

TOPVISION EYE SPECIALIST BERHAD

Registration No. 201801011816 (1273832-U)

(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of TOPVISION EYE SPECIALIST BERHAD (“**TESB**” or “**Company**”) will be conducted on a fully virtual basis via the online meeting platform at <https://rb.gy/u7rrvp> on Monday, 24 June 2024 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 2023 together with the Reports of the Directors and the Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the following payments:- | |
| (a) Directors’ fees and benefits amounting to RM27,083.00 in respect of the financial year ended 31 December 2023. | Ordinary Resolution 1 |
| (b) Directors’ fees and benefits of up to RM145,000.00 from 1 January 2024 until the next Annual General Meeting. | Ordinary Resolution 2 |
| 3. 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 3 |
| 4. To re-elect Mr. Tan Kah Poh who is retiring as a Director of the Company in accordance with Clause 106 of the Company’s Constitution. | Ordinary Resolution 4 |
| 5. To re-elect Ms. Lim May Wan who is retiring as a Director of the Company in accordance with Clause 106 of the Company’s Constitution. | Ordinary Resolution 5 |
| 6. To re-elect Dr. Azida Juana Binti Wan Ab Kadir 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-appoint Grant Thornton Malaysia PLT as the Company’s Auditors and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

SPECIAL BUSINESS

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

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| 8. Authority to Issue and Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016 | Ordinary Resolution 8 |
| <p>“THAT subject always to the Companies Act, 2016 (“Act”), 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 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 the Directors be and are also 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 continue to be in force until the conclusion of the next Annual General Meeting of the Company.</p> <p>AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company”.</p> | Please refer to Explanatory Note 2 |
| 9. 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 Practicing Certificate No.: 201908000410)**

Company Secretary

Selangor

Dated this 24th day of May 2024**NOTES:**

- For the purpose of determining a member who shall be entitled to attend and vote at the Sixth Annual General Meeting (“AGM”), the Company shall be requesting the Record of Depositors as at 14 June 2024. Only a depositor whose name appears on the Record of Depositors as at 14 June 2024 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 up to 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.
- 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.
- 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 Unit no. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan 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 2023**

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

The proposed Ordinary Resolution 8, 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 approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

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 Fifth Annual General Meeting held on 16 June 2023 and which will lapse at the conclusion of the Sixth Annual General Meeting to be held on 24 June 2024.

TOPVISION EYE SPECIALIST BERHAD

Registration No. 201801011816 (1273832-U)

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

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

DATE: Monday, 24 June 2024	TIME: 3.00 p.m.	BROADCAST VENUE: Fully virtual basis via the online meeting platform at https://rb.gy/u7rrvp provided by Synergy Professionals Group 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 14 June 2024 (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 24 June 2024, 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 Unit No. EL-11-01, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor, 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 **Sunday, 23 June 2024 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 SYNERGY PROFESSIONALS GROUP 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 SYNERGY PROFESSIONALS GROUP SDN. BHD. **not later than Sunday, 23 June 2024 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 SYNERGY PROFESSIONALS GROUP SDN. BHD. not later than **Sunday, 23 June 2024 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://rb.gy/u7rrvp</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://rb.gy/hxe8ce and to submit your questions accordingly: <div style="text-align: center;">  </div>
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 24 June 2024. 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 24 June 2024 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):-

SYNERGY PROFESSIONALS GROUP SDN. BHD.

Registration No. 202301003202 (1497121-V)

Unit No. EL-11-01, Amcorp Business Suite,
Menara Melawangi, Pusat Perdagangan Amcorp,
No. 18, Jalan Persiaran Barat,
46050 Petaling Jaya
Selangor Darul Ehsan

Mobile/WhatsApp: 017-6229303

Email : synergyprofgroup@gmail.com

Contact Person: SPG Virtual Meeting Administrator