

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of TOPVISION EYE SPECIALIST BERHAD (“TESB” or “Company”) will be conducted fully via virtual online meeting platform at <https://bit.ly/389aFpp> on Friday, 17 June 2022 at 3.00 p.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors’ and Audit Reports thereon.
2. To approve the following payments:-
 - (a) Directors’ fees amounting to RM25,000.00 in respect of the financial year ended 31 December 2021.
 - (b) Directors’ fees amounting to RM37,500.00 from 1 January 2022 until the next Annual General Meeting.
3. To re-elect Dr. Peter Chong Kuok Siong who is retiring in accordance with Clause 97 of the Company’s Constitution.
4. To re-elect Ms. Juliana Quah Kooi Hong who is retiring in accordance with Clause 106 of the Company’s Constitution.
5. To re-appoint Grant Thornton Malaysia PLT as the Company’s Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

**Please refer to
Explanatory
Note 1**

**Ordinary
Resolution 1**

**Ordinary
Resolution 2**

**Ordinary
Resolution 3**

**Ordinary
Resolution 4**

**Ordinary
Resolution 5**

SPECIAL BUSINESS

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

6. **Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016**

**Ordinary
Resolution 6**

“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 **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

**Please refer to
Explanatory
Note 2**

7. 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

Kuala Lumpur

Dated this 17th day of May 2022

NOTES:

1. For the purpose of determining a member who shall be entitled to attend and vote at the Fourth Annual General Meeting (“AGM”), the Company shall be requesting the Record of Depositors as at 13 June 2022. Only a depositor whose name appears on the Record of Depositors as at 13 June 2022 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 more than 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. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
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 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

a. **Explanatory Note 1**

Item 1 of the Agenda - To receive the Audited Financial Statement for the Financial Year Ended 31 December 2021

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

The proposed Resolution 6, 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 18 June 2021.

TOPVISION EYE SPECIALIST BERHAD

Registration No. 201801011816 (1273832-U)

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

IN RESPECT OF THE FOURTH ANNUAL GENERAL MEETING (“AGM”) TO BE HELD VIA AN ONLINE PLATFORM

DATE: Friday, 17 June 2022	TIME: 3.00 p.m.	BROADCAST VENUE: Fully virtual via an online meeting platform at https://bit.ly/389aFpp provided by HMC Corporate Services Sdn. Bhd. in Malaysia
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General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 June 2022 (General Meeting Record of Depositors) shall be eligible to participate, speak and vote at the meeting or appoint proxy(ies) to participate and/or vote on his(her) behalf.

Proxy


2. A member entitled to participate and vote remotely at the AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate the AGM via Virtual Meeting Facilities on 17 June 2022, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not later than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Thursday, 16 June 2022 at 3.00 p.m. The appointed proxy(ies) must register themselves via the Registration Link in Item 10 below.**

Poll Voting

5. The voting at the AGM will be conducted by poll in accordance with Clause 75 of the Company's Constitution. The Company has appointed HMC CORPORATE SERVICES SDN. BHD. as Poll Administrator to conduct the poll by way of online voting.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the AGM at 3.00 p.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

Virtual Meeting Facilities

7. We would like to invite the Shareholders to participate and vote remotely at the AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below and to provide the following documents to HMC Corporate Services Sdn Bhd **not later than Thursday, 16 June 2022 at 3.00 p.m.**
 - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - (b) Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to HMC Corporate Services Sdn Bhd not later than **Thursday, 16 June 2022 at 3.00 p.m.** and **register yourself via the Registration Link below.**
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. <p>Registration Link https://bit.ly/389aFpp</p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may submit any questions online by scanning the QR Code below or via https://bit.ly/3KXRn3B and to submit your questions accordingly: 
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 3.00 p.m. on 17 June 2022. If you have any questions to be raised during the meeting, you may submit it by using the Q&A box. The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none"> Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room. Members or proxies may commence voting from 3.00 p.m. on 17 June 2022 until such time when the Chairman announces the closing of the voting session. After the counting of votes, the Chairman will announce the poll results.
(f)	CLOSURE	The AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

No Door Gift

11. There will be no distribution of door gifts for the participation of the AGM.

No Recording or Photography

12. Unauthorised recording and photography are strictly prohibited at the AGM.

Enquiry

13. If you have any enquiry or require any assistance before or during the AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

HMC CORPORATE SERVICES SDN BHD

Registration No. 198201003810 (83556-P)

Level 2, Tower 1, Avenue 5

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2281 5800

Mobile/WhatsApp: 017 388 3989

Fax : 603-2282 5022

Email : office365support@hmc.my

Contact Person: HMC Virtual Meeting Administrator