

**TOPVISION EYE SPECIALIST BERHAD**

Registration No. 201801011816 (1273832-U)

(Incorporated in Malaysia under the Companies Act 2016)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Second Annual General Meeting of the Company will be held at Unit 11-5, No. 2, Block 2, Jalan Setia Prima (S) U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor on Thursday, 18 June 2020 at 3.00 p.m., for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS**

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|---|--|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' and Audit Reports thereon.  | <b>Please refer to Explanatory Note 1</b>                    |
| 2. To approve the following payments :-<br>(a) Directors' fees amounting to RM25,000.00 in respect of the financial year ended 31 December 2019.<br>(b) Directors' fees amounting to RM37,500.00 from 1 January 2020 until the next Annual General Meeting. | <b>Ordinary Resolution 1</b><br><b>Ordinary Resolution 2</b> |
| 3. To re-elect Dr. Peter Chong Kuok Siong who is retiring in accordance with Clause 97 of the Company's Constitution:-  | <b>Ordinary Resolution 3</b>                                 |
| 4. To re-appoint Messrs. Grant Thornton Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 4</b>                                 |

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Ordinary Resolution:-

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|---|------------------------------|---|
| 5. <b>Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016</b>   | <b>Ordinary Resolution 5</b> |   |
| "THAT subject always to the Companies Act, 2016 ("Act"), Constitution of the Company 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 <b>AND THAT</b> such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." |                              | <b>Please refer to Explanatory Note 2</b> |
| 6. 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**

Company Secretary

Kuala Lumpur

Dated this 20<sup>th</sup> day of May, 2020

**NOTES:**

- For the purpose of determining a member who shall be entitled to attend and vote at the Second Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 12 June 2020. Only a depositor whose name appears on the Record of Depositors as at 12 June 2020 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.
- 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.
- A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
- 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.
- If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
- 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.
- 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.
- The duly completed Form of Proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for the taking of the poll.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

- Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 December 2019**

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.

- Ordinary Resolution 5 - Authority to Issue and Allot Shares pursuant to Section 75 and Section 76 of the Companies Act 2016**

The proposed Resolution 5 under item 5 above, 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.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 28 June 2019.