

Nova[®]

NOVA WELLNESS GROUP BERHAD

(Company No: 1196094-M)
(Incorporated in Malaysia)

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of NOVA WELLNESS GROUP BERHAD ("the Company") will be held at **Mentari Hall 5, Movenpick Hotel & Convention Centre KLIA, Kompleks TH Sepang, Jalan Masjid KLIA, 64000 Sepang, Selangor Darul Ehsan on Tuesday, 27 November 2018 at 10.30 a.m.** for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To declare a Final Single Tier Dividend of 1.8 sen per share for the financial year ended 30 June 2018 as recommended by the Directors. **(Ordinary Resolution 1)**
- To re-elect the following Directors who are retiring under Clause 109 of the Constitution of the Company:-
 - Mr Phang Nyie Lin **(Ordinary Resolution 2)**
 - Dr Abdul Manaf bin Mohamad Radzi **(Ordinary Resolution 3)**
 - Encik Sulaiman bin Haji Ahmad **(Ordinary Resolution 4)**
- To re-appoint Messrs Mazars Plt as Auditors of the Company for the ensuing year and to authorise the Directors to fix the Auditors' remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

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

- Proposed Directors' Fees** **(Ordinary Resolution 6)**
"THAT the payment of Directors' fees of RM180,000.00 for the financial year ended 30 June 2018 be and is hereby approved." **(Please refer to Explanatory Note 3)**
- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 7)**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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 4)**
- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the forthcoming 2nd Annual General Meeting, a Final Single Tier Dividend of 1.8 sen per share will be paid on 19 December 2018 to the shareholders whose names appear in the Record of Depositors at the close of business on 12 December 2018.

A depositor shall qualify for entitlement only in respect of:

- shares transferred to the Depositor's Securities Account before 4.00 p.m. on 12 December 2018 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NOVA WELLNESS GROUP BERHAD

LEE WEE HEE (MAICSA 0773340)
WONG YUET CHYN (MAICSA 7047163)
Company Secretaries

Kuala Lumpur
30 October 2018

Notes:-

- A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- Where a Member is an Exempt Authorized Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ('omnibus account') there is no limit to the number of proxies which the Exempt Authorized Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorized.
- To be valid the proxy form duly completed must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight hours before the time for holding the meeting or any adjournment thereof, or in the case of a poll, not less than twenty-four hours before the time appointed for taking of the poll.
- In respect of deposited securities, only Members whose names appear on the Record of Depositors on 21 November 2018, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad all the ordinary resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Note on Ordinary Business

- Audited Financial Statements for financial year ended 30 June 2018**
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Final Single Tier Dividend**
With reference to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 9 October 2018, the Board of Directors ("the Board") had considered the amount of dividend and decided to recommend the same for the shareholders' approval.
The Board is satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 19 December 2018 in accordance with the requirements under Sections 132(2) and (3) of the Companies Act 2016.

Explanatory Note on Special Business

- Proposed Directors' Fees**
The proposed Ordinary Resolution 6, if passed, will authorize the payment of Directors' fees pursuant to Clause 117 of the Constitution of the Company.
- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 7, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate") provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being. This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.
As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 29 December 2017 and this general mandate will lapse at the conclusion of the 2nd AGM of the Company.
The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.