

**PUSAT PAKAR MATA**  
**TOP VISION<sup>®</sup>**  
**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.