

**TOPVISION EYE SPECIALIST BERHAD**  
Registration No. 201801011816 (1273832-U)  
(Incorporated in Malaysia)

**MINUTES OF THE SEVENTH ANNUAL GENERAL MEETING (“AGM”) OF THE  
COMPANY HELD AT SETIA CITY CONVENTION CENTRE, NO. 1, JALAN SETIA  
DAGANG AG U13/AG, SETIA ALAM, SEKSYEN U13, 40170 SHAH ALAM,  
SELANGOR DARUL EHSAN, MALAYSIA ON FRIDAY, 20 JUNE 2025 AT 3.00 P.M.**

Present : Lee Geok Ai (Chairman)  
Datuk Liew Hock Nean (Tele-conferencing)  
Dr. Peter Chong Kuok Siong  
Mr. Tan Kah Poh  
Ms. Lim May Wan (Tele-conferencing)  
Dr. Azida Juana Binti Wan Ab Kadir (Tele-conferencing)

In Attendance : Ms. Wong Youn Kim – Company Secretary

Members and  
By Invitation : As per Attendance Lists

**1. CHAIRMAN**

1.1 Mr. Lee Geok Ai (“the Chairman”) took the chair and welcome all present at the Seventh AGM.

**2. QUORUM FOR THE MEETING**

2.1 Upon the confirmation of the presence of the requisite quorum by the Company Secretary, the Chairman called the meeting to order.

**3. NOTICE OF MEETING**

3.1 The notice of meeting dated 30 April 2025 was taken as read without any objection from the members and proxies.

3.2 The Secretary briefed the meeting on the procedures of the meeting and voting procedures for the proposed Twelve (12) ordinary resolutions as set out in the notice of meeting.

3.3 The Secretary briefed the meeting that pursuant to the Listing Requirements of Bursa Malaysia, any resolution set out in the notice of any general meeting or notice of resolution will be voted by poll to be taken at the end of the meeting.

**4. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE DIRECTORS' AND AUDIT REPORTS THEREON.**

4.1 The audited financial statements for the financial year ended 31 December 2024 together with the reports of the directors and auditors thereon were laid before the meeting pursuant to Section 248(2) of the Companies Act, 2016.

4.2 The Chairman invited questions pertaining to the financial statements from the members and proxies.

4.3 A shareholder suggested that the Company prepare a future plan for the Topvision Group to be presented at the next Annual General Meeting. This was duly noted by the Management.

**5. 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.**

The Chairman informed the meeting that the next item on the agenda was 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.

On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Chairman put the following motion to the meeting to vote:-

“THAT the payment of a final single-tier dividend of 1 sen per ordinary share in respect of the financial year ended 31 December 2024 of the Company be and is hereby approved.”

**6. TO APPROVE DIRECTORS' FEES AMOUNTING TO RM87,500.00 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2024.**

6.1 The Chairman informed the meeting that the next item on the agenda was to approve the payment of Directors' fees for the financial year ended 31 December 2024.

6.2 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Chairman put the following motion to the meeting to vote:-

6.3 “THAT the payment of Directors' fees amounting to RM87,500.00 for the financial year ended 31 December 2024 of the Company be and is hereby approved.”

**7. TO APPROVE DIRECTORS' FEES AMOUNTING TO RM350,000.00 FROM 1 JANUARY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING:-**

7.1 Datuk Chairman informed the meeting that the next item on the agenda was to approve the payment of Directors' Fees for the period from 1 January 2025 until the Next Annual General Meeting.

7.2 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Chairman put the following motion to the meeting to vote:-

7.3 "THAT the Directors' Fees amounting to RM350,000.00 from 1 January 2025 until the next Annual General Meeting be and is hereby approved."

**8.0 RE-ELECTION OF DIRECTORS**

8.1 The Company Secretary informed the meeting that the following Directors retired by rotation pursuant to the Company's Constitution and being eligible, had offered themselves for re-election:-

- (a) Datuk Kenny Liew Hock Nean
- (b) Dr. Peter Chong Kuok Siong
- (c) Mr. Lee Geok Ai
- (d) Mr. Tan Kah Poh
- (e) Ms. Lim May Wan
- (f) Dr. Azida Juana Binti Wan Ab Kadir

8.2 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Company Secretary put the following motion to the meeting for to vote:-

"THAT Datuk Kenny Liew Hock Nean who is retiring in accordance with the Company's Constitution Company's be and is hereby re-elected as Director of the Company."

8.3 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Company Secretary put the following motion to the meeting for to vote:-

"THAT Dr. Peter Chong Kuok Siong who is retiring in accordance with the Company's Constitution Company's be and is hereby re-elected as Director of the Company."

8.4 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Company Secretary put the following motion to the meeting for to vote:-

“THAT Mr. Lee Geok Ai who is retiring in accordance with the Company’s Constitution Company’s be and is hereby re-elected as Director of the Company.”

- 8.5 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Company Secretary put the following motion to the meeting for to vote:-

“THAT Mr. Tan Kah Poh who is retiring in accordance with the Company’s Constitution Company’s be and is hereby re-elected as Director of the Company.”

- 8.8 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Company Secretary put the following motion to the meeting for to vote:-

- 8.9 “THAT Ms. Lim May Wan who is retiring in accordance with the Company’s Constitution Company’s be and is hereby re-elected as Director of the Company.”

- 8.10 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Company Secretary put the following motion to the meeting for to vote:-

“THAT Dr. Azida Juana Binti Wan Ab Kadir who is retiring in accordance with the Company’s Constitution Company’s be and is hereby re-elected as Director of the Company.”

#### 9.0 **APPOINTMENT OF AUDITORS**

- 9.1 The Chairman informed that Grant Thornton Malaysia PLT has decided not to seek re-appointment as Auditors of the Group.

On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, the Chairman put the following motion to the meeting to vote:-

- 9.2 “THAT appointment of Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.”

#### **SPECIAL BUSINESS**

#### 10. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 & 76 OF THE COMPANIES ACT 2016**

- 10.1 Datuk Chairman informed the meeting that the next item on the agenda was to consider and if thought fit, to pass an Ordinary Resolution authorising the Directors to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act 2016 as set out in the notice for approval.

10.2 On the proposal of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, Datuk Chairman put the following motion to the meeting to vote:-

10.3 “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. 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. ”

11. **PROPOSED SHAREHOLDERS’ RATIFICATION AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman informed the meeting that the next item on the agenda was to consider and if thought fit, to pass an Ordinary Resolution for the proposed Shareholders’ Ratification and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out in the notice for approval.

11.2 On the proposal of of Mr. Lee Geok Ai and seconded by Dr. Peter Chong Kuok Siong, Datuk Chairman put the following motion to the meeting to vote:-

11.3 “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:

- 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:
  - (i) the related transacting parties and their respective relationship with the Company; and
  - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- a) the conclusion of the next annual general meeting ("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."

## 12. POLLING PROCEDURES

- 12.1 The Chairman invited the Secretary to brief the meeting on the polling procedures.
- 12.2 The meeting was adjourned at 3.12 pm for coming and verification of the poll results.

## 13. ANNOUNCEMENT OF POLL RESULTS

- 13.1 The Chairman called the meeting to order at 3.20 p.m. for the declaration of results. The Chairman read out the following poll results to the members and proxies present:-
- 13.2 Ordinary Resolution 1: 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.

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
Ordinary	197,479,711	99.9999	100	0.0001	-

<b>Resolution 1</b>					
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The Chairman declared that Ordinary Resolution 1 was carried.

- 13.3 Ordinary Resolution 2: Directors' fees and benefits amounting to RM87,500.00 in respect of the financial year ended 31 December 2024.

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 2</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 2 was carried.

- 13.4 Ordinary Resolution 3: Directors' fees and benefits of up to RM350,000.00 from 1 January 2025 until the next Annual General Meeting.

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 3</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 3 was carried.

- 13.5 Ordinary Resolution 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

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 4</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 4 was carried.

- 13.6 Ordinary Resolution 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

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 5</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 5 was carried.

- 13.7 Ordinary Resolution 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.

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 6</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 6 was carried.

- 13.8 Ordinary Resolution 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

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 7</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 7 was carried.

- 13.9 Ordinary Resolution 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

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 8</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 8 was carried.

- 13.10 Ordinary Resolution 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

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 9</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 9 was carried.

- 13.11 Ordinary Resolution 10: To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 10</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 10 was carried.

13.12 Ordinary Resolution 11: Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016

Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 11</b>	197,494,711	99.9999	100	0.0001	-

The Chairman declared that Ordinary Resolution 11 was carried.

13.13 Ordinary Resolution 12: Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

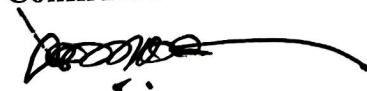
Resolution	For		Against		Abstain
	No. of Shares	%	No. of Shares	%	
<b>Ordinary Resolution 12</b>	25,231,967	99.9996	100	0.0004	-

The Chairman declared that Ordinary Resolution 12 was carried.

14. **CLOSURE OF MEETING**

- 14.1 As there was no other matter to be discussed, for which due notice had been given in accordance with the Companies Act, 2016, the meeting concluded at 3.25 p.m. with a vote of thanks to the Chairman and the Board of Directors.

Confirmed as a correct record,



Lee Geok Ai  
 Chairman