Registration No: 201801011816 (1273832–U)

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

REPORTS AND FINANCIAL STATEMENTS

31 DECEMBER 2023

TOPVISION EYE SPECIALIST BERHAD
(Incorporated in Malaysia)

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TOPVISION EYE SPECIALIST BERHAD
(Incorporated in Malaysia)

CORPORATE INFORMATION

DIRECTORS	Datuk Liew Hock Nean Dr. Peter Chong Kuok Siong Tan Kah Poh (Appointed on 5 September 2023) Dr. Azida Juana Binti Wan Ab Kadir (Appointed on 3 January 2024) Lim May Wan (Appointed on 3 January 2024) Juliana Quah Kooi Hong (Resigned on 2 October 2023)
SECRETARY	Wong Youn Kim (MAICSA 7018778)
REGISTERED OFFICE	Unit No. EL-11-01 Amcorp Business Suite Menara Melawangi Pusat Perdagangan Amcorp No.18, Jalan Persiaran Barat 46050 Petaling Jaya, Selangor
PRINCIPAL PLACE OF BUSINESS	Unit 11-2, 3 & 5, No. 2, Block 2 Jalan Setia Prima (S) U13/S Setia Alam, Seksyen U13 40170 Shah Alam Selangor Darul Ehsan
AUDITORS	Grant Thornton Malaysia PLT (Member Firm of Grant Thornton International Ltd.) Chartered Accountants Level 11, Sheraton Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur
STOCK EXCHANGE LISTING	LEAP Market of Bursa Malaysia Securities Berhad

TOPVISION EYE SPECIALIST BERHAD
(Incorporated in Malaysia)

DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are disclosed in Note 4 to the financial statements.

There have been no significant changes in the nature of the activities of the Company and its subsidiaries during the financial year.

FINANCIAL RESULTS

	Group RM	Company RM
Net profit for the financial year:		
Continuing operations	4,824,369	7,917,048
Attributable to:		
Owners of the Company	4,720,107	
Non-controlling interests	104,262	
	4,824,369	

DIVIDENDS

The amount of dividends declared and paid since the end of the previous financial year is as follows:-

	RM
In respect of the financial year ended 31 December 2023:-	
Interim single tier dividend of 0.8 sen per share declared on 20 October 2023 and paid on 28 November 2023	2,044,764

The Directors do not recommend any final dividend for the financial year ended 31 December 2023.

RESERVES AND PROVISIONS

All material transfers to or from reserves or provisions during the financial year are disclosed in the financial statements.

ISSUE OF SHARES AND DEBENTURES

There were no changes in the issued and paid-up capital of the Company and no debentures were issued during the financial year.

DIRECTORS

The Directors who held office during the financial year and up to the date of this report are as follows:-

Directors of the Company:-
Datuk Liew Hock Nean*
Dr. Peter Chong Kuok Siong*
Tan Kah Poh (Appointed on 5 September 2023)
Dr. Azida Juana Binti Wan Ab Kadir (Appointed on 3 January 2024)
Lim May Wan (Appointed on 3 January 2024)
Juliana Quah Kooi Hong (Resigned on 2 October 2023)

**Directors of the Company and its subsidiaries*

DIRECTORS' INTERESTS IN SHARES

According to the Register of Directors' Shareholdings required to be kept under Section 59(3) of the Companies Act 2016, the interests and deemed interests in the ordinary shares of the Company of those who were Directors at the end of the financial year are as follows:-

	Number of ordinary shares			
	At 1.1.2023	Additions	Sold	At 31.12.2023
The Company				
Direct interests				
Datuk Liew Hock Nean	117,767,071	-	-	117,767,071
Dr. Peter Chong Kuok Siong	53,390,173	-	-	53,390,173
Indirect interest				
Datuk Liew Hock Nean*	12,688,889	-	-	12,688,889

*Deemed interest by virtue of shares held by spouse.

By virtue of their substantial interests in the Company, Datuk Liew Hock Nean and Dr. Peter Chong Kuok Siong are also deemed interested in the shares of the subsidiaries, to the extent that the Company has interest.

Except as disclosed, none of the other Director in office at the end of financial year held any interest in the shares of the Company or its related corporations during the financial year.

DIRECTORS' REMUNERATION

During the financial year, the fees and other benefits received and receivable by the Directors of the Company are as follows:-

	Incurred by the Company RM	Incurred by the Group RM
Salaries and other emoluments	-	2,453,223
Director fees	27,083	27,083
Defined contribution plan	-	265,592
Social security contribution	-	1,898
	27,083	2,747,796

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive any benefits (other than as disclosed in Notes 25 and 26 to the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps:-

(a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and no provision for doubtful debts was required; and

(b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:-

(a) which would it necessary to make any provision for doubtful debts in the financial statements of the Group and of the Company or the amount written off for bad debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or

OTHER STATUTORY INFORMATION (CONT'D)

At the date of this report, the Directors are not aware of any circumstances (cont'd):-

(b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or

(c) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or

(d) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:-

(a) any charge on the assets of the Group and of the Company which have arisen since the end of the financial year which secure the liability of any other person; or

(b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

In the opinion of the Directors:-

(a) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;

(b) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

(c) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of operations of the Group and of the Company for the current financial year in which this report is made.

INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

There were no indemnity coverage or insurance premium paid for the Directors and Officers of the Group and of the Company during the financial year.

EVENTS AFTER THE REPORTING PERIOD

The events after the reporting period are disclosed in Note 33 to the financial statements.

AUDITORS

The Auditors, Grant Thornton Malaysia PLT have expressed their willingness to continue in office.

The amount of audit and other fees paid or payable to the auditor and its member firm by the Group and the Company for the financial year ended 31 December 2023 amounted to RM246,900 and RM33,000 respectively. Further details are disclosed in Note 21 to the financial statements.

The Group and the Company have agreed to indemnify the Auditors, Grant Thornton Malaysia PLT to the extent permissible under the provision of the Companies Act 2016 in Malaysia. However, no payment has been made arising from this indemnity for the financial year.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors.

....)
DATUK LIEW HOCK NEAN)
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) DIRECTORS
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....)
DR. PETER CHONG KUOK SIONG

26 April 2024

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 14 to 62 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and of their financial performance and their cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors.

....	....
DATUK LIEW HOCK NEAN	DR. PETER CHONG KUOK SIONG

26 April 2024

STATUTORY DECLARATION

I, Datuk Liew Hock Nean, being the Director primarily responsible for the financial management of Topvision Eye Specialist Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 14 to 62 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by)
the abovenamed at Kuala Lumpur in the)
Federal Territory this day of)
26 April 2024)

....
DATUK LIEW HOCK NEAN

Before me:

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF

TOPVISION EYE SPECIALIST BERHAD
(Incorporated in Malaysia)
Registration No: 201801011816 (1273832–U)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Topvision Eye Specialist Berhad, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended and notes to the financial statements, including material accounting policy information as set out on pages 14 to 62.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Report on the Audit of the Financial Statements (cont'd)

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Group

Key audit matter	How our audit addressed the key audit matters:-
Revenue recognition Revenue recognition is regarded as a key audit matter because the amount of revenue contributed is significant to the financial statements of the Group and involved the processing of large volumes of transactions. We focused our audit efforts to address the possibility of overstatement of revenue.	• Obtained an understanding of the Group's relevant policies and procedures over the timing and amount of revenue recognised; • Inspected the documents evidencing the delivery of goods and services to customers to determine the point of which control was transferred for goods sold and services rendered; • Performing substantive tests to verify the revenue recognised; • Performing analytical procedures on the trend of revenue recognised to identify any unusual fluctuations; and • Performing cut-off tests around the financial year end to check whether revenue is recognised in the correct accounting period.

The Group's disclosures in respect of revenue recognition are outlined in Note 17 to the financial statements.

Company

There is no key audit matter to be communicated in respect of the audit of the financial statements of the Company.

Report on the Audit of the Financial Statements (cont'd)

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the Directors' Report but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on the Audit of the Financial Statements (cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:-

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Report on the Audit of the Financial Statements (cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

GRANT THORNTON MALAYSIA PLT
(201906003682 & LLP0022494-LCA)
CHARTERED ACCOUNTANTS (AF 0737)

ALEX KINGSLEY CHUA
(NO: 03629/12/2025 J)
CHARTERED ACCOUNTANT

Kuala Lumpur
26 April 2024

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2023

		Group		Company	
	Note	2023	2022	2023	2022
		RM	RM	RM	RM
ASSETS					
Non-current assets					
Property, plant and equipment	3	34,905,513	32,515,822	-	-
Investment in subsidiaries	4	-	-	21,118,866	19,473,866
Amount due from subsidiaries	5	-	-	6,507,978	-
Total non-current assets		34,905,513	32,515,822	27,626,844	19,473,866
Current assets					
Inventories	6	2,061,952	1,819,551	-	-
Trade receivables	7	1,410,373	1,134,405	-	-
Other receivables	8	1,951,408	1,252,318	965,525	348,740
Amount due from subsidiaries	5	-	-	500,000	4,060,000
Tax recoverable		27,443	-	-	-
Cash and bank balances		6,573,039	6,322,497	129,461	11,162
Short-term investments	9	3,103,084	4,415,063	1,632,814	947,704
Fixed deposit with a licensed bank	10	210,000	210,000	-	-
Total current assets		15,337,299	15,153,834	3,227,800	5,367,606
TOTAL ASSETS		50,242,812	47,669,656	30,854,644	24,841,472
EQUITY AND LIABILITIES					
EQUITY					
Equity attributable to owners of the Company:-					
Share capital	11.1	17,331,212	17,331,212	17,331,212	17,331,212
Merger deficit	11.2	(3,641,468)	(3,641,468)	-	-
Retained earnings		15,714,540	12,994,411	13,329,344	7,457,060
		29,404,284	26,684,155	30,660,556	24,788,272
Non-controlling interests (“NCI”)	4	622,792	278,316	-	-
Total equity		30,027,076	26,962,471	30,660,556	24,788,272

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2023 (CONT'D)

		Group		Company	
	Note	2023	2022	2023	2022
		RM	RM	RM	RM
EQUITY AND LIABILITIES (CONT'D)					
LIABILITIES					
Non-current liabilities					
Lease liabilities	12	8,487,582	8,538,435	-	-
Borrowings	13	6,434,939	7,025,087	-	-
Deferred tax liabilities	14	5,000	5,000	-	-
Total non-current liabilities		14,927,521	15,568,522	-	-
Current liabilities					
Trade payables	15	665,388	599,913	-	-
Other payables	16	2,513,480	2,322,304	194,088	53,200
Lease liabilities	12	1,193,357	1,025,427	-	-
Borrowings	13	578,900	534,995	-	-
Tax payable		337,090	656,024	-	-
Total current liabilities		5,288,215	5,138,663	194,088	53,200
Total liabilities		20,215,736	20,707,185	194,088	53,200
TOTAL EQUITY AND LIABILITIES		50,242,812	47,669,656	30,854,644	24,841,472

The accompanying notes form an integral part of the financial statements.

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

		Group		Company	
	Note	2023 RM	2022 RM	2023 RM	2022 RM
Revenue	17	42,958,479	39,454,700	9,400,000	8,379,258
Cost of services		(21,756,572)	(19,354,643)	-	-
Gross profit		21,201,907	20,100,057	9,400,000	8,379,258
Other income	18	11,279	12,600	-	-
Administrative expenses		(13,020,222)	(10,535,823)	(113,111)	(134,077)
Other expenses		-	(1,562,759)	-	(440,000)
Operating profit		8,192,964	8,014,075	9,286,889	7,805,181
Finance costs	19	(777,335)	(630,827)	(1,409,522)	-
Finance income	20	98,617	97,825	39,681	33,546
Profit before tax	21	7,514,246	7,481,073	7,917,048	7,838,727
Tax expense	22	(2,689,877)	(2,625,840)	-	-
Profit from continuing operations, net of tax		4,824,369	4,855,233	7,917,048	7,838,727
Profit from discontinued operations, net of tax	23	-	1,259,194	-	-
Net profit/Total comprehensive income for the financial year		4,824,369	6,114,427	7,917,048	7,838,727

TOPVISION EYE SPECIALIST BERHAD
(Incorporated in Malaysia)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONT'D)

	Note	Group 2023 RM	Group 2022 RM
Net profit/Total comprehensive income for the financial year attributable to owners of the Company:-			
- Continuing operations		4,720,107	4,855,233
- Discontinued operations		-	636,434
Non-controlling interests		104,262	622,760
		4,824,369	6,114,427
Earnings per share attributable to owners of the Company:-			
- Basic/Diluted (sen)			
Profit from continuing operations		1.85	1.90
Profit from discontinued operations		-	0.25
Total	24	1.85	2.15

The accompanying notes form an integral part of the financial statements.

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TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

		Attributable to owners of the Company				
		← Non-distributable	→	Distributable		
	Note	Share capital RM	Merger deficit RM	Retained earnings RM	Non-controlling interests RM	Total RM
Group						
Balance at 1 January 2022		17,331,212	(3,641,468)	9,446,267	970,774	24,106,785
Total comprehensive income for the financial year		-	-	5,491,667	622,760	6,114,427
Transactions with owners:-						
Dividends	29	-	-	(2,044,764)	(2,982,997)	(5,027,761)
Disposal of a subsidiary		-	-	-	1,559,020	1,559,020
Transfer of shares to non-controlling interests of subsidiaries	4	-	-	101,241	108,759	210,000
		-	-	(1,943,523)	(1,315,218)	(3,258,741)
Balance at 31 December 2022		17,331,212	(3,641,468)	12,994,411	278,316	26,962,471
Total comprehensive income for the financial year		-	-	4,720,107	104,262	4,824,369
Transactions with owners:-						
Dividend	29	-	-	(2,044,764)	-	(2,044,764)
Transfer of shares to non-controlling interests of subsidiaries	4	-	-	44,786	240,214	285,000
		-	-	(1,999,978)	240,214	(1,759,764)
Balance at 31 December 2023		17,331,212	(3,641,468)	15,714,540	622,792	30,027,076

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONT'D)

	Note	Non-distributable Share capital RM	Distributable Retained earnings RM	Total RM
Company				
Balance at 1 January 2022		17,331,212	1,663,097	18,994,309
Total comprehensive income for the financial year		-	7,838,727	7,838,727
Transaction with owners:-				
Dividend	29	-	(2,044,764)	(2,044,764)
Balance at 31 December 2022		17,331,212	7,457,060	24,788,272
Total comprehensive income for the financial year		-	7,917,048	7,917,048
Transaction with owners:-				
Dividend	29	-	(2,044,764)	(2,044,764)
Balance at 31 December 2023		17,331,212	13,329,344	30,660,556

The accompanying notes form an integral part of the financial statements.

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group 2023 RM	Group 2022 RM	Company 2023 RM	Company 2022 RM
OPERATING ACTIVITIES					
Profit before tax					
- Continuing operations		7,514,246	7,481,073	7,917,048	7,838,727
- Discontinued operations		-	1,640,402	-	-
		7,514,246	9,121,475	7,917,048	7,838,727
Adjustments for:-					
Bad debts written off		133	1,706	-	-
Depreciation of property, plant and equipment		4,131,401	3,029,268	-	-
Property, plant and equipment written off		-	24,440	-	-
Loss on disposal of property, plant and equipment		-	7,411	-	-
Loss on disposal of a subsidiary		-	1,561,053	-	440,000
Interest income		(98,617)	(97,825)	(39,681)	(33,546)
Interest expenses		777,335	631,371	1,409,522	-
Operating profit before working capital changes		12,324,498	14,278,899	9,286,889	8,245,181
Changes in working capital:-					
Inventories		(242,401)	(585,067)	-	-
Receivables		(975,191)	2,164,632	(616,785)	(348,740)
Payables		256,651	(2,316,394)	140,888	276
Cash generated from operations		11,363,557	13,542,070	8,810,992	7,896,717
Tax paid		(3,036,254)	(3,395,457)	-	-
Net cash from operating activities		8,327,303	10,146,613	8,810,992	7,896,717
INVESTING ACTIVITIES					
Subscription of shares from incorporation of subsidiaries		-	-	(100,000)	(220,000)
Subscription of additional shares in existing subsidiaries		-	-	(1,830,000)	(3,000,000)
Advances to subsidiaries		-	-	(4,357,500)	(2,180,000)
Net cash (outflow)/proceeds from disposal of a subsidiary		-	(43,911)	-	10,000
Proceeds from disposal of property, plant and equipment		-	13,620	-	-
Interest received		98,617	97,825	39,681	33,546
Proceeds from transfer of shares of subsidiaries to non-controlling interests		285,000	210,000	285,000	210,000
Purchase of property, plant and equipment	A	(5,002,609)	(6,491,068)	-	-
Net cash used in investing activities		(4,618,992)	(6,213,534)	(5,962,819)	(5,146,454)

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONT'D)

	Note	Group 2023 RM	Group 2022 RM	Company 2023 RM	Company 2022 RM
FINANCING ACTIVITIES					
Dividend paid		(2,044,764)	(2,044,764)	(2,044,764)	(2,044,764)
Dividends paid by a subsidiary to NCI		-	(2,982,997)	-	-
Interest paid		(939,818)	(775,138)	-	-
Repayment of term loans		(546,243)	(561,308)	-	-
Repayment of lease liabilities	C	(1,238,923)	(946,270)	-	-
Net cash used in financing activities		(4,769,748)	(7,310,477)	(2,044,764)	(2,044,764)
CASH AND CASH EQUIVALENTS					
At the beginning of financial year		10,737,560	14,114,958	958,866	253,367
Net changes		(1,061,437)	(3,377,398)	803,409	705,499
At the end of financial year	B	9,676,123	10,737,560	1,762,275	958,866

NOTES TO STATEMENTS OF CASH FLOWS

A. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

	Group 2023 RM	Group 2022 RM
Total additions, net of reversal	6,358,609	10,026,422
Purchase through lease arrangements	(1,356,000)	(3,535,354)
Cash payment	5,002,609	6,491,068

B. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statements of cash flows comprise the following statements of financial position items:-

	Group 2023 RM	Group 2022 RM	Company 2023 RM	Company 2022 RM
Cash and bank balances	6,573,039	6,322,497	129,461	11,162
Short-term investments	3,103,084	4,415,063	1,632,814	947,704
Fixed deposit with a licensed bank	210,000	210,000	-	-
	9,886,123	10,947,560	1,762,275	958,866
Less: Fixed deposits with a licensed bank pledged as security for banking facilities	(210,000)	(210,000)	-	-
Cash and cash equivalents	9,676,123	10,737,560	1,762,275	958,866

TOPVISION EYE SPECIALIST BERHAD

(Incorporated in Malaysia)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONT'D)

NOTES TO STATEMENTS OF CASH FLOWS (CONT'D)

C. CASH OUTFLOWS FOR LEASES AS A LESSEE

	Group	
	2023	2022
	RM	RM
Payment relating to short-term leases	207,600	207,600
Payment of lease liabilities	1,238,923	946,270
Payment of interest on lease liabilities	602,319	479,007
	2,048,842	1,632,877

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	1.1.2023	Additions	Repayments	31.12.2023
	RM	RM	RM	RM
Group				
Lease liabilities	9,563,862	1,356,000	(1,238,923)	9,680,939
Term loans	7,560,082	-	(546,243)	7,013,839

	1.1.2022	Additions	Lease modification	Repayments	31.12.2022
	RM	RM	RM	RM	RM
Group					
Lease liabilities	6,555,021	3,535,354	419,757	(946,270)	9,563,862
Term loans	8,121,390	-	-	(561,308)	7,560,082

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

1. GENERAL INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the LEAP Market of the Bursa Malaysia Securities Berhad. The registered office of the Company is located at Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor. The principal place of business of the Company is located at Unit 11-2, 3 & 5, No. 2, Block 2, Jalan Setia Prima (S) U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are disclosed in Note 4 to the financial statements.

There have been no changes in the nature of the activities of the Company and its subsidiaries during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 26 April 2024.

2. BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements of the Group and of Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards ("IFRSs") and the requirements of the Companies Act 2016 in Malaysia.

2.2 Basis of measurement

The financial statements of the Group and of the Company are prepared under the historical cost convention, unless otherwise indicated in the material accounting policy information.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.3 Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency and all values are rounded to the nearest RM except when otherwise stated.

2. BASIS OF PREPARATION (CONT'D)

2.4 MFRSs

2.4.1 Adoption of new standards/amendments/improvements to MFRSs

At the beginning of the current financial year, the Group and the Company adopted new standards/amendments/improvements to MFRSs which are mandatory for the current financial year.

Initial application of the amendments/improvements to the MFRSs did not have material impact to the financial statements, except for:-

Amendments to MFRS 101 presentation of financial statements - Disclosure of accounting policies

The amendments change the requirements in MFRS 101 with regard to disclosure of accounting policies. The amendments replace all instances of the term "significant" with "material". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in MFRS 101 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. The Malaysian Accounting Standards Board has also developed guidance and examples to explain and demonstrate the application of the "four step materiality process" described in MFRS Practice Statement 2.

The amendments have had an impact on the Group's and the Company's disclosures of accounting policies but not on the measurement, recognition or presentation of any items in the Group's and the Company's financial statements.

2.4.2 Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group and the Company's financial statements are disclosed below. The Group and the Company intend to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Amendments to MFRSs effective for financial periods beginning on or after 1 January 2024:-

Amendments to MFRS 16	Lease: Lease liabilities in a sale and leaseback

2. BASIS OF PREPARATION (CONT'D)

2.4 MFRSs (cont'd)

2.4.2 Standards issued but not yet effective (cont'd)

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group and the Company's financial statements are disclosed below. The Group and the Company intend to adopt these new and amended standards and interpretations, if applicable, when they become effective (cont'd).

Amendments to MFRSs effective for financial periods beginning on or after 1 January 2024 (cont'd):-

Amendments to MFRS 101	Presentation of financial statements: Non-current liabilities with covenants
Amendments to MFRS 101	Presentation of financial statements: Classification of liabilities as current or non-current
Amendments to MFRS 107 and MFRS 7	Statement of cash flows and financial instruments: Disclosures: Supplier finance arrangements

Amendments to MFRSs effective for financial period beginning on or after 1 January 2025:-

Amendments to MFRS 121*	The effect of changes in foreign exchange rates: Lack of exchangeability

Amendments to MFRSs effective for a date to be confirmed:-

Amendments to MFRS 10 and MFRS 128	Consolidated financial statements and investments in associate and joint ventures - Sale or contribution of assets between an investor and its associate or joint venture

* Not applicable to the Group and the Company's operations.

The initial application of the new and amended standards are not expected to have any material impact to the financial statements of the Group and the Company.

2.5 Significant accounting estimates and judgements

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's and of the Company's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

2. BASIS OF PREPARATION (CONT'D)

2.5 Significant accounting estimates and judgements (cont'd)

2.5.1 Estimation uncertainty

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below.

Useful lives of depreciable assets

Property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of the property, plant and equipment and right-of-use assets to be 3 to 51 years and reviews the useful lives of depreciable assets at each reporting date. The management assesses that the useful lives represent the expected utility of the assets to the Group. Actual results, however, may vary due to changes in the expected level of usage and developments, resulting in adjustment to the Group's assets.

The management expects that the expected useful lives would not have material difference from the management's estimation hence it would not result in material variance in the Group's profit for the financial year.

Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences, unabsorbed business losses and unutilised capital allowances, to the extent that it is probable that taxable profit will be available against which they can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with future tax planning strategies.

The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget or forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. If a positive forecast of taxable income indicates the probable use of deductible temporary differences, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties are assessed individually by management based on the specific facts and circumstances.

Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the times the estimates are made. The realisation of these inventories may be affected by market-driven changes that may occur in the future.

2. BASIS OF PREPARATION (CONT'D)

2.5 Significant accounting estimates and judgements (cont'd)

2.5.1 Estimation uncertainty (cont'd)

Inventories (cont'd)

The management reviews inventories to identify damaged, obsolete and slow-moving inventories which require judgement and changes in such estimates could result in revision to the valuation of inventories.

The management expects that the expected net realisable values of the inventories would not have material difference from the management's estimation of a net realisable value, hence, it would not result in material variance in the Group's profit for the financial year.

Provision for expected credit losses ("ECL") of receivables

Credit losses are the differences between all contractual cash flows of the Group and the Company that are due and the cash flows that it actually expects to receive. An expected credit loss is the probability-weighted estimate of credit losses which requires the Group's and the Company's judgement. The expected credit losses are discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Group and the Company use a provision matrix to calculate ECL for receivables. The provision rates are based on days past due for grouping of various customer segments that have similar loss patterns such as geography, customer type and other forms of credit insurance.

The provision matrix is initially based on the Group's and the Company's historical observed default rates. The Group and the Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every quarterly reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed rates, forecast economic conditions and ECL is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's and the Company's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default rate in the future.

2. BASIS OF PREPARATION (CONT'D)

2.5 Significant accounting estimates and judgements (cont'd)

2.5.1 Estimation uncertainty (cont'd)

Impairment of non-financial assets

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. The actual results may vary, and may cause significant adjustments to the Group's or the Company's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

Income taxes

Significant estimation is involved in determining the Group's and the Company's provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognise liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the period in which such determination is made.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected lives of the share options and making assumptions about them.

2. BASIS OF PREPARATION (CONT'D)

2.5 Significant accounting estimates and judgements (cont'd)

2.5.1 Estimation uncertainty (cont'd)

Share-based payments (cont'd)

The assumptions used for estimating fair value for share-based payment transactions and the amounts are disclosed in Note 25 to the financial statements.

2.5.2 Significant management judgement

There are no critical judgements used when preparing the financial statements, except for the following:-

Determining the lease term of contracts with renewal options

The Group determines the lease term with any periods covered by an option to extend the lease if it is reasonably certain to be exercised.

The lease contracts that include extension options. The Group applies judgement in evaluating whether to exercise the option to renew or terminate the lease. It consider all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The Group included the renewal period as part of the lease term for such lease. The Group typically exercises its option to renew for those leases with renewal option.

3. PROPERTY, PLANT AND EQUIPMENT

Group	Shoplots RM	Leasehold land RM	Freehold buildings RM	Freehold land RM	Computer equipment and software RM	Furniture and fittings RM	Instrument RM	Medical equipment RM	Motor vehicles RM	Office equipment RM	Renovation RM	Signage RM	Capital work-in-progress RM	Total RM
Cost														
At 1.1.2022	5,528,321	7,657,351	6,911,706	346,064	257,768	602,447	41,376	7,146,666	679,329	1,687,720	6,141,198	102,324	1,552,358	38,654,628
Additions	2,765,954	851,538	161,869	-	159,348	195,994	76,871	1,148,043	-	20,655	1,194,072	71,800	3,380,278	10,026,422
Lease modifications	419,757	-	-	-	-	-	-	-	-	-	-	-	-	419,757
Borrowing cost capitalised	-	-	-	-	-	-	-	-	-	-	-	-	143,767	143,767
Reclassification	-	-	-	-	-	-	9,109	35,129	-	-	334,929	-	(379,167)	-
Disposal	-	-	-	-	(21,779)	-	(9,959)	-	-	-	-	-	-	(31,738)
Written off	(35,043)	-	-	-	(1,558)	-	-	(8,908)	-	(1,171)	-	-	-	(46,680)
At 31.12.2022	8,678,989	8,508,889	7,073,575	346,064	393,779	798,441	117,397	8,320,930	679,329	1,707,204	7,670,199	174,124	4,697,236	49,166,156
Additions	-	-	-	-	155,622	261,687	58,269	1,717,374	-	71,486	1,485,716	168,600	2,449,855	6,368,609
Borrowing cost capitalised	-	-	-	-	-	-	-	-	-	-	-	-	162,483	162,483
Reclassification	-	-	-	-	24,995	197,431	54,314	406,270	-	20,222	2,453,505	-	(3,156,737)	-
Reversal	-	-	-	-	-	-	-	-	-	-	-	-	(10,000)	(10,000)
At 31.12.2023	8,678,989	8,508,889	7,073,575	346,064	574,396	1,257,559	229,980	10,444,574	679,329	1,798,912	11,609,420	342,724	4,142,837	55,687,248
Accumulated depreciation														
At 1.1.2022	770,610	471,028	907,069	-	168,611	400,367	27,835	4,557,650	567,194	1,081,284	4,631,883	70,482	-	13,654,013
Charge for the financial year	483,545	173,664	145,155	-	47,974	101,170	20,129	975,069	73,137	294,695	695,994	18,736	-	3,029,268
Disposal	-	-	-	-	(10,693)	-	(14)	-	-	-	-	-	-	(10,707)
Written off	(14,601)	-	-	-	-	-	-	(7,424)	-	(215)	-	-	-	(22,240)
At 31.12.2022	1,239,554	644,692	1,052,224	-	205,892	501,537	47,950	5,525,295	640,331	1,375,764	5,327,877	89,218	-	16,650,334
Charge for the financial year	585,279	236,358	148,393	-	68,392	172,079	43,745	1,365,932	38,995	250,091	1,175,457	46,680	-	4,131,401
At 31.12.2023	1,824,833	881,050	1,200,617	-	274,284	673,616	91,695	6,891,227	679,326	1,625,855	6,503,334	135,898	-	20,781,735
Net carrying amount														
At 31.12.2023	6,854,156	7,627,839	5,872,958	346,064	300,112	583,943	138,285	3,553,347	3	173,057	5,106,086	206,826	4,142,837	34,905,513
At 31.12.2022	7,439,435	7,864,197	6,021,351	346,064	187,887	296,904	69,447	2,795,635	38,998	331,440	2,342,322	84,906	4,697,236	32,515,822

3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(a) Included in the net carrying amount of property, plant and equipment are right-of-use assets as follows:-

	Group	
	2023 RM	2022 RM
Leasehold land	7,627,839	7,864,197
Shoplots	6,854,156	7,439,435
Motor vehicles*	-	38,998
Medical equipment	2,236,601	1,513,537
	16,718,596	16,856,167

* Lease ended during the year

Depreciation charge of right-of-use assets are as follows:-

	2023 RM	2022 RM
Leasehold land	236,358	173,664
Shoplots	585,279	483,545
Motor vehicles	38,995	73,137
Medical equipment	632,928	486,094
	1,493,560	1,216,440

Additions to right-of-use assets are as follows:-

	2023 RM	2022 RM
Leasehold land	-	851,538
Shoplots	-	2,765,954
Medical equipment	1,356,000	769,400
	1,356,000	4,386,892

Lease modifications of right-of-use assets is as follows:-

	2023 RM	2022 RM
Shoplots	-	419,757

Right-of-use assets written off are as follows:-

	2023 RM	2022 RM
Shoplots	-	20,442

3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(b) The freehold buildings, freehold land and leasehold land are pledged to licensed banks as security for banking facilities granted to the Group.

Material accounting policy information

(a) Recognition and measurement

Property, plant and equipment

All property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses, if any.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

(b) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Freeland land is not depreciated. Property, plant and equipment under construction or capital work-in-progress are not depreciated until the assets are ready for their intended use. Right-of-use assets are depreciated on a straight-line basis over the earlier of their estimated useful lives or the end of the lease term.

The estimated useful lives for the current and comparative periods are as follows:

Property, plant and equipment

Freehold buildings	2%
Computer equipment and software	20%
Furniture and fittings	20%
Instrument	20%
Medical equipment	20%
Office equipment	20%
Renovation	10% - 20%
Signage	20%

Right-of-use assets

Leasehold land	51 years
Shoplots	9 to 18 years
Motor vehicles	3 to 5 years
Medical equipment	3 to 5 years

4. INVESTMENT IN SUBSIDIARIES

	Company 2023 RM	Company 2022 RM
Unquoted shares, at cost	21,118,866	19,473,866

The details of the subsidiaries are as follows:-

Name of subsidiaries	Principal place of business	Effective equity interest 2023 %	Effective equity interest 2022 %	Principal activities
Topvision Eye Specialist Centre (Setia Alam) Sdn. Bhd. ("TESC-SA")	Malaysia	100	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision Eye Specialist Centre Sdn. Bhd. ("TESC")	Malaysia	100	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Top Vision Eye Specialist Centre (Batu Pahat) Sdn. Bhd. ("TESC-BP")	Malaysia	100	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision Eye Specialist Centre (Kuala Selangor) Sdn. Bhd. ("TESC-KS")	Malaysia	100	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision Eye Specialist Centre (Kulai) Sdn. Bhd. ("TESC-K")	Malaysia	100	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision International Eye Specialist Centre Sdn. Bhd. ("TVI")	Malaysia	100	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision Eye Specialist Centre (Southkey) Sdn. Bhd. ("TESC-SK")	Malaysia	75	82.50	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision Eye Specialist Centre (Seremban) Sdn. Bhd. ("TESC-SB")	Malaysia	94	97	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision Eye Specialist Centre (Taiping) Sdn. Bhd. ("TESC-TP")	Malaysia	97	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Topvision Eye Specialist Centre (Kota Bharu) Sdn. Bhd. ("TESC-KB")	Malaysia	99.25	100	Engaged in the provision of ophthalmology services and related medical consultancy.

4. INVESTMENT IN SUBSIDIARIES (CONT'D)

The details of the subsidiaries are as follows (cont'd):-

Name of subsidiaries	Principal place of business	Effective equity interest 2023 %	2022 %	Principal activities
Topvision Eye Specialist Centre (Sungai Petani) Sdn. Bhd. ("TESC-SP")	Malaysia	100	100	Engaged in the provision of ophthalmology services and related medical consultancy.
Topwellness Healthcare Sdn. Bhd. ("THSB")	Malaysia	100	100	Marketing of eye supplements and health food products and retail sale of food and beverage.
Topvision Eye Specialist Centre (Mentakab) Sdn. Bhd. ("TESC-M")	Malaysia	100	-	Engaged in the provision of ophthalmology services and related medical consultancy.

Incorporation of subsidiaries/Subscription of additional shares in subsidiaries/ Disposal of shares in subsidiaries

2023

(i) On 26 April 2023, the Company disposed 75,000 shares of TESC-SK to a doctor of the subsidiary for a total cash consideration of RM75,000. Consequently, the Company's effective equity interest decreased to 78.75%.

(ii) On 26 April 2023, the Company disposed 30,000 shares of TESC-SB to a doctor of the subsidiary for a total cash consideration of RM30,000. Consequently, the Company's effective equity interest decreased to 95.50%.

(iii) On 26 April 2023, the Company disposed 30,000 shares of TESC-TP to a doctor of the subsidiary for a total cash consideration of RM30,000. Consequently, the Company's effective equity interest decreased to 98.50%.

(iv) On 4 July 2023, the Company incorporated a wholly-owned subsidiary, TESC-M, with a paid-up capital comprising 100,000 ordinary shares for a total cash consideration of RM100,000.

(v) On 1 August 2023, the Company acquired additional 800,000 newly issued shares of TESC-SP at RM1 each for cash consideration of RM800,000, which did not result in changes in effective equity interest.

(vi) On 1 August 2023, the Company acquired additional 130,000 newly issued shares of THSB at RM1 each for cash consideration of RM130,000, which did not result in changes in effective equity interest.

4. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

Incorporation of subsidiaries/Subscription of additional shares in subsidiaries/ Disposal of shares in subsidiaries (cont'd)

2023 (cont'd)

(vii) On 6 September 2023, the Company disposed 30,000 shares of TESC-SB to a doctor of the subsidiary for a total cash consideration of RM30,000. Consequently, the Company's effective equity interest decreased to 94%.

(viii) On 6 September 2023, the Company disposed 15,000 shares of TESC-KB to a doctor of the subsidiary for a total cash consideration of RM15,000. Consequently, the Company's effective equity interest decreased to 99.25%.

(ix) On 6 September 2023, the Company disposed 75,000 shares of TESC-SK to a doctor of the subsidiary for a total cash consideration of RM75,000. Consequently, the Company's effective equity interest decreased to 75%.

(x) On 13 October 2023, the Company acquired additional 50,000 newly issued shares of THSB at RM1 for each for a cash consideration of RM50,000, which did not result in changes in effective equity interest.

(xi) On 13 October 2023, the Company acquired additional 50,000 newly issued shares of TESC-M at RM1 for each for a cash consideration of RM50,000, which did not result in changes in effective equity interest.

(xii) On 6 December 2023, the Company acquired additional 50,000 newly issued shares of THSB at RM1 each for cash consideration of RM50,000, which did not result in changes in effective equity interest.

(xiii) On 6 December 2023, the Company acquired additional 250,000 newly issued shares of TESC-M at RM1 each for cash consideration of RM250,000, which did not result in changes in effective equity interest.

(xiv) On 15 December 2023, the Company disposed 30,000 shares of TESC-TP to a doctor of the subsidiary for a total cash consideration of RM30,000. Consequently, the Company's effective equity interest decreased to 97%.

(xv) On 21 December 2023, the Company acquired additional 500,000 newly issued shares of TESC-M at RM1 each for cash consideration of RM500,000, which did not result in changes in effective equity interest.

2022

(i) On 3 January 2022, the Company incorporated a wholly-owned subsidiary, TESC-KB, with a paid-up capital comprising 100,000 ordinary shares for a total cash consideration of RM100,000.

4. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

Incorporation of subsidiaries/Subscription of additional shares in subsidiaries/ Disposal of shares in subsidiaries (cont'd)

<u>**2022 (cont'd)**</u>

(ii) On 18 February 2022, the Company disposed 30,000 shares TESC-SB to a doctor of the subsidiary for a total cash consideration of RM30,000. Consequently, the Company's effective equity interest decreased to 98.5%.

(iii) On 18 February 2022, the Company disposed 75,000 shares of TESC-SK to a doctor of the subsidiary for a total cash consideration of RM75,000. Consequently, the Company's effective equity interest decreased to 86.25%.

(iv) On 21 February 2022, the Company acquired additional 490,000 newly issued shares of TESC-KB at RM1 each for cash consideration of RM490,000, which did not result in changes in effective equity interest.

(v) On 13 April 2022, the Company incorporated a wholly-owned subsidiary, TESC-SP, with a paid-up capital comprising 100,000 ordinary shares for a total cash consideration of RM100,000.

(vi) On 31 May 2022, the Company acquired additional 210,000 newly issued shares of TESC-KB at RM1 each for cash consideration of RM210,000, which did not result in changes in effective equity interest.

(vii) On 15 July 2022, the Company acquired additional 700,000 newly issued shares of TESC-KB at RM1 each for cash consideration of RM700,000, which did not result in changes in effective equity interest.

(viii) On 1 September 2022, the Company acquired additional 500,000 newly issued shares of TESC-KB at RM1 each for cash consideration of RM500,000, which did not result in changes in effective equity interest.

(ix) On 30 September 2022, the Company incorporated a wholly-owned subsidiary, THSB, with a paid-up capital comprising 20,000 ordinary shares for a total cash consideration of RM20,000.

(x) On 15 November 2022, the Company disposed 30,000 shares of TESC-SB to a doctor of the subsidiary for a total cash consideration of RM30,000. Consequently, the Company's effective equity interest decreased to 97%.

(xi) On 15 November 2022, the Company disposed 75,000 shares of TESC-SK to a doctor of the subsidiary for a total cash consideration of RM75,000. Consequently, the Company's effective equity interest decreased to 82.5%.

(xii) On 22 December 2022, the Company acquired additional 1,100,000 newly issued shares of TESC-SP at RM1 each for cash consideration of RM1,100,000, which did not result in changes in effective equity interest.

4. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

Incorporation of subsidiaries/Subscription of additional shares in subsidiaries/ Disposal of shares in subsidiaries (cont'd)

2022 (cont'd)

(xiii) On 29 December 2022, the Company disposed 50.10% of the equity interest of Novel Glove International Sdn. Bhd. ("NGISB"), comprising 5,010 ordinary shares representing its entire equity interest for a total cash consideration of RM10,000.

Disposal of a subsidiary

2022

The effect of the disposal of NGISB on the financial position of the Group as at the date of disposal is as follows:

	NGISB RM
Cash and bank balances	53,911
Other payables	(12,000)
Tax payable	(29,878)
Net assets disposed	12,033
Non-controlling interest	1,559,020
Loss on disposal	(1,561,053)
Proceeds from disposal	10,000
(-) Cash and cash equivalents disposed	(53,911)
Net cash (outflows) from disposal	(43,911)

Non-controlling interest in a subsidiary

The Group's subsidiary that has material NCI is as follows:-

	Percentage of ownership interest and voting interest %	Carrying amount of non-controlling interests RM	Total comprehensive income allocated to non-controlling interests RM
31 December 2023			
TESC-SK	25%	429,091	97,494

4. INVESTMENT IN SUBSIDIARIES (CONT'D)

Non-controlling interest in a subsidiary (cont'd)

The summary of financial information before intra-group elimination for the Group's subsidiary that has material non-controlling interest is as below:-

	Summary of financial position					**Summary of post-acquisition financial performance**		**Summary of cash flows**				**Other information**
	Non-current assets RM	Current assets RM	Non-current liabilities RM	Current liabilities RM	Net assets RM	Revenue RM	Total comprehensive income RM	Net cash from operating activities RM	Net cash used in investing activities RM	Net cash used in financing activities RM	Net cash inflows RM	Dividend to non-controlling shareholder of subsidiary RM
31 December 2023												
TESC - SK	2,702,820	1,715,101	2,067,197	620,233	1,730,491	4,349,752	488,172	1,066,293	(7,064)	(397,534)	661,695	-

As at the end of the financial year ended 31 December 2022, there were no subsidiaries of the Group that had material non-controlling interest.

4. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

Material accounting policy information

Investment in subsidiaries are measured in Company's statement of financial position at cost less any impairment losses.

Upon the disposal of investment in a subsidiary, the difference between the net disposal proceeds and it carrying amounts is included in profit or loss.

Acquisition of subsidiary with non-controlling interests

The Group elects to measure the non-controlling interests in the acquiree at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

5. **AMOUNT DUE FROM SUBSIDIARIES**

Amount due from subsidiaries are non-trade in-nature, unsecured, non-interest bearing and repayable on demand except for an amount of RM6,507,978 (2022: Nil) that is repayable over 3 to 5 years (2022: Nil). Consequently, finance costs of RM1,409,522 (2022: Nil) are recognised in the profit or loss representing the discounting effect on the amount due from subsidiaries classified under non-current assets based on a discount rate of 4.85% (2022: Nil).

6. **INVENTORIES**

	Group	
	2023 RM	2022 RM
Consumable and goods held for sale	2,061,952	1,819,551
Recognised in profit or loss:-		
Inventories recognised as cost of sales	7,194,837	6,826,808

Material accounting policy information

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is calculated using the first-in-first-out method.

7. **TRADE RECEIVABLES**

Trade receivables are unsecured, non-interest bearing and the normal trade credit terms are on cash basis or credit term of 30 to 90 days (2022: cash basis or credit term of 30 to 90 days) are granted for certain customers, of which, short term credit terms are assessed and approved on a case-by-case basis. They are recognised at their original invoice amount which represent their fair values on initial recognition.

8. OTHER RECEIVABLES

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Non-trade receivables	148,498	2,800	-	-
Deposits	431,222	379,362	-	-
Prepayments	1,371,688	870,156	965,525	348,740
	1,951,408	1,252,318	965,525	348,740

9. SHORT-TERM INVESTMENTS

The short-term investments are managed and invested into fixed income securities and money market instruments by fund management companies. The short-term investments are readily convertible to cash.

The average effective interest rates for the short-term investments are ranging from 2.12% to 3.00% (2022: 1.61% to 2.00%) per annum.

10. FIXED DEPOSIT WITH A LICENSED BANK

Fixed deposit with a licensed bank has been pledged as security for the banking facilities granted to the Group and hence is not available for general use.

The fixed deposit placed with a licensed bank of the Group bears interest at effective interest rate of 4.09% (2022: 4.09%) per annum.

11. CAPITAL AND RESERVES

11.1 Share capital

	Number of ordinary shares Unit	Amount RM
Group and Company		
Issued and fully paid with no par value:		
At 31.12.2023/31.12.2022	255,595,535	17,331,212

11.2 Merger deficit

The merger deficit arose when the combination took place, it comprises the difference between the cost of merger and the nominal value of shares acquired in TESC-SA, TESC, TESC-BP, TESC-KS and TESC-K.

11. CAPITAL AND RESERVES (CONT'D)

Material accounting policy information

A business combination involving entities under common control is a business combination in which all the combining entities or business are ultimately controlled by same party or parties both before or after the business combination, and that control is not transitory. The acquisition of TESC-SA, TESC, TESC-BP, TESC-KS and TESC-K resulted in a business involving common control entities since the entities were controlled by common Directors and under common shareholders before and immediately after the acquisition, and accordingly the accounting treatment is outside the scope of MFRS 3. For such common control business combinations, the merger accounting principles are used to include the assets, liabilities, results, equity changes and cash flows of the combining entities in the consolidated financial statements.

Under the merger method of accounting, the results of subsidiary are presented as if the merger had been affected throughout the current and previous periods. The assets and liabilities combined are accounted for based on the carrying amounts from the perspective of the common control shareholders at the date of transfer. On consolidation, the cost of the merger is cancelled with the values of the shares received. Any resulting credit difference is classified as equity and regarded as a non-distributable reserve. Any resulting debit difference is adjusted against any suitable reserve. Any reserves which are attributable to share capital of the merged entities, to the extent that they have not been capitalised by a debit difference, are reclassified and presented as movement in other capital reserves.

12. LEASE LIABILITIES

Lease liabilities are presented in the statements of financial position as follows:-

	Group	
	2023	2022
	RM	RM
Lease liabilities		
Current	1,193,357	1,025,427
Non-current	8,487,582	8,538,435
	9,680,939	9,563,862

12. LEASE LIABILITIES (CONT'D)

The table below describes the nature of the Group's leasing activity by type of right-of-use asset recognised in property, plant and equipment on the statement of financial position:-

	Range of remaining term	Number of lease with extension options	Number leases with variable payment linked to an index	Number of leases with termination options
Right-of-use assets				
2023				
Shoplots	5 - 16 years	13	-	-
Medical equipment	1 - 4 years	-	-	-
2022				
Shoplots	6 - 17 years	14	-	-
Motor vehicles	1 - 3 years	-	-	-
Medical equipment	2 - 5 years	-	-	-

The lease liabilities are secured by the related underlying assets.

The effective interest rate of lease liabilities range from 3.25% to 8.01% (2022: 3.25% to 7.31%) per annum.

12.1 Lease payments not recognised as a lease liability

	Group 2023 RM	Group 2022 RM
Short-term leases	207,600	207,600

Material accounting policy information

(a) Lease and non-lease components

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components and will instead account for the lease and non-lease components as single lease component.

12. LEASE LIABILITIES (CONT'D)

Material accounting policy information (cont'd)

(b) Recognition exemption

The Group has elected not to recognise right-of-use assets and liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

13. BORROWINGS

	Group	
	2023	2022
	RM	RM
Current		
Secured:-		
Term loan (i)	52,366	51,527
Term loan (ii)	64,481	55,892
Term loan (iii)	198,879	167,993
Term loan (iv)	263,174	259,583
	578,900	534,995
Non-current		
Secured:-		
Term loan (i)		
- Between 1 to 5 years	235,240	229,558
- More than 5 years	466,758	523,539
Term loan (ii)		
- Between 1 to 5 years	290,423	248,894
- More than 5 years	955,164	1,062,690
Term loan (iii)		
- Between 1 to 5 years	895,403	755,406
- More than 5 years	560,736	921,513
Term loan (iv)		
- Between 1 to 5 years	1,191,503	1,163,218
- More than 5 years	1,839,712	2,120,269
	6,434,939	7,025,087
	7,013,839	7,560,082

13. BORROWINGS (CONT'D)

The term loans of the Group are secured by means of the following:-

(a) Joint and several guarantee by certain Directors of the Company;
(b) Legal charge over the freehold land, freehold buildings and leasehold land of the Group;
(c) Fixed deposit with a licensed bank of the Group; and
(d) Corporate guarantee by the Company.

The effective interest of term loan (i) is charged at a rate of 4.54% (2022: 4.54%) per annum and is repayable by 240 monthly instalments.

The effective interest of term loan (ii) is charged at a rate of 4.62% (2022: 3.75%) per annum and is repayable by 300 monthly instalments.

The effective interest of term loan (iii) is charged at a rate of 4.65 (2022: 3.90%) per annum and is repayable by 240 monthly instalments.

The effective interest of term loan (iv) is charged at a rate of 4.85% (2022: 4.60%) per annum and is repayable by 180 monthly instalments.

14. DEFERRED TAX LIABILITIES

	Group	
	2023 RM	2022 RM
Brought forward	5,000	43,424
Recognised in profit or loss	-	(38,424)
Carried forward	5,000	5,000

Deferred tax liabilities are made up of temporary differences arising from:-

	Group	
	2023 RM	2022 RM
Property, plant and equipment	5,000	5,000

15. TRADE PAYABLES

Trade payables are unsecured, non-interest bearing and the normal credit term granted by the suppliers ranging from 30 to 90 days (2022: 30 to 90 days).

16. OTHER PAYABLES

	Group 2023 RM	Group 2022 RM	Company 2023 RM	Company 2022 RM
Non-trade payables	967,141	606,446	144,755	-
Deposits	3,100	3,600	-	-
Accruals	1,543,239	1,712,258	49,333	53,200
	2,513,480	2,322,304	194,088	53,200

Included in non-trade payables of the Group is an amount of RM214,969 (2022: RM163,939) due to a company in which a person connected with a Director has an interest. This amount is unsecured, non-interest bearing and repayable on demand.

17. REVENUE

The Group's and the Company's revenue disaggregated by pattern of revenue recognition are as follows:-

	Group 2023 RM	Group 2022 RM	Company 2023 RM	Company 2022 RM
Revenue from contracts with customers, recognised at a point in time:-				
Sales of goods	5,166,542	4,908,121	-	-
Services rendered	37,791,937	34,546,579	-	-
	42,958,479	39,454,700	-	-
Dividend income	-	-	9,400,000	8,379,258
	42,958,479	39,454,700	9,400,000	8,379,258
Geographical markets:-				
Malaysia	42,958,479	39,454,700	9,400,000	8,379,258

(a) Sales of goods consists of sale of medication and over-the-counter supplements related to ophthalmology services. Revenue is recognised at a point in time upon the acceptance of medication and over-the-counter supplements by the patients at their premises.

17. REVENUE (CONT'D)

(b) Services rendered consist of ophthalmology services which includes pre-treatment consultation, post-treatment consultation, diagnosis and treatment of various eye diseases/disorders. Services are provided on a day-care arrangement whereby patients are able to leave on the same day as the services. Revenue is recognised at a point in time when the performance and provision of services are completed and accepted by the patients at their premises.

(c) The payment terms for billings arising from revenue are disclosed in Note 7 to the financial statements.

(d) The revenue of the Group contains no elements of variable consideration, obligations for returns or refund or warranties.

18. OTHER INCOME

	Group	
	2023	2022
	RM	RM
Government grant	-	600
Rental income	11,100	12,000
Miscellaneous income	179	-
	11,279	12,600

19. FINANCE COSTS

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Lease liabilities interest	602,319	479,007	-	-
Term loan interest	175,016	151,820	-	-
Discounting of amount due from subsidiaries	-	-	1,409,522	-
	777,335	630,827	1,409,522	-

20. FINANCE INCOME

	Group 2023 RM	Group 2022 RM	Company 2023 RM	Company 2022 RM
Interest income	98,617	97,825	39,681	33,546

21. PROFIT BEFORE TAX

Profit before tax has been determined after charging, amongst others, the following:-

	Group 2023 RM	Group 2022 RM	Company 2023 RM	Company 2022 RM
Auditors' remuneration related to:				
Statutory audits				
- Grant Thornton Malaysia PLT	189,000	147,500	30,000	23,000
Other services:				
- Grant Thornton Taxation Sdn Bhd	57,900	41,100	3,000	2,500
- Grant Thornton Malaysia PLT	-	2,800	-	-

22. TAX EXPENSE

	Group 2023 RM	Group 2022 RM
Current tax:-		
Current financial year provision	2,734,885	2,671,732
Over provision in prior financial year	(45,008)	(11,892)
	2,689,877	2,659,840
Deferred tax :-		
Current financial year provision	-	(34,000)
	2,689,877	2,625,840

22. TAX EXPENSE (CONT'D)

A reconciliation of tax expense applicable to profit before tax at the statutory tax rate to tax expense at the effective tax rate of the Group and of the Company are as follows:-

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Profit before tax	7,514,246	7,481,073	7,917,048	7,838,727
Tax at Malaysian statutory tax rate of 24%	1,803,419	1,795,458	1,900,092	1,881,294
Tax effects in respect of:-				
Expenses not deductible for tax purposes	488,525	876,173	355,908	129,728
Income not subject to tax	-	(144)	(2,256,000)	(2,011,022)
Movement of deferred tax assets not recognised	442,941	(33,755)	-	-
Over provision of current tax in prior years	(45,008)	(11,892)	-	-
	2,689,877	2,625,840	-	-

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (gross amounts) due to uncertainty of their recoverability:-

	Group	
	2023 RM	2022 RM
Temporary difference of property, plant and equipment	1,384,812	994,259
Unabsorbed business losses	1,082,158	-
Unutilised capital allowances	372,877	-
	2,839,847	994,259

22. TAX EXPENSE (CONT'D)

Unrecognised deferred tax assets (cont'd)

Deferred tax assets have not been recognised in respect of these items as the subsidiaries may not have sufficient taxable profits will be available against which they can be utilised.

The unutilised capital allowances do not expire under current tax legislation. Unabsorbed business losses for which no deferred tax asset was recognised expire as follows:-

	Group	
	2023	2022
	RM	RM
Year of assessment 2033	1,082,158	-

Any amount not utilised upon expiry period of the above year of assessment will be disregarded.

23. DISCONTINUED OPERATIONS

On 29 December 2022, the Company disposed of its subsidiary, Novel Glove International Sdn. Bhd., comprising the entire trading of rubber gloves operations.

The results from this subsidiary is presented separately on the consolidated statement of profit or loss and other comprehensive income as discontinued operations.

Statement of profit or loss and other comprehensive income

The results of discontinued operations is as follows:

	Group
	2022
	RM
Revenue*	13,345,271
Cost of sales	(11,322,910)
Gross profit	2,022,361
Other income	100,364
Administrative expenses	(481,779)
Operating profit	1,640,946
Finance costs	(544)
Profit before tax	1,640,402
Tax expense	(381,208)
Profit from discontinued operations	1,259,194

23. DISCONTINUED OPERATIONS (CONT'D)

* Represents revenue from trading of rubber gloves.

24. EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share of the Group is calculated by dividing the net profit attributable to owners of the Company over the weighted average number of ordinary shares in issue of the Group during the financial year as follows:-

	Group	
	2023	2022
Profit from continuing operations attributable to owners of the Company (RM)	4,720,107	4,855,233
Profit from discontinued operations attributable to owners of the Company (RM)	-	636,434
	4,720,107	5,491,667
Weighted average number of shares (unit)	255,595,535	255,595,535
Basic earnings per share (sen)		
- From continuing operations	1.85	1.90
- From discontinued operations	-	0.25
	1.85	2.15

(b) Diluted earnings per share

Diluted earnings share equals basic earnings per share as there are no potential dilutive instruments that would dilute the basic earnings per share.

25. EMPLOYEE BENEFIT EXPENSES

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Salaries, wages and other emoluments	11,999,163	9,655,843	27,083	25,000
Defined contribution plan	1,349,750	1,103,620	-	-
Social security contribution	84,320	60,950	-	-
	13,433,233	10,820,413	27,083	25,000

25. EMPLOYEE BENEFIT EXPENSES (CONT'D)

Employee benefit expenses include Directors' remuneration as follows:-

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Directors of the Company:-				
Salaries and other emoluments	2,453,223	2,357,314	-	-
Director fees	27,083	25,000	27,083	25,000
Defined contribution plan	265,592	252,772	-	-
Social security contribution	1,898	1,561	-	-
	2,747,796	2,636,647	27,083	25,000

Share-based payments

The Group entered into an agreement ("Agreement 1") with a doctor of the subsidiary. Agreement 1 grants an option to purchase up to 500,000 shares of the Topvision Eye Specialist Centre (Southkey) Sdn Bhd, by way of purchase of existing shares from the Company. Agreement 1 was entered into during financial year ended 31 December 2020, and vested with an initial deposit of 50,000 shares, followed by 6 tranches of 75,000 shares each, over 6-month intervals, for a period of 3 years.

The Group entered into an agreement ("Agreement 2") with a doctor of the subsidiary. Agreement 2 relates to the doctor purchasing 500,000 shares of the Topvision Eye Specialist Centre (Seremban) Sdn Bhd, by way of purchase of existing shares from the Company. Agreement 2 was entered into during financial year ended 31 December 2021 and vests by 16 tranches of 30,000 shares each and a final tranche of 20,000 shares, over 6-month intervals.

The Group entered into an agreement ("Agreement 3") with a doctor of the subsidiary. Agreement 3 relates to the doctor purchasing 500,000 shares of the Topvision Eye Specialist Centre (Taiping) Sdn Bhd, by way of purchase of existing shares from the Company. Agreement 3 was entered into during financial year ended 31 December 2022 and vests by 16 tranches of 30,000 shares each and a final tranche of 20,000 shares, over 6-month intervals.

The Group entered into an agreement ("Agreement 4") with a doctor of the subsidiary. Agreement 4 relates to the doctor purchasing 500,000 shares of the Topvision Eye Specialist Centre (Kota Bharu) Sdn Bhd, by way of purchase of existing shares from the Company. Agreement 4 was entered into during financial year ended 31 December 2022 and vests by 6 tranches of 15,000 shares each, followed by 10 tranches of 38,438 shares each and a final tranche of 25,620 shares, over 6-month intervals.

25. EMPLOYEE BENEFITS EXPENSES (CONT'D)

Share-based payments (cont'd)

The Group entered into an agreement ("Agreement 5") with a doctor of the subsidiary. Agreement 5 relates to the doctor purchasing 500,000 shares of the Topvision Eye Specialist Centre (Sungai Petani) Sdn Bhd, by way of purchase of existing shares from the Company. Agreement 5 was entered into during financial year ended 31 December 2023 and vests by 16 tranches of 30,000 shares each and a final tranche of 20,000 shares, over 6-month intervals.

Agreement 1, Agreement 2, Agreement 3, Agreement 4 and Agreement 5 are collectively refered to as ("the Agreements").

The expense recognised in profit or loss is RM1 per share transferred, being the fair value of consultation services received. This fair value can be reliably estimated, based on the standard consultation fee charged to the subsidiaries.

The doctors are required to remain employed by the subsidiaries up to retirement age, as part of the non-market vesting condition of the Agreements. There are no market vesting conditions.

The expenses recognised in relation to the Agreements are as follows:-

	Group	
	2023	2022
	RM	RM
Vested during the financial year	255,000	210,000
Cumulative vested	695,000	440,000

26. RELATED PARTY DISCLOSURES

(a) Significant related party transactions, other than those disclosed elsewhere in the financial statements are as follows:-

	Group	
	2023	2022
	RM	RM
Consultancy fees charged by a company in which a person connected to a Director has interests	2,418,249	2,251,259
Rental of office charged by a Director	63,600	63,600
Rental expenses charged by a person connected to a Director	144,000	144,000

(b) Outstanding related party balances are disclosed in Notes 5 and 16 to the financial statements.

26. RELATED PARTY DISCLOSURES (CONT'D)

(c) Key management personnel is defined as the persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly.

Key management includes all the Directors of the Group and certain members of senior management of the Group.

The Directors' remuneration is disclosed in Note 25 to the financial statements.

The remuneration of other key management personnel are as below:-

	Group	
	2023	2022
	RM	RM
Salaries and bonus	450,003	360,000
Defined contribution plan	54,187	43,200
Social security contribution	2,129	1,002
	506,319	404,202

27. COMMITMENTS

Capital commitments

	Group	
	2023	2022
	RM	RM
Authorised and contracted for:-		
- Renovations	9,153,450	776,793

28. OPERATING SEGMENT

The Group is principally involved in the provision of ophthalmology services and related medical consultancy services and also marketing of eye supplements and health food products and retail sale of food and beverage ("trading"). The result of subsidiary engaged in trading contributed less than 10% of the total assets of the Group as at the end of the current and previous financial year and less than 10% of total revenue and net profit of the Group for the current and previous financial year.

No product and services segment information and geographical information are presented as the Chief Operating Decision Maker ("CODM") views the Group as a single reportable segment and all are operated in Malaysia.

There was no major customer contributing revenue which equals to ten percent (10%) or more of the total revenue.

29. DIVIDENDS

Group and Company

	2023 RM	2022 RM
In respect of financial year ended 31 December 2023:-		
Interim single tier dividend of 0.8 sen per share declared on 20 October 2023 and paid on 28 November 2023	2,044,764	-
In respect of financial year ended 31 December 2022:-		
Interim single tier dividend of 0.8 sen per share declared on 12 July 2022 and paid on 18 August 2022	-	2,044,764

During the financial year 31 December 2022, a subsidiary, Novel Glove International Sdn. Bhd. declared and paid dividends of RM2,982,997 to non-controlling interest.

30. FINANCIAL INSTRUMENTS

Categories of financial instruments

The Group and Company carry only financial assets and financial liabilities measured at amortised cost on their statements of financial position.

Financial risk management objectives and policies

Financial risks

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. Financial risk management policy is established to ensure that adequate resources are available for the development of the Group's and of the Company's business whilst managing its risks. The Group and the Company operate within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Group and the Company, and the policy in respect of the major areas of treasury activity are set out as follows:-

(a) **Credit risk**

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Group's exposure to credit risk is monitored on an ongoing basis. The credit risk is controlled by monitoring procedures. An internal credit review is conducted if the credit risk is material. The Group and the Company do not require collateral in respect of financial assets.

30. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (cont'd)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company, and the policy in respect of the major areas of treasury activity are set out as follows (cont'd):-

(a) Credit risk (cont'd)

Receivables

Receivables are monitored on an ongoing basis to mitigate risk of bad debts. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry in which customers operate.

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. Credit limits are established for each customer and reviewed quarterly. Any credit exceeding those limits require approval from the management.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses ("ECL"). The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity. The Group does not hold collateral as security.

For the current financial year, the Group has not recognised any loss allowance as they are creditworthy customers with good payment records with the Group. The risk of default is expected to be zero as all customers have high quality external credit ratings with no history of default.

30. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (cont'd)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company, and the policy in respect of the major areas of treasury activity are set out as follows (cont'd):-

(a) **Credit risk (cont'd)**

Receivables (cont'd)

The following table provides information about the credit risk exposure on the Group's trade receivables using a provision matrix:-

		Days past due			
	Current	1 to 30 days	31 to 60 days	More than 60 days	Total
	RM	RM	RM	RM	RM
2023					
Gross carrying amount	1,348,561	9,574	499	51,739	1,410,373
2022					
Gross carrying amount	1,024,294	75,002	12,693	22,416	1,134,405

Concentration of credit risk exists when changes in economic, industry and geographical factors similarly affect the group of counterparties whose aggregate credit exposure is significant in relation to the Group's total credit exposure. The Group's portfolio of financial instrument is broadly diversified along geographical lines and transactions are entered into with diverse creditworthy counterparties, thereby mitigate any significant concentration of credit risk.

In respect of trade receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or a group of counterparties having similar characteristics except for 80% (2022: 62%) of total Group's trade receivables that were due from 3 (2022: 1) major customers.

In respect of other receivables, the Group and the Company are not subjected to any significant credit risk exposure to any single counterparty or a group of counterparties having similar characteristics.

The net carrying amount of receivables is considered a reasonable approximate of its fair value. The maximum exposure to credit risk is the carrying amounts in the statements of financial position.

30. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (cont'd)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company, and the policy in respect of the major areas of treasury activity are set out as follows (cont'd):-

(a) **Credit risk (cont'd)**

Receivables (cont'd)

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group does not offer credit terms without the approval of the head of credit control.

With a credit policy in place to ensure the credit risk is monitored on an ongoing basis, the management has taken reasonable steps to ensure that receivables are stated at their realisable values. A significant portion of the receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than credit terms granted are deemed to have higher credit risk, and are monitored individually.

Intercompany loans and advances

The maximum exposure to credit risk is represented by its carrying amount in the statements of financial position.

The Company provides unsecured advances to its subsidiaries and monitors the results of the subsidiaries regularly.

As at the reporting date, there was no indication that the advances to the subsidiaries are not recoverable.

Cash and cash equivalents

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Financial guarantees

The Company provides financial guarantees to financial institutions in respect of borrowings and lease liabilities granted to subsidiaries. The Company monitors on an ongoing basis on the repayment to financial institutions. As at the reporting date, there was no indication that subsidiaries would default on repayment.

30. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (cont'd)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company, and the policy in respect of the major areas of treasury activity are set out as follows (cont'd):-

(b) **Liquidity risk**

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as and when they fall due, due to shortage of funds.

In managing its exposures to liquidity risk that arises principally from its various payables, the Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet their liabilities when they fall due.

The Group and the Company aim at maintaining a balance of sufficient cash and deposits and flexibility in funding by keeping diverse sources of committed and uncommitted credit facilities from various banks.

The summary of the maturity profile based on the contractual undiscounted repayment obligations are as below:-

	Current	← Non-current →		
	Less than 1 year	1-5 years	More than 5 years	Total
	RM	RM	RM	RM
Group				
2023				
Non-derivative financial liabilities				
Trade payables	665,388	-	-	665,388
Other payables	2,513,480	-	-	2,513,480
Lease liabilities	1,745,780	5,141,382	6,435,026	13,322,188
Borrowings	898,824	3,595,296	4,384,937	8,879,057
Total undiscounted financial liabilities	5,823,472	8,736,678	10,819,963	25,380,113
2022				
Non-derivative financial liabilities				
Trade payables	599,913	-	-	599,913
Other payables	2,322,304	-	-	2,322,304
Lease liabilities	1,435,326	6,756,268	5,251,756	13,443,350
Borrowings	866,208	4,717,488	4,120,286	9,703,982
Total undiscounted financial liabilities	5,223,751	11,473,756	9,372,042	26,069,549

30. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (cont'd)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd):-

(b) Liquidity risk (cont'd)

The summary of the maturity profile based on the contractual undiscounted repayment obligations are as below (cont'd):-

	Current	← Non-current	→	
	Less than 1 year	1-5 years	More than 5 years	Total
	RM	RM	RM	RM
Company				
2023				
Non-derivative financial liability				
Other payables	194,088	-	-	194,088
Financial guarantees*	3,294,389	-	-	3,294,389
2022				
Non-derivative financial liability				
Other payables	53,200	-	-	53,200
Financial guarantees*	3,543,070	-	-	3,543,070

* This exposure to liquidity risk is included for illustration only as the related financial guarantees have not crystallised.

The above amounts reflect the contractual undiscounted cash flows, which may differ from the carrying values of financial liabilities as at the reporting date.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's fixed rate instruments are exposed to a risk of change in their fair value due to changes in interest rates. The Group's and the Company's variable rate instruments are exposed to a risk of change in cash flows due to changes in interest rates.

The Group's and the Company's interest rate management objective is to manage the interest expenses consistent with maintaining an acceptable level of exposure to interest rate fluctuation. In order to achieve this objective, the Group and the Company target a mix of fixed and floating debt based on assessment of its existing exposure and desired interest rate profile.

30. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (cont'd)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd):-

(c) **Interest rate risk (cont'd)**

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the reporting date are as follows:-

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Fixed rate instruments				
Financial assets				
Short-term investments	3,103,084	4,415,063	1,632,814	947,704
Fixed deposit with a licensed bank	210,000	210,000	-	-
Financial liability				
Lease liabilities	(9,680,939)	(9,563,862)	-	-
Net financial (liability)/assets	(6,367,855)	(4,938,799)	1,632,814	947,704
Floating rate instrument				
Financial liability				
Borrowings	7,013,839	7,560,082	-	-

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

30. FINANCIAL INSTRUMENTS (CONT'D)

Financial risk management objectives and policies (cont'd)

Financial risks (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activity are set out as follows (cont'd):-

(c) **Interest rate risk (cont'd)**

The following table illustrates the sensitivity of equity/profit to a reasonably possible change in interest rates of +/-25 basis points ("bp"). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

	Group	
	2023	2022
	RM	RM
Effect on equity/profit for the financial year		
+25bp	17,535	18,900
- 25bp	(17,535)	(18,900)

Fair value of financial instruments

The carrying amounts of financial assets and liabilities of the Group and of the Company at the reporting date approximate their fair values due to their short-term nature and insignificant impact of discounting.

Fair value hierarchy

No fair value hierarchy has been disclosed as the Group and the Company do not have any financial instruments measured at fair value.

31. OPERATING LEASE ARRANGEMENT

The Group has entered into a commercial property lease on its properties. This lease is non-cancellable and has a remaining lease term of between 1 year. The lease does not have an option to purchase the properties at the expiry of the lease period.

31. OPERATING LEASE ARRANGEMENT (CONT'D)

Future minimum rental income to be earned by the Group from its properties under non-cancellable operating leases is as follows:

	Group	
	2023	2022
	RM	RM
Within 1 year	-	10,000

32. CAPITAL MANAGEMENT

The primary objective of the Group's and the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratio in order to support its business and maximise shareholders' value.

The Group and the Company manage its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group and the Company may adjust the dividend payment to shareholders, return capital to shareholders, sell assets to reduce debts or issue new shares. There were no changes in the Group's and the Company's approach to capital management during the financial year.

Shareholders' equity and gearing ratio at the end of the financial year 2023 and 2022 are reported below:-

	Group	
	2023	2022
	RM	RM
Borrowings (including lease liabilities)	16,694,778	17,123,944
Total equity	30,027,076	26,962,471
Debt-to-equity ratio	0.56	0.64

33. EVENTS AFTER THE REPORTING PERIOD

On 7 February 2024, the Company incorporated a wholly-owned subsidiary, Topvision Eye Specialist Centre (Kuala Terengganu) Sdn. Bhd., with a paid up capital comprising 100,000 ordinary shares for a total consideration of RM100,000.

On 6 March 2024, the Company incorporated a wholly-owned subsidiary, Topvision Eye Specialist Centre (Tawau) Sdn. Bhd., with a paid up capital comprising 100,000 ordinary shares for a total consideration of RM100,000.