

NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of TOPVISION Eye Specialist Berhad ("TOPVISION" or the "Company") will be held at Setia City Convention Centre, 1, Jalan Setia Dagang AG U13/AG, Setia Alam Seksyen, 40170 Shah Alam, Selangor Darul Ehsan on Friday, 1 March 2019 at 3.00p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without any modification(s):

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY TOPVISION INTERNATIONAL EYE SPECIALIST CENTRE SDN BHD ("TVIESCSB"), A WHOLLY-OWNED SUBSIDIARY OF TOPVISION EYE SPECIALIST BERHAD, OF TWO (2) PARCELS OF CONTIGUOUS LEASEHOLD LAND MEASURING A TOTAL LAND AREA OF APPROXIMATELY 1,583 SQUARE METRES ("LANDS"), EACH WITH A DETACHED HOUSE HELD UNDER INDIVIDUAL TITLES H.S.(D) 175792, P.T 17 AND H.S.(D) 233547, P.T 19, JALAN UTARA, SECTION 11, BANDAR PETALING JAYA, DAERAH PETALING, NEGERI SELANGOR FROM SIGNATURE REALTY SDN BHD ("SRSB"), A WHOLLY-OWNED SUBSIDIARY OF SIGNATURE INTERNATIONAL BERHAD FOR A TOTAL CASH CONSIDERATION OF RM7,380,000 ("PROPOSED LAND ACQUISITIONS")**

"**THAT** subject to all approvals and consents being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to TVIESCSB to acquire the Lands from SRSB for a total cash consideration of RM7,380,000, upon the terms and conditions set out in the conditional sale and purchase agreements both dated 12 December 2018 entered into between TVIESCSB and SRSB in relation to the Proposed Land Acquisitions ("**SPAs**");

**AND THAT**, the Board of Directors of the Company ("**Board**") be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company to give effect to the Proposed Land Acquisitions with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto or deemed necessary by the Board, and to take all steps and do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Land Acquisitions."

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT OF TOPVISION INTERNATIONAL EYE SPECIALIST CENTRE ("TVIESC"), A TWO-STOREY PURPOSE BUILT BUILDING COMPLEX WHICH IS PLANNED TO BE A SUBSPECIALTY MULTI-DISCIPLINARY TERTIARY EYE CENTRE ON THE TWO (2) PARCELS OF CONTIGUOUS LEASEHOLD LAND MEASURING A TOTAL LAND AREA OF APPROXIMATELY 1,583 SQUARE METRES ("LANDS") BY TOPVISION INTERNATIONAL EYE SPECIALIST CENTRE SDN BHD ("TVIESCSB"), A WHOLLY-OWNED SUBSIDIARY OF TOPVISION EYE SPECIALIST BERHAD ("PROPOSED ESTABLISHMENT OF TVIESC")**

"**THAT** approval be and is hereby given to TVIESCSB to establish TVIESC on the Lands and to enter into contract(s) to complete the establishment of TVIESC which include, but not limited to the construction, design, fit out, financing and equipment of TVIESC subsequent to the completion of the Proposed Land Acquisitions (defined above).

**AND THAT**, the Board of Directors of the Company ("**Board**") be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company to give effect to the Proposed Establishment of TVIESC with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto or deemed necessary by the Board, and to take all steps and do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Establishment of TVIESC."

By Order of the Board

**WONG YOUN KIM (MAICSA 7018778)**

Company Secretary

14 February 2019

**Notes:**

1. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy(ies) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a general meeting of the Company shall have the same rights as the member to speak at the general meeting.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Depositories Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid the proxy form duly completed must be deposited at the registered office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 25 February 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the extraordinary general meeting..
8. All resolutions set out in this notice will be put to vote by way of poll.