



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)

Dear Valued Shareholders,

#### **ADDENDUM TO THE NOTICE OF THE SIXTH ANNUAL GENERAL MEETING (“6TH AGM”) OF THE COMPANY**

Reference is made to the Company’s announcement made to Bursa Malaysia Securities Berhad on 23 May 2024 pertaining to the Notice of the 6th AGM dated 24 May 2024 (“**Notice of the 6th AGM**”) bearing reference no. GMA-20052024-00018.

We wish to inform that the following amendments were made to the Notice of the 6th AGM which shall by this Addendum, be amended and taken as read instead of as announced to Bursa Malaysia Securities Berhad on 23 May 2024, and despatched to the shareholders on 24 May 2024.

That the following **SPECIAL RESOLUTION** pertaining to the Proposed Amendments to the Constitution of the Company be inserted as an additional agenda in the Notice of the 6th AGM:

9. **SPECIAL RESOLUTION**

**Special  
Resolution**

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE LEAP MARKET TO THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“PROPOSED AMENDMENTS”)**

“**THAT** the Proposed Amendments to the Constitution of the Company as set out in “Appendix A” be and is hereby approved and adopted with effect from the date the Company is transferred from the LEAP Market to ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) pursuant to the proposed transfer of the listing of and quotation for the entire issued share capital of the Company from LEAP Market to ACE Market of Bursa Securities.

**AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments.”

#### **Explanatory Notes**

(vi) **PROPOSED AMENDMENTS**

This Special Resolution, if passed, will facilitate the proposed transfer of the listing of and quotation for the entire issued share capital of the Company from the LEAP Market to ACE Market of Bursa Securities, as well as to enhance the clarity and relevance of the Constitution of the Company.

The Proposed Amendments will only take effect from the date the Company is transferred from the LEAP Market to ACE Market of Bursa Securities.

Save for the abovementioned, all other information as stated in the Notice of the 6th AGM remains valid and unchanged.

The Revised Form of Proxy is enclosed herewith, and is also available on the Company's website at <https://www.tvesc.com/en/investor-relations/financial-information/>.

By Order of the Board

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

Selangor  
13 June 2024

**Additional Notes for this Addendum:**

- (a) The Revised Form of Proxy DOES NOT INVALIDATE the Form of Proxy issued on 24 May 2024 (“**Initial Form of Proxy**”)
- (b) If the Company through the Company Secretary/Share Registrar of the Company receives both the Initial Form of Proxy and the Revised Form of Proxy from a member, the REVISED FORM OF PROXY SHALL SUPERSEDE THE INITIAL FORM OF PROXY.
- (c) In the event the Company through the Company Secretary/Share Registrar of the Company does not receive the duly executed Revised Form of Proxy within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE INITIAL FORM OF PROXY AT THE REGISTERED OFFICE OF THE COMPANY WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS/HER PROXY UNDER THE INITIAL FORM OF PROXY TO VOTE OR ABSTAIN ON THE ADDITIONAL SPECIAL RESOLUTION AS THE PROXY DEEMS FITS.

## Appendix A

### PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of the Company shall be amended in the following manner:-

Clause No.	Existing Clause	Amended Clause
6.1	<p>“Listing Requirements”</p> <p>Unless the context otherwise requires, means the Leap Market Listing Requirements of the Exchange in which the shares of the Company are listed including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.</p>	<p>“Listing Requirements”</p> <p>means the Listing Requirements of the Exchange in which the shares of the Company are listed including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.</p>
15.	<p>Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding twelve (12) months, exceeds 10% of the value of the issued and paid-up capital of the Company, except where the shares or convertible Securities are issued with the prior approval of shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is convertible, each such convertible Security is counted as the maximum number of shares into which it can be converted or exercised.</p>	<p>Subject to Rule 6.07 of the Listing Requirements and notwithstanding the existence of a resolution pursuant to sections 75(1) and 76(1) of the Act, the Company must not issue any shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the total number of issued shares (excluding treasury shares, if any) of the Company, except where the shares or convertible securities are issued with the prior shareholder approval in a general meeting of the precise terms and conditions of the issue.</p>
47.(b)	<p>the Company is exempted from compliance with Section 14 of the Central Depositories Act, under the rules of the Depository in respect of such securities, the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the other Exchange, to the register of holders maintained by the registrar of the company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.</p>	<p>the Company is exempted from compliance with Section 14 of the Central Depositories Act, or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the rules of the Depository in respect of such securities, the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the other Exchange, to the register of holders maintained by the registrar of the company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.</p>
61.	<p>The notice convening general meetings shall be given to all shareholders at least twenty-eight (28) days in the case of an annual general meeting and in any other case, at least fourteen (14) days. A meeting of Members where special resolution is to be proposed shall be called by notice of at least twenty-one (21) days. Subject to the provisions of the Act and agreement for shorter notice, notices shall be given to the Exchange and all Members entitled to receive notices of general meetings of the Company and shall be published in at least one (1) national Bahasa Malaysia or English daily newspaper circulating in Malaysia. For the purpose of calculating the notice period, the day on which the notice of meeting is given or served or deemed to be duly served shall not be counted. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.</p>	<p>The notice convening general meetings shall specify the place, day and hour of the meeting, shall be given to all shareholders at least twenty-eight (28) days in the case of an annual general meeting and in any other case, at least fourteen (14) days. A meeting of Members where special resolution is to be proposed shall be called by notice of at least twenty-one (21) days. Subject to the provisions of the Act and agreement for shorter notice, notices shall be given in writing to the Exchange and all Members entitled to receive notices of general meetings of the Company and shall be published in at least one (1) national Bahasa Malaysia or English daily newspaper circulating in Malaysia. For the purpose of calculating the notice period, the day on which the notice of meeting is given or served or deemed to be duly served shall not be counted. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.</p>
184.6	-	<p>Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.</p>

**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)

CDS Account No.	
No. of shares held	

**REVISED FORM OF PROXY**

I/We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

(NRIC No./ Passport No./ Company Registration No. \_\_\_\_\_) of \_\_\_\_\_

(ADDRESS)

Tel No.: \_\_\_\_\_ Email Address: \_\_\_\_\_

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

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

and/or (delete as appropriate)

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

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Sixth Annual General Meeting ("AGM") of TOPVISION EYE SPECIALIST BERHAD ("TESB" or "Company") will be conducted on a fully virtual basis via the online meeting platform at <https://rb.qy/u7rvp> provided by Synergy Professionals Group Sdn. Bhd. in Malaysia on Monday, 24 June 2024 at 3.00 p.m. or at any adjournment thereof.

RESOLUTIONS	FOR	AGAINST
<b>ORDINARY RESOLUTION 1</b> – To approve Directors' fees and benefits amounting to RM27,083.00 in respect of the financial year ended 31 December 2023		
<b>ORDINARY RESOLUTION 2</b> – To approve Directors' fees and benefits of up to RM145,000.00 from 1 January 2024 until the next Annual General Meeting		
<b>ORDINARY RESOLUTION 3</b> – 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		
<b>ORDINARY RESOLUTION 4</b> – 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		
<b>ORDINARY RESOLUTION 5</b> – 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		
<b>ORDINARY RESOLUTION 6</b> – 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		
<b>ORDINARY RESOLUTION 7</b> – To re-appoint Grant Thornton Malaysia PLT as the Company's Auditors and to authorise the Directors to fix their remuneration		
<b>ORDINARY RESOLUTION 8</b> – Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016		
<b>SPECIAL RESOLUTION</b> – Proposed Amendments to the Constitution of the Company		

Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast on the Resolutions specified in the Notice of Meeting. Unless voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

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

**Notes:**

1. For the purpose of determining a member who shall be entitled to attend and vote at the 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.

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AFFIX  
STAMP

The Company Secretary

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

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