

PUSAT PAKAR MATA
TOP VISION®
EYE SPECIALIST CENTRE

明亮眼科专科中心

TOPVISION EYE SPECIALIST BERHAD

Registration No. 201801011816 (1273832-U)

(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of TOPVISION EYE SPECIALIST BERHAD (“**TESB**” or “**Company**”) will be conducted on a fully virtual basis via the online meeting platform at <https://rb.gy/u7rrvp> on Monday, 24 June 2024 at 3.00 p.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the following payments:- | |
| (a) Directors’ fees and benefits amounting to RM27,083.00 in respect of the financial year ended 31 December 2023. | Ordinary Resolution 1 |
| (b) Directors’ fees and benefits of up to RM145,000.00 from 1 January 2024 until the next Annual General Meeting. | Ordinary Resolution 2 |
| 3. To re-elect Dr. Peter Chong Kuok Siong who is retiring as a Director of the Company in accordance with Clause 97 of the Company’s Constitution. | Ordinary Resolution 3 |
| 4. To re-elect Mr. Tan Kah Poh who is retiring as a Director of the Company in accordance with Clause 106 of the Company’s Constitution. | Ordinary Resolution 4 |
| 5. To re-elect Ms. Lim May Wan who is retiring as a Director of the Company in accordance with Clause 106 of the Company’s Constitution. | Ordinary Resolution 5 |
| 6. To re-elect Dr. Azida Juana Binti Wan Ab Kadir who is retiring as a Director of the Company in accordance with Clause 106 of the Company’s Constitution. | Ordinary Resolution 6 |
| 7. To re-appoint Grant Thornton Malaysia PLT as the Company’s Auditors and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following Resolution:-

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| 8. Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016 | Ordinary Resolution 8 |
| “ THAT subject always to the Companies Act, 2016 (“Act”), Constitution of the Company, Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered | Please refer to Explanatory Note 2 |

to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company”.

9. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board
TOPVISION EYE SPECIALIST BERHAD

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

Selangor
Dated this 24th day of May 2024

NOTES:

1. For the purpose of determining a member who shall be entitled to attend and vote at the Sixth Annual General Meeting (“AGM”), the Company shall be requesting the Record of Depositors as at 14 June 2024. Only a depositor whose name appears on the Record of Depositors as at 14 June 2024 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy (ies) to attend and vote on his/her stead.
2. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
3. A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
6. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
8. The duly completed Form of Proxy must be deposited at the registered office of the Company at Unit no. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than twenty-four (24) hours before the time appointed for the taking of the poll at the meeting or adjourned meeting.

EXPLANATORY NOTES

- a. **Explanatory Note 1**
To receive the Audited Financial Statement for the Financial Year Ended 31 December 2023

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

b. **Explanatory Note 2**
Ordinary Resolution 8 - Authority to Issue and Allot Shares pursuant to Section 75 and Section 76 of the Companies Act 2016

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/ or acquisitions.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

The Company did not issue any shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general authority which was approved at the Fifth Annual General Meeting held on 16 June 2023 and which will lapse at the conclusion of the Sixth Annual General Meeting to be held on 24 June 2024.