

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.

nova pharma solutions

Designing for Healthier Future

NOVA PHARMA SOLUTIONS BERHAD
 [Registration No. 197701003731 (34608-K)]
 Incorporated in Malaysia

PROXY FORM

(Before completing this form, please refer to the notes)

CDS Account No.	:	
No. of shares held	:	

I/We * _____ NRIC/Passport/Registration No.* _____
 (Full name in block)

of _____
 (Address)

with email address _____ mobile phone no. _____

being a member/members* of **NOVA PHARMA SOLUTIONS BERHAD** (“the Company”) hereby appoint(s):-

Full Name (in Block)		NRIC/Passport No.		Proportion of Shareholdings (%)
Address				
Email Address		Mobile Phone No.		

and / or*

Full Name (in Block)		NRIC/Passport No.		Proportion of Shareholdings (%)
Address				
Email Address		Mobile Phone No.		

or failing *him/her, *the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Forty-Third (43rd) Annual General Meeting of the Company to 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 any adjournment thereof. *My/Our proxy/proxies *is/are to vote as indicated below:-

	FIRST PROXY		SECOND PROXY	
	For	Against	For	Against
1. Ordinary Resolution 1 - To re-elect Mr. Ter Leong Tah as Director				
2. Ordinary Resolution 2 - To re-appoint Messrs Kreston John & Gan as Auditors				
3. Special Resolution A - Proposed Amendments to the Constitution				
4. Ordinary Resolution 3 - Authority to Issue Shares				

(Please indicate with a “√” or “X” in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion. The first named proxy shall be entitled to vote on a show of hands.)

* Delete where applicable.

Dated this day of 2021

.....
 Signature/Common Seal

Postage

Company Secretary
**NOVA PHARMA SOLUTIONS
BERHAD**
No. 9A, Jalan Medan Tuanku,
Medan Tuanku,
50300 Kuala Lumpur,
Malaysia

Notes:-

- 1. 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.*
- 2. 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.*
- 3. 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.*
- 4. When a member of a Company is an authorized 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.*
- 5. 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 OR EMAIL TO : AGM-support.NovaPharma@megacorp.com.my*
- 6. 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 24 September 2021 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.*

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nova pharma solutions
Designing for Healthier Future

Nova Pharma Solutions Berhad
Registration No.: 197701003731 (34608-K)
(Incorporated in Malaysia)



**ADMINISTRATIVE NOTES
FOR THE 43RD ANNUAL GENERAL MEETING (“43RD AGM”)**

Date : **Thursday, 30 September, 2021**
Time : **3.00 p.m.**
Meeting Platform : **GoToWebinar hosted by megacorp.com.my**
MYNIC ID : **D1A018851**

Voting via Digital Ballot Form at a Fully Virtual 43rd AGM

1. Pursuant to the Securities Commission (“SC”) Guideline on virtual meeting revised on 16 July 2021 on a fully virtual meeting, an online platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Under a Fully Virtual Meeting where all participants, including Chairman of the Meeting are to participate remotely from various location.
2. This is a fully virtual Meeting in adherence to the SC Meeting’s Guideline to curb the spiking of Covid-19. Shareholders who wish to participate at the 43rd AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/KTmmAc> (please refer to paragraph 4 for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)**.
3. With the DBF, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board / Management of the Company) and vote during the 43rd AGM, at the comfort of your home or from any location.
4. Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the 43rd AGM:
AGM-support.NovaPharma@megacorp.com.my

Registration Procedure

5. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the AGM online:
 - a. Open this link <https://vps.megacorp.com.my/KTmmAc>, or scan the QR code at the top right corner of this document, and submit all requisite details at least forty-eight (48) hours before the date of 43rd AGM.
 - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, to the Registered office at *No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan* not later than 48 hours before the date of the 43rd AGM or email to: AGM-support.NovaPharma@megacorp.com.my
 - d. For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
 - e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** - for the Live-Streaming Session
 - ii. **DBF** - for Voting Purposes

Record of Depositors (“ROD”) for the 43rd AGM

6. The date of ROD for the 43rd AGM is Friday, 24 September, 2021. As such, only shareholders whose name appear in the ROD shall be entitled to participate, speak and vote at the 43rd AGM or appoint proxy(ies) / corporate representative(s) to participate, speak and vote on his / her behalf

Poll Voting

7. The voting of the 43rd AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
8. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the 43rd AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.NovaPharma@megacorp.com.my

Tel : +60 (3) 2692 4271

Alfred : +60 (12) 912 2734

Hisham : +60 (12) 252 9136