



NOVA MSC BERHAD
(200201024235 (591898-H))

NOTICE OF THE EIGHTEENTH (18TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth (18th) Annual General Meeting ("AGM") of the Company will be held at Greens II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 28 September 2020 at 2.00 p.m. to transact the following businesses, with or without modifications thereto:

AGENDA

ORDINARY BUSINESS

- To lay the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of Directors and Auditors thereon. (Refer to Explanatory Note 1)
- To re-elect the following Directors who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:
 - Peter Wayne Thompson (Clause 98) (Resolution 1)
 - Lim Hak Min (Clause 98) (Resolution 2)
 - Dali Kumar @ Dali Bin Sardar (Clause 103) (Resolution 3)
- To approve the payment of Directors' fees of RM200,000 for the financial year ended 31 March 2020 to be divided amongst the Directors in such manner as they may determine. (Resolution 4)
- To approve the payment of Directors' fees of not exceeding RM200,000 for the year ending 31 March 2021 to be divided amongst the Directors in such manner as they may determine, with payment of the fees to be made monthly in arrears at the end of each month. (Resolution 5)
- To re-appoint Messrs. Folks DFK & Co. as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 6)

SPECIAL BUSINESS

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

- Approval for Allotment of shares or Grant of rights** (Resolution 7)
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution shall not exceed twenty per centum (20%) of the issued capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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 for which due notice has been given.

BY ORDER OF THE BOARD

Tan Kean Wai (MAICSA 7056310)
(SSM PC No. 202008000801)
Company Secretary

Kuala Lumpur
28 August 2020

Notes:

- Only members whose names appear in the Record of Depositors as at 21 September 2020 ("**General Meeting Record of Depositors**") shall be eligible to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
- Where a member of the Company is an exempt authorised nominee ("**EAN**") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than 1 proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal, or the hand of its attorney duly authorised. An instrument appointing a proxy to vote at this Meeting shall be deemed to include the power to demand a poll on behalf of the appointer.
- The instrument appointing a proxy or Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Share Registrar of the Company at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in such instrument proposes to vote. **Faxed, photocopied, and electronically scanned copies of the duly executed Form of Proxy are not acceptable.**

Explanatory Notes:

- Item 1 of the Agenda**
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting by shareholders of the Company.
- Ordinary Resolution 7**
The proposed resolution No. 7, if passed, will empower the Directors of the Company to allot and issue shares up to an aggregate amount not exceeding in total 20% (twenty per centum) of the issued share capital of the Company for time being and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting of the Company.
The Company had, during the 17th AGM held on 28 August 2019, obtained its shareholders' approval for the general mandate for issuance of shares. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.
The authority will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limiting to further placing of shares for the purpose of funding current and/or future investment project(s), working capital, repayment of bank borrowings and/or acquisition and/or so forth as well as any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on urgent basis.
- Personal data privacy:**
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

COVID-19 Outbreak Measure Notes

The health and safety of our Members and staff who are attending the 18th AGM are the top priority of the Company. Hence, the following precautionary measures shall be taken for the conduct of the Meeting:

- Members/proxies/corporate representatives are advised to abide by the most current regulations in place and enforced by the Government of Malaysia, the Ministry of Health, the Malaysian National Securities Council, and other relevant authorities at the time deciding on whether or not to attend the Meeting in person.
- To safeguard the health and safety of our attendees during the global COVID-19 pandemic, members may exercise their right to vote at the 18th AGM by appointing the Chairman as their proxy instead of attending the Meeting in person.
- Members/proxies/corporate representatives who are feeling unwell, or have been placed on quarantine orders or stay-at-home notices, or have been in physical contact with a person infected with COVID-19, are advised to refrain from attending the Meeting in person.
- In the interest of the public health including the well-being of our attendees, members/proxies/corporate representatives attending the Meeting in person must co-operate with the precautionary measures to be put in place by the Company throughout the Meeting.
- Members/proxies/corporate representatives must constantly sanitise their hands and are strongly advised to wear a face mask if they are attending the Meeting in person. Members/proxies/corporate representatives are also required to observe/maintain physical distancing throughout the Meeting.
- In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Meeting at short notice. Kindly check Bursa Malaysia Securities Berhad's and Company's website at <https://www.nova-hub.com/> for the latest updates on the status of the Meeting.