

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of TOPVISION EYE SPECIALIST BERHAD (“**Company**”) will be conducted at Setia City Convention Centre, No. 1, Jalan Setia Dagang AG U13/AG, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan on Friday, 20 June 2025 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 2024 together with the Reports of the Directors and the Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of a Final Single-Tier Dividend of 1 sen per ordinary share in respect of the financial year ended 31 December 2024. | Ordinary Resolution 1 |
| 3. To approve the following payments:- | |
| (a) Directors’ fees and benefits amounting to RM87,500.00 in respect of the financial year ended 31 December 2024. | Ordinary Resolution 2 |
| (b) Directors’ fees and benefits of up to RM350,000.00 from 1 January 2025 until the next Annual General Meeting. | Ordinary Resolution 3 |
| 4. To re-elect Datuk Kenny Liew Hock Nean who is retiring as a Director of the Company in accordance with Clause 97 of the Company’s Constitution. | Ordinary Resolution 4 |
| 5. 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 5 |
| 6. To re-elect Mr. Lee Geok Ai 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-elect Mr. Tan Kah Poh who is retiring as a Director of the Company in accordance with Clause 97 of the Company’s Constitution. | Ordinary Resolution 7 |
| 8. To re-elect Ms. Lim May Wan who is retiring as a Director of the Company in accordance with Clause 97 of the Company’s Constitution. | Ordinary Resolution 8 |
| 9. To re-elect Dr. Azida Juana Binti Wan Ab Kadir who is retiring as a Director of the Company in accordance with Clause 97 of the Company’s Constitution. | Ordinary Resolution 9 |
| 10. To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 10 |

AS SPECIAL BUSINESS

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

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| 11. Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016 | Ordinary Resolution 11 |
| <p>“THAT subject always to the Companies Act 2016, 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 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 the issued shares of the Company for the time being AND THAT the Directors be empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities.</p> <p>AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting”.</p> | |
| 12. Proposed Shareholders’ Ratification and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | Ordinary Resolution 12 |
| <p>“THAT approval be and is hereby given to the Company and its subsidiary(ies) (“Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading (“RRPT”) nature particulars with the specified classes of related parties as specified in Section 2.6 of the Circular to Shareholders dated 30 April 2025, provided that:</p> <ul style="list-style-type: none">(a) such arrangements and/or transactions are necessary for the Group’s day-to-day operations;(b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;(c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and(d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year in relation to:<ul style="list-style-type: none">(i) the related transacting parties and their respective relationship with the Company; and(ii) the nature of the recurrent transactions. | |

Please refer to Explanatory Note 2

Please refer to Explanatory Note 3

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next AGM unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever is the earlier.

THAT all RRPTs entered into by the Related Parties, from 16 December 2024, being the date of listing of the Company on the ACE Market of Bursa Securities, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.6 of the Circular to Shareholders dated 30 April 2025 be and are hereby approved, confirmed and ratified;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

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 30th day of April 2025

NOTES:

1. For the purpose of determining a member who shall be entitled to attend and vote at the Seventh Annual General Meeting (“AGM”), the Company shall be requesting the Record of Depositors as at 13 June 2025. Only a depositor whose name appears on the Record of Depositors as at 13 June 2025 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 11.07, Amcorp Tower, Amcorp Trade Centre, 18, 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 2024

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 11 - Authority to Issue and Allot Shares pursuant to Section 75 and Section 76 of the Companies Act 2016

The proposed Ordinary Resolution 11, 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 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 Sixth Annual General Meeting held on 24 June 2024 and which will lapse at the conclusion of the Seventh Annual General Meeting to be held on 20 June 2025.

c. **Explanatory Note 3**

Ordinary Resolution 12 - Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 12, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. For more information, please refer to the Circular to Shareholders dated 30 April 2025.