

# nova pharma solutions

Designing for Healthier Future

**NOVA PHARMA SOLUTIONS BERHAD**  
(Company No. : 34608-K)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** THAT the Forty-First (41st) Annual General Meeting (AGM) of Nova Pharma Solutions Berhad ("NPS" or "the Company") will be held at Tuofeilun Premium Business Lounge, Level 1, Skypark, One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan on Friday, 28 June 2019 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 2018 together with the Directors' and Auditors' Reports thereon.  
**Please refer to Explanatory Note 1**
- To approve a Final Single Tier Dividend of 0.20 sen per ordinary share for the financial year ended 31 December 2018.  
**Resolution 1**
- To re-elect Mr. Ter Leong Tah who retires in accordance with Clause 97.1 of the Constitution of the Company and being eligible, offers himself for re-election.  
**Resolution 2**
- 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.  
**Resolution 3**

### 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**

"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 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."  
**Resolution 4**

- 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)  
Kuala Lumpur, Wilayah Persekutuan

23 May 2019

### 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 in that 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 Malaysia Securities Berhad, a Record of Depositors as at 21 June 2019 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 5 of the Agenda

The Company had, during its Fortieth Annual General Meeting held on 28 June 2018, 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 4, 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 4, 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.

## DIVIDEND ANNOUNCEMENT

**NOTICE IS HEREBY GIVEN** that a Depositor shall qualify for entitlement to the Final Single Tier Dividend of 0.20 sen per ordinary share in respect of :-

- Share transferred into the Depositor's Securities Account before 4.30 p.m. on 16 July 2019 in respect of ordinary transfers; and
- Shares bought on Bursa Securities on a cum dividend entitlement basis according to the Rules of the Bursa Securities.

**The Final Single Tier Dividend, if approved, will be paid on 08 August 2019 to Depositors registered in the Record of Depositors at the close of business on 16 July 2019.**