malaysia. The exact locations of the 2 new ACCs have yet to be identified as at the LPD.

We intend to establish 2 new subsidiaries to operate these 2 new ACCs. By expanding the network of ACCs, we will be able to serve more patients and develop greater brand recognition. We have allocated RM5.00 million of the proceeds from our Proposed Transfer of Listing for the establishment of these two new ACCs.

Each new ACC is expected to have 2 storeys with a total built-up area of 4,500 sq ft and will house 1 consultation room, 1 surgery room, 1 recovery room, 2 vision rooms, and 1 laser room. The new ACCs will be operated in rented premises in which the rental for such premises will be funded through internally generated funds.

The breakdown of the estimated costs of setting up each of the 2 new ACCs are as follows:

Details of utilisation	Description	East coast ACC Total estimated cost (RM'000)	East Malaysia ACC Total estimated cost (RM'000)
Construction costs	Construction of 1 consultation room, 1 surgery room, 1 recovery room, 2 vision rooms, and 1 laser room for each ACC.	1,700	1,700
Installation costs and fixture and fitting costs	Interior fixture and fittings such as tables, chairs, counters, lockers, cabinets, storages, signages, and other related equipment for each ACC.	300	300
Medical equipment	Purchase of operation and clinical equipment such as 1 phacoemulsification machine, 1 surgical microscope, 1 optical biometer, 1 optical coherence tomography, 1 fundus camera, 1 argon laser, 1 YAG laser, 1 slit lamp with cameras for each ACC.	500	500
Total		2,500	2,500

The estimated timeline for the establishment of the 2 new ACCs are as follows:

Milestones	East coast ACC Estimated Quarter and Year	East Malaysia ACC Estimated Quarter and Year
Commencement of renovation	First quarter 2024	Second quarter 2024
Completion of renovation	First quarter 2025	Second quarter 2025
Commencement of the business operations of the ACCs	Second quarter 2025	Third quarter 2025

In the event that the establishment of the 2 new ACCs commences prior to the receipt of the gross proceeds from our Proposed Public Issue, we will fund the estimated cost of establishing the 2 new ACCs through internally generated funds and/ or bank borrowings,

the proportion of which has yet to be determined at this juncture. Therefore, upon receipt of the gross proceeds from our Proposed Public Issue allocated for the establishment of the 2 new ACCs, we will use the allocated proceeds to replenish our internally generated funds and/ or repay the bank borrowings.

In the event that the actual cost of establishing the 2 new ACCs exceeds the earmarked amount of RM5.00 million, the shortfall will be funded through our internally generated funds and/ or bank borrowings, the proportion of which has yet to be determined at this juncture. However, if the actual cost of establishing the 2 new ACCs is lower than the earmarked amount, the surplus will be utilised for the general working capital requirements of our Group as disclosed in Section 4.5 below.

4.3. Purchase of machines

We have earmarked RM1.30 million from our gross proceeds from our Proposed Public Issue to acquire 6 new phacoemulsification machines which are used to emulsify and remove cataractous/ cloudy lens from patient's eye during cataract surgery. The purchase of the machines is to upgrade the existing equipment in our ACCs.

In the event that the actual cost of the 6 new phacoemulsification machines exceeds the earmarked amount of RM1.30 million, the shortfall will be funded by the proceeds allocated for our working capital requirements. However, if the actual cost of the 6 new phacoemulsification machines is lower than the earmarked amount, the surplus will be utilised for the general working capital requirements of our Group as disclosed in Section 4.5 below.

4.4. Repayment of borrowings

We have earmarked RM0.90 million from our gross proceeds from the Proposed Public Issue for the repayment of our borrowings as follows:

Borrowings	Annual effective interest rate (%)	Amount outstanding as at the LPD (RM'000)	Proposed utilisation (RM'000)	Estimated interest savings per annum (RM'000)
Term loan	4.65%	1,657	900	42

The gross proceeds from the Proposed Public Issue earmarked for the repayment of borrowings of RM0.90 million will be used to repay the above bank borrowings which would translate to interest savings of approximately RM42,000 per annum.

4.5. Working capital

We have earmarked RM0.95 million of our gross proceeds from the Proposed Public Issue for our working capital requirements which include, amongst others, repayment of trade payables to our suppliers, staff costs (e.g., salaries, statutory payments, overtime charges, allowances and staff welfare to the staff of our Group) and marketing expenses. The breakdown of the utilisation of such proceeds has not been determined at this juncture and will be dependent on the operating and funding requirements at the time of utilisation.

4.6. Estimated transfer of listing expenses

RM4.35 million of the gross proceeds from the Proposed Public Issue is intended to be used for our transfer of listing expenses as follows:

Details	RM'000
Professional fees ⁽¹⁾	3,142
Underwriting commission, placement fees and brokerage fees	739
Printing and advertising	400
Miscellaneous expenses and contingencies ⁽²⁾	70
Total	4,351

Notes:

- (1) *Includes advisory fees for, amongst others, our Sponsor, solicitors, auditors and reporting accountants, independent market researcher, share registrar, company secretaries and internal control review consultants.*
- (2) *This includes any other incidental charges or related expenses in connection with our Proposed Public Issue, such as fees to be paid to relevant authorities, applicable service tax and Transfer of Listing event expenses.*

If the actual transfer of listing expenses exceed the earmarked amount, the shortfall will be funded from proceeds allocated for working capital as disclosed in Section 4.5 above and vice versa.

5. RISKS OF THE PROPOSALS

5.1. The offering and transfer of our Shares to the ACE Market may not result in an active liquid market for our Shares

Our Shares have been traded on the LEAP Market since 21 November 2018. The trading on the LEAP Market was only restricted to sophisticated investors who are defined under Part I of Schedule 7 of the CMSA.

The transfer of the listing of and quotation for our Shares from the LEAP Market to the ACE Market does not guarantee that an active market for the trading of our Shares will develop. The Final Retail Price will be determined after taking into consideration, amongst others, the price discovery mechanism as set out in Section 2.3 of this Circular. There also can be no assurance that the Final Retail Price will correspond to the price at which our Shares will be traded on the ACE Market upon or subsequent to the Proposed Transfer of Listing.

5.2. No prior market for our Shares and it is uncertain whether an active or sustainable market will develop

Prior to our Proposed Transfer of Listing, there has been no prior public market for our Shares. Accordingly, there is no assurance that an active market for our Shares will develop upon the Proposed Transfer of Listing or, if developed, that such a market can be sustained. There is also no assurance as to the liquidity of any market that may develop for our Shares, the ability of holders to sell our Shares or the prices at which holders would be able to sell our Shares.

5.3. Share price volatility and volume of our Shares

The trading price and volume of our Shares may fluctuate due to various factors, some of which are not within our control and may be unrelated or disproportionate to our financial results. These factors may include variations in the results of our operations, changes in analysts' recommendations or projections, changes in general market conditions and broad market fluctuations. Accordingly, there can be no assurance that our Shares will not trade at prices lower than the Final Retail Price upon or subsequent to the Proposed Transfer of Listing.

The performance of Bursa Securities is also affected by external factors such as the performance of the regional and world bourses, inflow or outflow of foreign funds, economic and political conditions of the country as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volumes on Bursa Securities, thus, the market price of our Shares may be subject to fluctuations.

5.4. Potential loss of market value for the Shares held by our existing shareholders

The illustrative Retail Price of RM0.45 represents a discount of RM0.30 or 40.00% to the current market price of our Shares, which were last traded on 21 April 2021 at RM0.75 per Share. The Final Retail Price will be determined after taking into consideration, amongst others, the price discovery mechanism as set out in Section 2.3 of this Circular. There can be no assurance that the Final Retail Price will correspond to the historical price of our Shares as traded on the LEAP Market.

In the event that the Issue Shares are priced at RM0.45 per Share and the Issue Shares are traded at a price lower than the last traded price upon or subsequent to the Proposed Transfer of Listing, our existing shareholders might incur an immediate unrealised loss on their investment in our Shares.

5.5. Completion risk

The occurrence of certain events, including the following events, which is not exhaustive, may cause a delay in or termination of the Proposals:

- (i) identified investors fail to subscribe for the portions of Shares allocated to them;
- (ii) we are unable to meet the public shareholding spread requirements of the ACE LR, i.e. at least 25% of our issued capital for which listing is sought must be held by a minimum number of 200 public shareholders holding not less than 100 Shares each upon completion of the Proposals;
- (iii) the revocation of the approvals from the relevant authorities for the Proposals and/or admission to the official list of Bursa Securities for whatever reason; or
- (iv) the occurrence of any event or circumstance beyond the control of our Group.

There is no assurance that the Proposals can be completed in a timely manner. In the event the Proposals are delayed or terminated, the potential benefits expected to arise from the Proposals may not materialise and our Company will remain listed on the LEAP Market.

Where prior to the issuance and allotment of the Issue Shares, the Proposed Transfer of Listing is aborted, investors will not receive any of the Issue Shares, all monies paid in respect of all applications for the Issue Shares will be refunded free of interest.

Where subsequent to the issuance and allotment of the Issue Shares the Proposed Transfer of Listing is aborted, a return of monies to the shareholders of TOPVISION could only be achieved by way of a cancellation of share capital as provided under the Act and its related rules. Such cancellation can be implemented by either:

- (a) the sanction of the shareholders of TOPVISION by special resolution in a general meeting, consent by its creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya, in which case there can be no assurance that such monies can be returned within a short period of time or at all under such circumstances; or
- (b) the sanction of the shareholders of TOPVISION by special resolution in a general meeting supported by a solvency statement from the directors of TOPVISION.

In this respect, TOPVISION will exercise its best endeavour to comply with the various regulatory requirements, including, amongst others, the public shareholding spread requirement in paragraph (ii) above. However, there can be no assurance that the abovementioned factors/events will not cause a delay in or non-implementation of the Proposed Transfer of Listing.

5.6. Risk of delay in the implementation of our expansion plan

Our plan to establish TOPVISION International and the 2 new ACCs as disclosed in Section 4 of this Circular is to be partially funded by the proceeds from the Proposed Public Issue, any delay in or termination of the Proposals could hinder the progress of our expansion plan. The estimated timeline for the establishment of TOPVISION International and the 2 new ACCs as disclosed in Sections 4.2 and 12(i) of this Circular is subject to the timely completion of the Proposals, any unforeseen delay in the Proposals would defer the receipt of the proceeds from the Proposed Public Issue and could result in the delay of the expansion plan. In the event that the Proposals are terminated, we would have to seek alternative funding such as bank borrowings and/or equity fund raising whereby our Company would incur additional interest expenses or listing expenses for the new Shares to be issued and our expansion plan might be deferred. Hence, any delay in or termination of the Proposals may adversely affect our future business growth and financial performance.

For avoidance of doubt, it remains our Company's intention and our Company confirms that we will continue carrying out our expansion plan to establish TOPVISION International and the 2 new ACCs as disclosed in Sections 4.2 and 12(i) of this Circular in the event that the Proposals are aborted.

5.7. Risk of loss of cost incurred for the Proposals

In the event that the Proposals are terminated, we may not be able to recoup the cost incurred for the Proposals. Further, any unforeseen delays in the Proposals may result in additional cost to be incurred. The cost incurred for the Proposals could have a material impact to our financial performance.

As at the LPD, we have incurred approximately RM0.82 million to defray the expenses relating to the Proposals.

5.8. Dilution risk of the existing shareholders' shareholdings

The existing shareholders' shareholdings in TOPVISION is expected to be diluted upon the issuance of the Issue Shares pursuant to the Proposed Transfer of Listing. The extent of the dilution to our substantial shareholders' shareholdings arising from the issuance of the Issue Shares are as illustrated in Section 6.2 of this Circular.

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6. EFFECTS OF THE PROPOSALS

6.1. Issued share capital

The Proposed Withdrawal of Listing will not have any effect on our issued share capital as the Proposed Withdrawal of Listing does not involve any issuance of new Shares.

The Proposed Transfer of Listing is expected to increase our issued share capital upon the issuance of the Issue Shares. The pro forma effects of the Proposed Transfer of Listing on our total number of Shares and our issued share capital are set out below:

	No. of Shares	Share capital (RM)
Issued share capital as at the LPD	255,595,535	17,331,212
Issue Shares to be issued under the Proposed Public Issue	54,220,000	24,399,000 ⁽ⁱ⁾
	309,815,535	41,730,212
Estimated listing expenses attributable to the Proposed Public Issue	-	(1,288,873)
Total number of Shares after the Proposed Transfer of Listing	309,815,535	40,441,339

Notes:

- (i) Calculated based on the illustrative Retail Price multiplied by the number of Issue Shares to be issued under the Proposed Public Issue.
- (ii) Being the estimated listing expense directly attributable to the Proposed Public Issue and allowed to be debited against the share capital of our Company.

6.2. Substantial shareholder's shareholdings

The Proposed Withdrawal of Listing will not have any effect on TOPVISION's substantial shareholder's shareholdings, as the Proposed Withdrawal of Listing does not involve any issuance of new Shares and there is no Exit Offer whereby the Minority Shareholders will remain as the shareholders of TOPVISION.

The Proposed Transfer of Listing is expected to dilute TOPVISION's substantial shareholder's shareholdings upon the issuance of the Issue Shares. Assuming all the Eligible Persons fully subscribe for their respective allocations under the Proposed Pink Form Allocations, the pro forma effects of the Proposed Transfer of Listing on the substantial shareholder's shareholdings are set out below:

	As at the LPD			
	Direct		Indirect	
	No. of Shares	%⁽¹⁾	No. of Shares	%⁽¹⁾
Substantial shareholders				
Datuk Kenny	117,767,071	46.08	12,688,889 ⁽²⁾	4.96
Dr. Angela Loo Voon Pei	12,688,889	4.96	117,767,071 ⁽³⁾	46.08
Dr. Peter	53,390,173	20.89	-	-
Carolyn Soong Yoke Voon	-	-	53,390,173 ⁽⁵⁾	20.89

	After the Proposed Transfer of Listing			
	Direct		Indirect	
	No. of Shares	%⁽⁴⁾	No. of Shares	%⁽⁴⁾
Substantial shareholders				
Datuk Kenny	118,237,571	38.16	13,221,389 ⁽²⁾	4.27
Dr. Angela Loo Voon Pei	13,221,389	4.27	118,237,571 ⁽³⁾	38.16
Dr. Peter	53,825,173	17.37	200,000 ⁽⁶⁾	0.06
Carolyn Soong Yoke Voon	200,000	0.06	53,825,173 ⁽⁵⁾	17.37

Notes:

- (1) Based on the issued share capital of 255,595,535 Shares as at the LPD.
- (2) Deemed interested through his spouse, Dr. Angela Loo Voon Pei.
- (3) Deemed interested through her spouse, Datuk Kenny.
- (4) Based on the enlarged issued share capital of 309,815,535 Shares after the Proposed Transfer of Listing.
- (5) Deemed interested through her spouse, Dr. Peter.
- (6) Deemed interested through his spouse, Carolyn Soong Yoke Voon.

6.3. NA and gearing

The Proposed Withdrawal of Listing will not have any material impact to our Group's NA and gearing.

The pro forma effects of the Proposed Transfer of Listing on our Group's NA and gearing are as follows:

	Audited as at 31 December 2022 (RM'000)	After Proposed Transfer of Listing (RM'000)
Share capital	17,331	40,476
Merger deficit	(3,641)	(3,641)
Retained earnings	12,994	10,097
Equity attributable to owners of our Company	26,684	46,932
Non-controlling interest	278	278
Total Equity	26,962	47,210
No. of Shares ('000)	255,596	309,816
NA per Share (RM)	0.11	0.15
Total borrowings	17,124	16,224
Gearing ratio (times)	0.64	0.35

6.4. Earnings and EPS

Save for the estimated expenses to be incurred for the Proposals, the Proposed Withdrawal of Listing is not expected to have any effect on our Group's earnings and EPS.

The Proposed Transfer of Listing is not expected to have any effect on our Group's earnings. However, the Issue Shares to be issued pursuant to the Proposed Transfer of Listing via the Proposed Public Issue are expected to dilute the EPS of our Group. For illustrative purposes, the EPS of our Company will be diluted as follows:

	Profit attributable to ordinary shareholders for the FYE 2022 (RM'000)	No. of Shares	EPS (sen)
As at 31 December 2022	4,855	255,595,535	1.90
Subsequent to the Proposed Transfer of Listing	4,855	309,815,535	1.57

6.5. Convertible securities

As at the LPD, our Company does not have any convertible securities.

7. INDUSTRY OUTLOOK AND FUTURE PROSPECT OF OUR GROUP

7.1. Overview and outlook of the Malaysian economy

Even in the face of global challenges, Malaysia's economy continued to post a strong recovery. Domestic GDP grew by 8.7% in 2022 (2021: 3.1%). As COVID-19 restrictions were lifted, economic activities resumed. Labour market conditions and investment activities improved, further supporting domestic growth. The reopening of international borders helped revive tourism activity. Continued policy support, such as the minimum wage increase and cash transfers, provided an additional lift to the economy.

(Source: BNM Annual Report 2022, 29 March 2023, Bank Negara Malaysia)

The Malaysian economy expanded by 3.3% in the third quarter of 2023 (2Q 2023: 2.9%). Growth was anchored by resilient domestic demand. Household spending remained supported by continued growth in employment and wages. Meanwhile, investment activity was underpinned by the progress of multi-year projects and capacity expansion by firms. Exports remained soft amid prolonged weakness in external demand. This, however, was partially offset by the recovery in inbound tourism. On the supply side, the services, construction and agriculture sectors remained supportive of growth.

(Source: Economic and Financial Developments in Malaysia in the Third Quarter of 2023, 17 November 2023, Bank Negara Malaysia)

In 2023, the global economic environment is expected to remain challenging and uncertain. Slower growth and tighter monetary policies in major economies, and subdued global trade activity are expected. Despite global headwinds, the Malaysian economy is projected to grow between 4.0% and 5.0% in 2023, supported by firm domestic demand. Further improvement in labour market conditions, continued implementation of multi-year investment projects and higher tourism activity are expected to support private consumption and investment growth.

(Source: Economic and Monetary Review 2022, 29 March 2023, Bank Negara Malaysia)

Despite escalating uncertainties in the global landscape, Malaysia's economy remains resilient. The GDP is forecast to expand by approximately 4% in 2023 and between 4% and 5% in 2024. The Government acknowledged the World Bank's forecast that Malaysia's growth will be 4.3% in 2024, which is slightly higher than its initial estimate. This is in line with Malaysia's 2024 growth projection, which will be achieved through robust domestic demand, effectively offsetting the challenges posed by the moderate global growth, supported by the implementation of measures in the new National Energy Transition Roadmap (NETR), New Industrial Master Plan 2030 (NIMP 2030), and the Mid-Term Review of the Twelfth Malaysia Plan (MTR of the Twelfth Plan).

(Source: Economic Outlook 2024, 13 October 2023, Ministry of Finance Malaysia)

7.2. Overview and outlook of the healthcare industry in Malaysia

Malaysia offers both public and private healthcare systems. Private healthcare providers are driving health technology adoption and pursuing partnerships with international healthcare providers to strengthen their service offerings to medical travelers. Public health care providers are expanding their abilities to handle prevention and screening and offering healthcare access in remote parts of the country. The public healthcare systems require technology and products to provide more extensive non-communicable diseases prevention and screening for all Malaysians, even in the more remote parts of the country.

(Source: Article titled "Malaysia Healthcare", 23 November 2022, International Trade Administration)

The medical eye care industry in Malaysia expanded by 29.4% to RM702.4 million in 2022 from RM542.8 million in 2021 mainly driven by the surge in patients' demand for medical eye care services after prior years of delays attributed to the various movement control orders in Malaysia. In addition, with the opening of international borders, the medical eye care industry in Malaysia also benefitted from increased number of healthcare travellers. According to the Malaysia

Healthcare Travel Council, the number of healthcare traveller increased by around 51.5% to 850,000 in 2022 (2021: 561,000), while revenue from healthcare travellers more than doubled to RM1.3 billion (2021: RM600 million) in the same year.

Following the strong growth seen in 2022, growth in the medical eye care industry is expected to moderate to an estimated 9.0% to RM765.6 million in 2023 as the pandemic subsides and demand for medical eye care services normalises. The medical eye care industry is forecasted to expand by 9.5% to RM838.4 million in 2024. Going forward, the expansion of the medical eye care industry in Malaysia will be driven by demand factors such as the steady population growth and ageing population, growth in medical tourism, growing affluence of consumers and the prevalence of lifestyle disease among Malaysians. Meanwhile, supply factors such as the strong support from the Malaysian government and the advancement in medical eye care technology are also expected to bolster growth of the medical eye care industry in Malaysia.

(Source: Protégé Associates Sdn Bhd)

Malaysia's healthcare travel industry continues to exhibit signs of swift recovery with one private hospital reporting a five-fold increase in the number of medical tourists, and over 31,000 international patient visits recorded from January to July 2022. The nation is a leading choice for foreign patients due to its reliable, safe, and effective treatments as well as its ease of access and competitive prices in the region.

According to the Malaysia Healthcare Travel Council (MHTC), the Government is targeting hospital revenues (medical receipts only) from medical tourism to hit RM1.2 billion in 2023, increasing between the range of RM1.7 billion to RM2 billion in 2024, and RM2 billion to RM2.4 billion in 2025.

(Source: Malaysia Investment Performance Report 2022, Malaysia Investment Development Authority)

In Budget 2024, the Ministry of Health received the second largest allocation of RM41.2 billion compared to RM36.3 billion last year. The main components of this allocation involve procurement of medicines, consumables, reagents and vaccines. This includes purchasing medication from the ASEAN region at reasonable prices, prevent leakages while reducing dependency on medicines from Europe and the United State of America. To control congestion at MOH hospitals, the Government of Malaysia will also continue to enhance cooperation by decanting patients to other hospitals, including military, university and private hospitals, with an allocation of RM200 million. Further, the Skim Perubatan Madani, which is to assist the poor to get health treatment at private clinics as implemented by the Selangor Government, will be expanded nationwide with an allocation of RM100 million.

(Source: Budget 2024 Speech, Issued by the Ministry of Finance)

7.3. Future prospects of our Group

Our Group is principally involved in the provision of medical eye care services specialising in ambulatory care of eye diseases and/ or disorders, with 10 ACCs in Malaysia. The services provided by our Group range from general eye care to treatment of eye diseases such as vitreoretinal surgeries. Our Group does not provide in-patient care and instead provides its services on a day-care arrangement whereby the patients are able to leave the ACC on the same day as the procedure.

Upon the completion of the Proposals, our Company will have access to a bigger fundraising platform to support our expansion plan in order to realise our long-term growth potential. It is also expected to increase the liquidity and marketability of the Shares and enhance our Company's credibility and reputation. The Proposed Public Issue, which will be undertaken as part of the Proposed Transfer of Listing, would also allow our Company to raise the requisite fund for the proposed utilisation as set out in Section 4. The Proposals represent a step forward towards realising our Group's objective of strengthening our brand awareness locally and internationally and the expansion of its ACCs network and our range of services.

Our Group will continue to implement its business strategies and leverage on our existing capabilities and competencies to be one of the leading medical eye care group in Malaysia. Our Group participates actively in marketing and is also constantly evaluating our operational efficiencies to optimise our cost while maintaining our service quality to our clients.

Barring any unforeseen circumstances, our Board, after considering the abovementioned prospects, is optimistic that the Proposals may augur well for the overall business and financial prospects of our Group moving forward, and also enable our Group to achieve our business plan and objective.

(Source: Management of TOPVISION)

8. APPROVALS REQUIRED AND CONDITIONALITY

The Proposals are conditional upon the following approvals being obtained from:

- (i) our shareholders at the forthcoming EGM for the Proposals;
- (ii) Bursa Securities for the Proposals; and
- (iii) the SC for the resultant equity structure of our Company under the Bumiputera equity requirement for public listed companies pursuant to the Proposed Transfer of Listing.

The Proposed Withdrawal of Listing and the Proposed Transfer of Listing are inter-conditional upon each other. The Proposals are not conditional upon any other corporate exercise undertaken or to be undertaken by our Group.

The application for the Proposals shall be made to Bursa Securities and the SC subject to our shareholders approving the Proposals at the forthcoming EGM.

Save for the Proposals, there is no other corporate proposal which has been announced by our Company but has yet to be completed prior to the printing of this Circular.

9. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

Datuk Kenny, Dr. Peter, Carolyn Soong Yoke Voon (spouse of Dr. Peter) and Dr. Angela Loo Voon Pei (spouse of Datuk Kenny), are deemed interested in the Proposed Withdrawal of Listing by virtue of them being the Proposers and person connected with them. Accordingly, Datuk Kenny and Dr. Peter, being the Directors of our Company, have abstained and will continue to abstain from all the deliberations and voting at the relevant Board meetings pertaining to the Proposed Withdrawal of Listing.

However, since the Proposed Withdrawal of Listing affect the rights of all the shareholders of our Company and no specific shareholder or group of shareholders shall derive any special benefits from the Proposed Withdrawal of Listing, all shareholders of our Company are entitled to vote in respect of their direct and indirect shareholdings on the resolutions for the Proposed Withdrawal of Listing.

Further, the Proposed Withdrawal of Listing is not regarded as a related party transaction under the provisions of the LEAP LR. Accordingly, the Proposers and persons connected to them are not required to abstain from voting in respect of their direct and/ or indirect shareholdings, if any, on the resolutions for the Proposed Withdrawal of Listing to be tabled at the forthcoming EGM.

Datuk Kenny, Dr. Peter, Tan Kah Poh, Dr. Azida Juana Binti Wan Ab Kadir, Lim May Wan, Carolyn Soong Yoke Voon and Dr. Angela Loo Voon Pei are also deemed interested in the Proposed Transfer of Listing to the extent of the Proposed Pink Form Allocations as set out in Section 2.2. Accordingly, Datuk Kenny, Dr. Peter, Tan Kah Poh, Dr. Azida Juana Binti Wan Ab Kadir and Lim May Wan, being the Directors of our Company, have abstained and will continue to abstain from deliberating and voting at the relevant Board meetings of our Company pertaining

to their respective proposed allocations of the Issue Shares as well as proposed allocations to persons connected to them, if any, under the Proposed Pink Form Allocations.

Datuk Kenny, Dr. Peter, Carolyn Soong Yoke Voon and Dr. Angela Loo Voon Pei will also abstain from voting in respect of their direct and indirect shareholdings on their respective proposed allocations of the Issue Shares as well as proposed allocations to persons connected to them (if any) under the Proposed Pink Form Allocations, to be tabled at the forthcoming EGM. Further, Datuk Kenny, Dr. Peter, Carolyn Soong Yoke Voon and Dr. Angela Loo Voon Pei will undertake to ensure that persons connected to them will also abstain from voting in respect of their direct and/or indirect shareholdings (if any) on the resolutions pertaining to the proposed allocations of the Issue Shares to them or any persons connected to them (if any) under the Proposed Pink Form Allocations, to be tabled at the forthcoming EGM. For the avoidance of doubt, Tan Kah Poh, Dr. Azida Juana Binti Wan Ab Kadir and Lim May Wan do not have any direct or indirect shareholdings in our Company as at the LPD.

Save as disclosed above, none of our Directors, major shareholders, chief executive and/ or persons connected with them have any interest, whether direct or indirect, in relation to the Proposals.

10. DIRECTORS' RECOMMENDATION

After having considered all aspects of the Proposals including but not limited to the rationale, justification and effects of the abovementioned, our Board, save for Datuk Kenny and Dr. Peter, is of the opinion that the Proposals are in the best interest of our Company and our shareholders.

As such, our Board, save for Datuk Kenny and Dr. Peter, recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM of our Company.

Datuk Kenny, Dr. Peter, Tan Kah Poh, Dr. Azida Juana Binti Wan Ab Kadir and Lim May Wan have abstained and will continue to abstain from forming an opinion and making any recommendations to vote in respect of the resolutions pertaining to their respective proposed allocations of the Issue Shares as well as proposed allocations to persons connected to them (if any), under the Proposed Pink Form Allocations.

11. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposals are expected to be completed in the 1st quarter of 2025.

Tentative timeline	Events
29 January 2024	EGM for the Proposals
2 nd quarter of 2024	Submission of the application for the Proposals
4 th quarter of 2024	Estimated timing to receive Bursa Securities' approval for the Proposals
1 st quarter of 2025	Estimated timing for the completion of the Proposals ⁽¹⁾

Note:

(1) Trading of the LEAP Market Shares will be suspended from the date of allotment of the Issue Share on the ACE Market which shall be determined and announced later until the date of listing of our Company on the ACE Market.

12. STATUS OF BUSINESS PLAN AS DISCLOSED IN THE INFORMATION MEMORANDUM

Our business plan as disclosed in Section 5.16 of the Information Memorandum are extracted as follows:

(i) Expansion of our Group's network

We intend to continue with our expansion plan to cater to the demand for medical eye care services in the country. Our fifth centre has just established in May 2018 in Kulai, Johor.

In addition, we plan to open TOPVISION International Eye Specialist Centre ("TOPVISION International") and two (2) ambulatory care centres in the near future. The TOPVISION International will be established in the Klang Valley. TOPVISION International is a subspecialty multidisciplinary tertiary eye hospital, which will offer retina, cornea, glaucoma, paediatric, general, aesthetic and oculoplastics, refractive and LASIK services with in house admission and general anaesthesia services for complex eye procedures, including cornea transplant. This will also be the hub for international patients. Meanwhile, an additional two (2) eye specialist centres are targeted to be opened in Southern Region. With this planned expansion, we will be recruiting new talents in terms of ophthalmologists, optometrists and other supporting staff as well as equip our centres with modern and state of the art medical equipment.

Current status

Subsequent to our listing on the LEAP Market, we established our 6th and 7th ACCs in 2020, namely TOPVISION Southkey which commenced operations in July 2020 and TOPVISION Seremban which commenced operations in August 2020 respectively. These 2 ACCs are located in Johor Bahru, Johor and Seremban, Negeri Sembilan, respectively. To facilitate the said expansion plan, our Group had recruited 2 new ophthalmologists, 4 new staff nurses, 2 new optometrists and 6 new nursing aides and purchased additional ophthalmic equipment.

As at the LPD, we have 10 ACCs in operation.

In July 2019, our Group had purchased 2 parcels of residential land with buildings in Petaling Jaya, Selangor for the establishment of TOPVISION International. Our Group had also applied for and received approval from Pejabat Tanah dan Daerah Petaling for the amalgamation of the 2 parcels of residential land into 1 parcel of commercial land on 16 June 2022 and the new title bearing the details HS(D) 324771, PT 83 Seksyen 11, Bandar Petaling Jaya, Daerah Petaling, Negeri Selangor ("PT 83 Land") was issued on 6 October 2022. In addition, our Group had on 15 November 2022 received the approval from Majlis Bandaraya Petaling Jaya for the demolition works, which were subsequently completed in December 2022 by Kunrui Construction Sdn Bhd.

As at the LPD, we have obtained the approval from Majlis Bandaraya Petaling Jaya on 15 December 2022 for the building plans and approval from Kementerian Kesihatan Malaysia to establish or maintain a private healthcare facility on 11 April 2023. We submitted a notice of commencement of building operations to Majlis Bandaraya Petaling Jaya on 12 April 2023 for the commencement of construction. The construction of TOPVISION International commenced on 28 April 2023 where ground surveying and preliminary ground works were performed by Kunrui Construction Sdn Bhd. On 23 June 2023, TOPVISION International Eye Specialist Centre Sdn Bhd entered into a construction contract with Kunrui Construction Sdn Bhd in relation to the construction of TOPVISION International for a contract sum of RM6.20 million.

The estimated timeline for the construction up to the commencement of operation of TOPVISION International is as follows:

<u>Milestones</u>	<u>Estimated Quarter and Year</u>
Completion of construction of TOPVISION International	Second quarter 2024
Obtaining the certificate of completion and compliance of TOPVISION International	Second quarter 2024

<u>Milestones</u>	<u>Estimated Quarter and Year</u>
Completion of renovation and fit-out works	Third quarter 2024
Completion of the installation of new medical equipment	Third quarter 2024
Obtaining the relevant approvals for TOPVISION International	Fourth quarter 2024
Commencement of the business operations at TOPVISION International	First quarter 2025

(ii) Expansion of our Group’s range of services

We also plan to expand our range of services offered to cater to increasing demands from customers. Our Group will start up a refractive suite, offering refractive surgeries for customers wanting spectacle independence such as LASIK and Implantable Collamer Lens (ICL) procedures. Aesthetic double eyelid surgical procedure is also being planned as an added offering.

Current status

It is our Group’s intention to offer refractive surgeries and aesthetic surgeries at the upcoming TOPVISION International, such offering will expand our Group’s range of services to cater for the increasing demand from our customers. However, the establishment of TOPVISION International was delayed due to the COVID-19 pandemic hence, our Group has delayed its offering of refractive surgeries such as LASIK and Implantable Collamer Lens (ICL) procedures and aesthetic double eyelid surgical procedures.

(iii) Growing the international markets

In view of penetrating into the international markets, Our Group is in the midst of negotiating with Indonesian partners to set up regional marketing offices in Palembang, Medan and Jakarta. These offices will strengthen our market presence in Indonesia and, facilitate greater marketing and promotional activities to attract customers from the country.

Currently, our Group is in the corporate panel for two of the larger third-party administrators (“TPA”) groups in Indonesia, which refers panel patients directly to our Group for treatment. We have also partnered with local travel facilitators in Medan to refer patients to us. These efforts will contribute to the increase in medical tourists coming to Malaysia.

Current status

Our Group’s plan to set up regional marketing offices in Indonesia did not materialise due to the pandemic, which restricted cross border travelling. Instead, our Group partnered with the TPA group in Malaysia, which offer patients from Indonesia the option to seek medical treatment in Malaysia. In addition, our Group is still part of the corporate panel for the 2 larger TPA groups in Indonesia as at the LPD.

Further, the establishment of TOPVISION International is likely to attract more medical tourists as not only will they be able to receive treatment in a more accessible area, they are also able to partake in tourism activities in the city.

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13. STATUS OF UTILISATION OF PROCEEDS RAISED FROM OUR LISTING ON THE LEAP MARKET

As at the LPD, the proceeds raised from our listing on the LEAP Market which amounted to RM12.02 million had been fully utilised in accordance with the proposed utilisation as disclosed in our Information Memorandum. The details of the utilisation of proceeds raised from our listing on the LEAP Market is as follows:

Details of utilisation	Proposed utilisation RM'000	Actual utilisation RM'000	Deviation RM'000	Balance RM'000
Business expansion	10,000	(10,000)	-	-
Working capital ⁽¹⁾	1,016	(1,147)	131	-
Listing expenses	1,008	(877)	(131)	-
Total	12,024	(12,024)	-	-

Note:

(1) The breakdown of the utilisation for working capital is as follows:

Details of utilisation	Actual utilisation RM'000
Salaries for the expanded workforce	572
Payment to trade payables	214
Defrayment of operational expenses	361
Total	1,147

Our Group had utilised RM5.00 million from the total gross proceeds raised from our listing on the LEAP Market to purchase 2 parcels of residential land with buildings in Petaling Jaya, Selangor in July 2019, for the establishment of TOPVISION International. Our Group had also applied for and received approval from Pejabat Tanah dan Daerah Petaling for the amalgamation of the 2 parcels of residential land into 1 parcel of commercial land on 6 October 2022.

The balance of the proceeds allocated for business expansion which amounted to RM5.00 million had been fully utilised to set-up 2 new ACCs located in Johor Bahru, Johor and Seremban, Negeri Sembilan in accordance with the proposed utilisation as disclosed in our Information Memorandum. Both ACCs were established and commenced operation in 2020.

For the allocation of RM1.01 million to defray expenses for the listing, the actual utilisation was lower at RM0.88 million and hence the balance of RM0.13 million was reallocated for the defrayment of operational expenses, which is part of our working capital.

14. HISTORICAL SHARE PRICES

Our Shares was listed on the LEAP Market on 21 November 2018 at an initial public offering price of RM0.18 per share and was last traded on 21 April 2021 at RM0.75 per share. There was no trading of our Shares since hence, there are no record of the monthly highest and lowest prices of our Shares as traded on Bursa Securities for the past 12 months preceding the date of the Circular.

There was no trading on 2 February 2023 (being the last trading date prior to the Announcement).

There was no trading on the LPD.

(Source: Bloomberg L.P.)

15. HISTORICAL FINANCIAL INFORMATION OF OUR GROUP

The historical financial information of our Group for the FYE 2019 to FYE 2022 are as follows:

	Audited			
	FYE 2019	FYE 2020	FYE 2021	FYE 2022
	RM'000	RM'000	RM'000	RM'000
Revenue	21,329	22,486	31,530	39,455
Cost of services	(11,057)	(11,197)	(15,660)	(19,355)
GP	10,272	11,289	15,870	20,100
Other income	4	325	478	13
Administrative expenses	(7,263)	(8,204)	(8,912)	(10,536)
Other expenses	(9)	*	(5)	(1,563)
Impairment loss of trade receivable	-	(39)	-	-
Operating profit	3,004	3,371	7,431	8,014
Finance cost	(656)	(530)	(510)	(631)
Finance income	213	112	105	98
PBT	2,561	2,953	7,026	7,481
Income tax expense	(1,100)	(1,476)	(1,916)	(2,626)
PAT from continuing operations	1,461	1,477	5,110	4,855
PAT from discontinued operations ⁽¹⁾	-	-	302	1,259
Net Profit for the financial year	1,461	1,477	5,412	6,114
PAT attributable to:				
Owners of our Company				
- Continuing operations	1,461	1,477	5,110	4,855
- Discontinued operations ⁽¹⁾	-	-	174	636
Non-controlling interests	-	-	128	623
EBITDA ⁽²⁾	5,086	6,038	10,046	11,043
GP margin (%) ⁽³⁾	48.16	50.20	50.33	50.94
PBT margin (%) ⁽⁴⁾	12.01	13.13	22.28	18.96
PAT margin (%) ⁽⁴⁾	6.85	6.57	16.21	12.31
Effective tax rate (%) ⁽⁵⁾	42.95	49.98	27.27	35.10
Basic EPS (sen) ⁽⁶⁾	0.57	0.58	2.00	1.90
Diluted EPS (sen) ⁽⁷⁾	0.57	0.58	2.00	1.90
Dividend paid	1,278	1,278	1,278	2,045

Notes:

* Denotes figure less than RM500

(1) Our Group had disposed its 50.10% equity interest in NGISB on 29 December 2022, the result from NGISB is presented separately as discontinued operations for the FYE 2021 and 2022.

(2) EBITDA are calculated as follows:

			Audited			
			FYE 2019	FYE 2020	FYE 2021	FYE 2022
			RM'000	RM'000	RM'000	RM'000
PAT	from	continuing	1,461	1,477	5,110	4,855
	operations					
Add:						
Finance cost			656	530	510	631
Income tax expense			1,100	1,476	1,916	2,626
Depreciation			2,082	2,667	2,615	3,029
Less:						
Finance income			213	112	105	98
EBITDA			5,086	6,038	10,046	11,043

(3) GP margin is computed based on GP divided by revenue.

(4) PBT and PAT margin is computed based on PBT and PAT from continuing operations divided by revenue.

(5) Effective tax rate is computed based on income tax expense divided by PBT.

(6) Calculated based on PAT from continuing operations divided by the weighted average number of ordinary shares in issue of our Group during the financial year.

(7) As at the LPD, our Group does not have any potential dilutive equity instruments that would dilute the basic EPS.

As at the LPD, our Group does not have any associate companies and joint venture companies.

Commentaries

Comparison between FYE 2019 and FYE 2020

Our Group's revenue increased by approximately 5.44% or RM1.16 million from RM21.33 million in the FYE 2019 to RM22.49 million in the FYE 2020 is mainly due to the increase in revenue from services rendered by approximately 5.43% or RM1.05 million from RM19.35 million in FYE 2019 to RM20.40 million in FYE 2020. The increase in revenue from services rendered is mainly due to the increase in the number of cases for the treatment and management of cataracts. In addition, our 2 ACCs located in Seremban, Negeri Sembilan and Johor Bahru, Johor which were established during the FYE 2020, as well as our ACCs located in Batu Pahat, Johor and Kuala Selangor, Selangor have mainly contributed to the increase in revenue from services rendered.

Our Group's PAT from continuing operations increased marginally by 1.37% or RM0.02 million from RM1.46 million for the FYE 2019 to RM1.48 million for the FYE 2020 mainly due to the increase in revenue by approximately RM1.16 million from RM21.33 million in the FYE 2019 to RM22.49 million in the FYE 2020 and the decrease in finance cost by approximately RM0.13 million from RM0.66 million in the FYE 2019 to RM0.53 million in the FYE 2020;

which was partly offset by the following:

(i) increase in cost of services by approximately RM0.14 million from RM11.06 million in FYE 2019 to RM11.20 million in the FYE 2020 which was mainly due to additional cost of services incurred for the 2 ACCs located in Seremban, Negeri Sembilan and Johor Bahru, Johor which were established during the FYE 2020;

- (ii) increase in income tax expenses by approximately RM0.38 million from RM1.10 million in FYE 2019 to RM1.48 million in the FYE 2020 which is in line with the increase in revenue; and
- (iii) increase in administrative expenses by approximately RM0.94 million from RM7.26 million in FYE 2019 to RM8.20 million in the FYE 2020 resulting from the increase in advertisement costs incurred for the 2 ACCs located in Seremban, Negeri Sembilan and Johor Bahru, Johor which were established during the FYE 2020, as part of the marketing campaign to promote the newly established ACCs.

Comparison between FYE 2020 and FYE 2021

Our Group's revenue increased by approximately 40.20% or RM9.04 million from RM22.49 million in the FYE 2020 to RM31.53 million in the FYE 2021 is mainly due to the increase in revenue from services rendered by approximately 35.20% or RM7.18 million from RM20.40 million in FYE 2020 to RM27.58 million in FYE 2021. The increase in revenue from services rendered is mainly due to the increase in the number of cases for the treatment and management of cataracts and the treatment and management of vitreous and retinal diseases. In addition, all of our Group's ACCs saw an increase in revenue, which is mainly contributed by the increase in revenue contribution from our ACCs located in Seremban, Negeri Sembilan, Johor Bahru, Johor, Setia Alam, Selangor and Banting, Selangor.

Our Group's PAT from continuing operations increased by approximately 245.27% or RM3.63 million from RM1.48 million in the FYE 2020 to RM5.11 million in the FYE 2021.

The increase in PAT from continuing operations was mainly due to the increase in revenue by approximately RM9.04 million from RM22.49 million in the FYE 2020 to RM31.53 million in the FYE 2021;

which was partly offset by the following:

- (i) increase in cost of services by approximately RM4.46 million from RM11.20 million in FYE 2020 to RM15.66 million in the FYE 2021 which was mainly due to the increase in the doctor's consultancy fee in line with the increase in revenue;
- (ii) increase in income tax expenses by approximately RM0.44 million from RM1.48 million in FYE 2020 to RM1.92 million in the FYE 2021 which is in line with the increase in revenue; and
- (iii) increase in administrative expenses by approximately RM0.71 million from RM8.20 million in FYE 2020 to RM8.91 million in the FYE 2021 resulting from the full year's administrative expenses recorded by the ACCs located in Seremban, Negeri Sembilan and Johor Bahru, Johor.

Comparison between FYE 2021 and FYE 2022

Our Group recorded an increase in revenue of approximately 25.15% or RM7.93 million from RM31.53 million in the FYE 2021 to RM39.46 million in the FYE 2022. The increase in revenue is mainly due to the increase in revenue from services rendered by approximately 25.27% or RM6.97 million from RM27.58 million in FYE 2021 to RM34.55 million in FYE 2022. The increase in revenue from services rendered is mainly due to the increase in the number of cases for the treatment and management of cataracts. In addition, all of our Group's ACCs saw an increase in revenue, which was mainly contributed by the increase in revenue contribution from our ACCs located in Setia Alam, Selangor, Johor Bahru, Johor, and Kulai, Johor and the commencement of operation of our ACC located in Taiping, Perak during the FYE 2022.

Our Group's PAT from continuing operations decreased by approximately 4.89% or RM0.25 million from RM5.11 million in the FYE 2021 to RM4.86 million in the FYE 2022. The decrease in PAT from continuing operations was mainly due to the following:

- (i) increase in cost of services by approximately RM3.70 million from RM15.66 million in the FYE 2021 to RM19.36 million in the FYE 2022 which is in tandem with the increase in revenue in the FYE 2022;
- (ii) decrease in other income by approximately RM0.47 million from RM0.48 million to approximately RM0.01 million in the FYE 2022 mainly due to a gain on bargain purchase amounting to RM0.33 million recorded in FYE 2021, which was derived from the acquisition of 50.10% equity interest in NGISB;
- (iii) increase in administrative expenses by approximately RM1.63 million from RM8.91 million in FYE2021 to RM10.54 million in the FYE 2022 mainly due to the increase in staff costs and depreciation costs amounting to RM0.42 million from RM2.61 million in FYE 2021 to RM3.03 million in FYE 2022 resulting from the expansion of our group and commencement of operation of the new ACC located in Taiping, Perak in FYE 2022;
- (iv) increase in other expenses by approximately RM1.56 million from approximately RM5,000 in FYE 2021 to RM1.56 million in the FYE 2022 mainly due to the loss on disposal of 50.10% equity interest in NGISB;
- (v) increase in net finance costs by approximately RM0.12 million from RM0.41 million in FYE 2021 to RM0.53 million in the FYE 2022 due to the increase in lease liability interest in FYE 2022 resulting from the lease liability acquired by the new ACC located in Taiping, Perak; and
- (vi) increase in income tax expenses by approximately RM0.71 million from RM1.92 million in FYE 2021 to RM2.63 million in the FYE 2022 which is in line with the increase in revenue,

which was offset by the higher revenue of approximately RM7.93 million from RM31.53 million in the FYE 2021 to RM39.46 million in the FYE 2022.

16. EGM

The EGM, the notice of which is set out in this Circular, will be conducted on a virtual basis through live streaming from the broadcast venue located at Unit 11-5, No. 2, Block 2, Jalan Setia Prima (S) U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor via online meeting platform at <https://bitly.ws/38n3p> provided by Synergy Professionals Group Sdn. Bhd. in Malaysia on Monday, 29 January 2024 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions to give effect to the Proposals.

If you are unable to attend, speak and vote in person at the EGM, you may appoint proxy(ies) to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein, so as to reach the office of the Company at Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than 24 hours before the stipulated time for holding the EGM or any adjournment thereof.

17. FURTHER INFORMATION

You are advised to refer to Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
TOPVISION EYE SPECIALIST BERHAD

TAN KAH POH
Independent Non-Executive Director

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

Our Board has seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

Save as disclosed below, as at the LPD, our Board confirms that there is no other material commitment incurred or known to be incurred by us that may have a material impact on the financial results or position of our Group:

	RM'000
Authorised but not contracted for	1,200
Contracted but not provided for	9,207
Total	10,407

Our Board had authorised a total sum of RM12.00 million for the construction of TOPVISION International. On 23 June 2023, our Group entered into a PAM Contract 2006 (Without Quantities) with Kunrui Construction Sdn Bhd in relation to the construction of TOPVISION International on the PT 83 Land for a contract sum of RM6.20 million. Further thereto, on 13 July 2023, our Group entered into a contract for mechanical and electrical engineering works with Sinetek Engineering Sdn Bhd in relation to the construction of TOPVISION International for a contract sum of RM4.60 million. As at the LPD, the construction is in progress and a sum of RM1,460,229 has been paid to Kunrui Construction Sdn Bhd for the construction of TOPVISION International and RM132,299 has been paid to Sinetek Engineering Sdn Bhd for the mechanical and electrical engineering works of TOPVISION International.

As at the LPD, our Board confirms that there are no contingent liabilities, which upon being enforceable, will have a material impact on the financial results or position of our Group.

3. CONSENTS AND CONFLICT OF INTERESTS**3.1 HLIB**

HLIB, being the Sponsor for the Proposals, has given and has not subsequently withdrawn its written consent for the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

HLIB, its subsidiaries and associate companies, as well as its penultimate holding company and the subsidiaries and associate companies of its penultimate holding company ("**Hong Leong Financial Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses.

As at the LPD, the Hong Leong Financial Group has extended a credit facility with a limit of approximately RM1.12 million ("**Credit Facility**") (with a drawdown amount of approximately RM0.75 million) to our Group. The Credit Facility represents approximately 0.004% of the audited consolidated NA of Hong Leong Financial Group of approximately RM26.79 billion as at 30 June 2023.

The Credit Facility were approved by the Hong Leong Financial Group's relevant credit committee and granted on arm's length basis and is not material when compared to the audited consolidated NA of the Hong Leong Financial Group of approximately RM26.79 billion as at 30 June 2023.

FURTHER INFORMATION (CONT'D)

Notwithstanding the above, HLIB is of the view that no conflict of interest exists or is likely to exist in its capacity as Sponsor to our Company in respect of the Proposals as HLIB is a licensed investment bank and the appointment as our Sponsor for the Proposals is in its ordinary course of business. Moreover, the conduct of HLIB is regulated strictly by the Financial Services Act 2013, the CMSA and its internal control policies and procedures.

Save as disclosed above, HLIB has confirmed that it is not aware of any other circumstance which would or is likely to give rise to a possible conflict of interest situation in HLIB's capacity as our Sponsor for the Proposals.

3.2 Protégé Associates Sdn Bhd

Protégé Associates Sdn Bhd, being the independent market researcher for the Proposed Transfer of Listing, has given and has not subsequently withdrawn its written consent for the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

Protégé Associates Sdn Bhd is of the view that no conflict of interest exists or is likely to exist in its capacity as the independent market researcher for the Proposed Transfer of Listing.

4. MATERIAL CONTRACTS

Save as disclosed below, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by our Group within the past 2 years preceding the LPD:

- (i) share sale agreement, dated 8 December 2022 entered into between our Company (as vendors) and Tan Seng Kooi (as purchaser) in relation to the disposal by our Company of 5,010 ordinary shares in NGISB, representing 50.10% equity interest in NGISB for a total cash consideration of RM10,000 ("**Disposal**"). The Disposal had been completed on 29 December 2022.
- (ii) PAM Contract 2006 (Without Quantities), dated 23 June 2023 entered into between TOPVISION International Eye Specialist Centre Sdn Bhd (as employer) and Kunrui Construction Sdn Bhd (as contractor) in relation to the construction of TOPVISION International on the PT 83 Land for a contract sum of RM6,200,000. As at the LPD, the construction is in progress.
- (iii) IEM Form of Contract for Mechanical and Electrical Engineering Works, dated 13 July 2023 entered into between TOPVISION International Eye Specialist Centre Sdn Bhd (as employer) and Sinetek Engineering Sdn Bhd (as contractor) in relation to the supply, delivery, installation, testing, commissioning and maintenance of the proposed mechanical and electrical system installation works ("**Works**") for TOPVISION International for a contract sum of RM4,600,000. As at the LPD, the Works are in progress.

FURTHER INFORMATION (CONT'D)

5. MATERIAL LITIGATION

As at the LPD, our Group is not involved in any material litigation, claims, actions or arbitration, pending or threatened, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position of our Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor during normal office hours (except for public holidays) from the date of this Circular up to and including the date of our forthcoming EGM:

- (i) Constitution of our Company;
- (ii) our audited financial statements for financial year ended 31 December 2021 and 2022 and our unaudited financial statements for the financial period ended 30 June 2023;
- (iii) the Proposal Letter;
- (iv) the material contracts as disclosed in Section 4 above; and
- (v) letters of consent and declaration of conflict of interest referred to in Section 3 above.

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PUSAT PAKAR MATA
TOP VISION®
EYE SPECIALIST CENTRE
明亮眼科专科中心

TOPVISION EYE SPECIALIST BERHAD

(Registration No. 201801011816 (1273832-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of TOPVISION Eye Specialist Berhad (“**TOPVISION**” or “**Company**”) will be conducted on a virtual basis through live streaming from the broadcast venue located at Unit 11-5, No. 2, Block 2, Jalan Setia Prima (S) U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor via online meeting platform at <https://bitly.ws/38n3p> provided by Synergy Professionals Group Sdn. Bhd. in Malaysia on Monday, 29 January 2024 at 3.00 p.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

SPECIAL RESOLUTION

PROPOSED WITHDRAWAL OF LISTING FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) (“LEAP MARKET”) PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“PROPOSED WITHDRAWAL OF LISTING”)

“**THAT** subject to the approval of Bursa Securities for the Proposed Withdrawal of Listing and subject to all the relevant conditions for the Proposed Withdrawal of Listing as set out in TOPVISION’s circular to shareholders dated 8 January 2024 (“**Circular**”), consent and approval be hereby given for the Proposed Withdrawal of Listing of TOPVISION from the LEAP Market of Bursa Securities pursuant to Rules 8.05 and 8.06 of the LEAP Market Listing Requirements of Bursa Securities.

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- (a) to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Withdrawal of Listing; and
- (b) to assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Withdrawal of Listing as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company.”

ORDINARY RESOLUTION 1

PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF TOPVISION FROM THE LEAP MARKET TO THE ACE MARKET OF BURSA SECURITIES AND THE PROPOSED PUBLIC ISSUE OF 54,220,000 NEW ORDINARY SHARES IN TOPVISION (“SHARES”) (“ISSUE SHARES”) (“PROPOSED TRANSFER OF LISTING”)

“THAT subject to the approval of Bursa Securities for the Proposed Transfer of Listing and subject to all the relevant conditions for the Proposed Transfer of Listing as set out in the Circular, consent and approval be hereby given for the Proposed Transfer of Listing of TOPVISION from the LEAP Market to the ACE Market of Bursa Securities.

THAT the Directors be and hereby authorised to issue 54,220,000 Issue Shares representing approximately 17.50% of the enlarged issued share capital of TOPVISION, pursuant to the proposed public issue as set out in Section 2.2 of the Circular, at the issue price to be determined prior to the launch of the prospectus of TOPVISION. The Issue Shares are to be allocated in the following manner:

- (i) 15,492,000 new Shares, representing approximately 5.00% of the enlarged issued share capital of TOPVISION, will be made available for application by the Malaysian public via balloting, of which 7,746,000 new Shares is to be set aside strictly for Bumiputera investors;
- (ii) 4,800,000 new Shares, representing approximately 1.55% of the enlarged issued share capital of TOPVISION, will be made available for application by the eligible directors and employees of the TOPVISION and its subsidiaries (“**Group**”) and persons who have contributed to the success of the Group (“**Proposed Pink Form Allocations**”); and
- (iii) 33,928,000 new Shares, representing approximately 10.95% of the enlarged issued share capital of TOPVISION, will be made available to the institutional and selected investors, subject to the clawback and reallocation provisions as detailed in Section 2.2 of the Circular.

THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 54 of the Constitution of TOPVISION, approval be and is hereby given to irrevocably waive the pre-emptive rights of the shareholders of TOPVISION to be offered new shares ranking equally to the existing issued ordinary shares of TOPVISION, arising from the proposed issuance of the ordinary shares in TOPVISION pursuant to the Proposed Transfer of Listing.

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- (a) to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Transfer of Listing; and
- (b) to assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Transfer of Listing as may be required by Bursa Securities or any of the relevant authorities or in such manner as the Directors may in their absolute discretion deem fit or expedient for the benefit of the Company.”

ORDINARY RESOLUTION 2

PROPOSED PINK FORM ALLOCATIONS TO THE ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE GROUP

“THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (if required) for the Proposed Transfer of Listing, approval be and is hereby given to the Board of Directors of the Company, to allocate Issue Shares to eligible Directors, employees and persons who have contributed to the success of the Group and to do all such acts and things, execute all such documents as may be necessary or expedient in order to give full effect to the Proposed Pink Form Allocations to eligible Directors, employees and persons who have contributed to the success of the Group as set out in Section 2.2 of the Circular.”

ORDINARY RESOLUTIONS 3 TO 9

PROPOSED PINK FORM ALLOCATIONS TO THE ELIGIBLE DIRECTORS AND PERSON CONNECTED TO DIRECTORS

"**THAT** subject to the passing of the Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained (if required) for the Proposed Transfer of Listing, including but not limited to the approval from Bursa Securities for the listing of and quotation for the Issue Shares to be issued pursuant to the Proposed Pink Forms Allocations to the following persons:

- (i) Datuk Kenny Liew Hock Nean (*Chief Executive Officer / Executive Director*) to be allocated with up to 470,500 Issue Shares **Ordinary Resolution 3**
- (ii) Dr. Peter Chong Kuok Siong (*Medical Doctor / Executive Director*) to be allocated with up to 435,000 Issue Shares **Ordinary Resolution 4**
- (iii) Tan Kah Poh (*Independent Non-Executive Director*) to be allocated with up to 100,000 Issue Shares **Ordinary Resolution 5**
- (iv) Dr. Azida Juana Binti Wan Ab Kadir (*Independent Non-Executive Director*) to be allocated with up to 100,000 Issue Shares **Ordinary Resolution 6**
- (v) Lim May Wan (*Independent Non-Executive Director*) to be allocated with up to 100,000 Issue Shares **Ordinary Resolution 7**
- (vi) Dr. Angela Loo Voon Pei (*Person connected to Datuk Kenny Liew Hock Nean*) to be allocated with up to 532,500 Issue Shares **Ordinary Resolution 8**
- (vii) Carolyn Soong Yoke Voon (*Person connected to Dr. Peter Chong Kuok Siong*) to be allocated with up to 200,000 Issue Shares **Ordinary Resolution 9**

AND THAT the Board is also authorised to allot and issue the Issue Shares to the respective eligible Directors or Person Connected to the Directors arising from the Proposed Pink Form Allocations."

BY ORDER OF THE BOARD TOPVISION EYE SPECIALIST BERHAD

WONG YOUN KIM
(MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)

Company Secretary
Kuala Lumpur
8 January 2024

Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at 22 January 2024. Only a depositor whose name appears on the Record of Depositors as at 22 January 2024 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
3. A member shall be entitled to appoint more than 2 proxies to attend and vote at the same meeting.
4. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
6. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
8. The duly completed Form of Proxy must be deposited at the registered office of the Company at Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than 24 hours before the time appointed for the taking of the poll.

PUSAT PAKAR MATA
TOP VISION[®]
EYE SPECIALIST CENTRE
 明亮眼科专科中心

TOPVISION EYE SPECIALIST BERHAD
 (Registration No. 201801011816 (1273832-U))

CDS Account No.	
No. of shares held	

FORM OF PROXY

I/We _____
(FULL NAME IN BLOCK LETTERS)

(NRIC No./ Passport No./ Company Registration No. _____) of _____

(ADDRESS)

Tel No.: _____ Email Address: _____

being a member/members of **TOPVISION EYE SPECIALIST BERHAD**, hereby appoint:

Full Name (in block letters)	NRIC / Passport No.	Proportion of Shareholdings	
		No. Shares	%
Address			
Tel No.:		Email Address:	

and/or (delete as appropriate)

Full Name (in block letters)	NRIC / Passport No.	Proportion of Shareholdings	
		No. Shares	%
Address			
Tel No.:		Email Address:	

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the EXTRAORDINARY GENERAL MEETING ("EGM") of TOPVISION EYE SPECIALIST BERHAD to be conducted on a virtual basis through live streaming from the broadcast venue located at Unit 11-5, No. 2, Block 2, Jalan Setia Prima (S) U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor via online meeting platform at <https://bitly.ws/38n3p> provided by Synergy Professionals Group Sdn. Bhd. in Malaysia on Monday, 29 January 2024 at 3.00 p.m. or at any adjournment thereof.

	FOR	AGAINST
SPECIAL RESOLUTION - PROPOSED WITHDRAWAL OF LISTING		
ORDINARY RESOLUTION 1 - PROPOSED TRANSFER OF LISTING		
ORDINARY RESOLUTION 2 - PROPOSED PINK FORM ALLOCATIONS TO THE ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE GROUP		
ORDINARY RESOLUTION 3 - PROPOSED PINK FORM ALLOCATIONS TO DATUK KENNY LIEW HOCK NEAN		
ORDINARY RESOLUTION 4 - PROPOSED PINK FORM ALLOCATIONS TO DR. PETER CHONG KUOK SIONG		
ORDINARY RESOLUTION 5 - PROPOSED PINK FORM ALLOCATIONS TO TAN KAH POH		
ORDINARY RESOLUTION 6 - PROPOSED PINK FORM ALLOCATIONS TO DR. AZIDA JUANA BINTI WAN AB KADIR		
ORDINARY RESOLUTION 7 - PROPOSED PINK FORM ALLOCATIONS TO LIM MAY WAN		
ORDINARY RESOLUTION 8 - PROPOSED PINK FORM ALLOCATIONS TO DR. ANGELA LOO VOON PEI		
ORDINARY RESOLUTION 9 - PROPOSED PINK FORM ALLOCATIONS TO CAROLYN SOONG YOKE VOON		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions in the absence of specific instruction, your proxy will vote or abstain as he/she thinks fit.

Signed this _____ day of _____, 2024

.....
 Signature of Shareholder/Attorney
 (If Shareholder is a corporation, this part should be executed under seal or under the hand of its officer or attorney duly authorised)

Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at 22 January 2024. Only a depositor whose name appears on the Record of Depositors as at 22 January 2024 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
3. A member shall be entitled to appoint more than 2 proxies to attend and vote at the same meeting.
4. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
6. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
8. The duly completed Form of Proxy must be deposited at the registered office of the Company at Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than 24 hours before the time appointed for the taking of the poll.

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AFFIX
STAMP

The Company Secretary

TOPVISION EYE SPECIALIST BERHAD
Registration No. 201801011816 (1273832-U)
Unit No. EL-11-01, Amcorp Business Suite,
Menara Melawangi, Pusat Perdagangan Amcorp,
No. 18, Jalan Persiaran Barat,
46050 Petaling Jaya, Selangor

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