

nova pharma solutions

Designing for Healthier Future

NOVA PHARMA SOLUTIONS BERHAD

[Registration No. : 197701003731 (34608-K)]

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth (46th) Annual General Meeting (AGM) of Nova Pharma Solutions Berhad ("NPS" or "the Company") will be held at A-03-07 & 08, Sky Park One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan on Friday, 28 June 2024 at 3.00 p.m. or at any adjournment thereof for the purpose of transacting the following businesses :-

AGENDA

- To receive the audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon.
Please refer to Explanatory Note 1
- To approve the payment of Directors' Fee amounting to RM10,000 for the financial year ended 31 December 2023.
Ordinary Resolution 1
- To approve the payment of Directors' Fee and benefits payable up to an aggregate amount of RM50,000 for the financial year ending 31 December 2024.
Ordinary Resolution 2
- 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 3
- To re-appoint Messrs Kreston John & Gan as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
Ordinary Resolution 4

As Special Business

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

- ORDINARY RESOLUTION:**
Authority to Issue Shares **Ordinary Resolution 5**
"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 the Directors be and are also authorised and empowered to obtain the approval for the listing of 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.
AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 54 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in 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

24 May 2024

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 on a show of hands or on a poll 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 authorised 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 authorised nominee as defined under the Central Depositories Act, it may appoint at least one 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 Proxy Form 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 Malaysia Securities Berhad, a Record of Depositors as at 21 June 2024 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.

Explanatory Notes:

1. 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.

2. Item 4 of the Agenda

The Company had, during its Forty-Fifth Annual General Meeting held on 23 June 2023, 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 utilised and accordingly no proceeds were raised.

The proposed Ordinary Resolution 5, 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 5, 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.