

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Third (43rd) Annual General Meeting (AGM) of Nova Pharma Solutions Berhad ("NPS" or "the Company") will be held and conducted fully virtual through live streaming and online meeting platform of GoToWebinar hosted by Megacorp.com.my on Thursday, 30 September 2021 at 3.00 p.m. or at any adjournment thereof for the purpose of transacting the following businesses :-

A G E N D A

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon. **Please refer to Explanatory Note 1**
- To re-elect Mr. Ter Leong Tah who retires by rotation in accordance with Clause 97.1 of the Constitution of the Company and being eligible, offers himself for re-election. **Ordinary Resolution 1**
- To re-appoint Messrs Kreston John & Gan as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Ordinary Resolution 2**

As Special Business

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

- Special Resolution :**
- Proposed Amendments to the Constitution of the Company ("Proposed Amendments") **Special Resolution A**
"THAT the proposed amendments to the Constitution of the Company as stated below be and are hereby approved and adopted :-

Clause No.	Existing Clause	Proposed New Clause
15	Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding 12 months, exceeds 10% of the value of the issued and paid-up capital of the Company, except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.	Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding 12 months, not more than 100% of the total number of issued shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares , except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.
56.1	The Company may alter its share capital by passing a special resolution to: (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or (d) cancel any shares which at the date of the passing of the resolution which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.	The Company may alter its share capital by passing a ordinary resolution to: (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived. (d) Deleted.

AND THAT the Board of Directors ("Board") be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Amendments 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 or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments."

- ORDINARY RESOLUTION:**
Authority to Issue Shares **Ordinary Resolution 3**
"THAT, subject always to the Companies Act 2016, the Constitution of the Company, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 and Section 76 of the Companies Act 2016, to allot and issue shares in the Company to such persons, at any time 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 issued pursuant to this Resolution must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company, AND THAT the Directors be and are also authorised and empowered to obtain the approval for the listing and quotation for the additional shares so allotted and issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By Order of the Board

LEONG SUE CHING
Company Secretary
(MAICSA 7040814) (SSM PC No. 201908001823)
Kuala Lumpur, Wilayah Persekutuan

2 September 2021

Notes:-

- A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- In the case of a corporate member, the instrument appointing a proxy shall be either under its Common Seal or signed by its attorney or by an officer of the corporation duly authorized on their behalf.
- A member may appoint more than two (2) proxies to attend the same meeting provided that he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- When a member of a Company is an authorized nominee as defined under the Central Depositories Act, 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.
- The Form of Proxy must be deposited at the Registered Office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Clause 62 of the Constitution of the Company and Rule 6.11(3) of the LEAP Market Listing Requirements of Bursa Securities, a Record of Depositors as at 24 September 2021 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.

Explanatory Notes:

- Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- Item 4 of the Agenda**
The proposed Special Resolution A – Proposed Amendments to the Constitution of the Company, if passed, will enhance administrative efficiency and provide greater clarity to the Constitution.
- Item 5 of the Agenda**
The Company had, during its Forty-Second Annual General Meeting held on 7 August 2020, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016. The previous mandate was not utilized and accordingly no proceeds were raised. The proposed Ordinary Resolution 3, if passed, will authorise the Directors of the Company to allot and issue shares in the Company to such persons, at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit without having to convene a general meeting. The aggregate number of shares to be allotted and issued pursuant to this Ordinary Resolution 3, if passed, must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.
The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further possible fund raising exercises, further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

Important Notes :-

The Company will be closely monitoring the Covid-19 situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM and/or its stakeholders. Any material developments will be announced on the Bursa Securities and members are advised to check the Company's announcement(s) made via Bursa Securities regularly for updates in respect of the AGM and/or material developments.