

NOVA WELLNESS GROUP BERHAD

(Registration No. 201601025155 (1196094-M))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("EGM") of NOVA WELLNESS GROUP BERHAD ("Nova" or "the Company") will be held virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue, Conference Room, Nova Laboratories Sdn. Bhd., Lot 708, Nova Avenue, 43950 Sungai Pelek, Selangor Darul Ehsan, Malaysia on Tuesday, 16 November 2021 at 11.30 a.m. or immediately following the conclusion or adjournment of the 5th Annual General Meeting of the Company scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is later for the following purposes:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF NOVA WELLNESS GROUP BERHAD ("NOVA") (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF NOVA AND ITS SUBSIDIARY ("NOVA GROUP" OR THE "GROUP") ("PROPOSED ESOS")

"THAT subject to the approvals of all relevant authorities/parties, where relevant/required being obtained, approval is given to the Board of Directors ("Board") to undertake the proposed establishment of an ESOS involving up to 15% of the total number of issued shares of Nova (excluding treasury shares, if any) to enable the granting of new ordinary shares in Nova ("Nova Shares") at any point in time to the eligible directors and employees of Nova Group in accordance with the by-laws governing the ESOS ("By-laws") as set out in Appendix II of the Circular to shareholders dated 11 October 2021, and to adopt and approve the By-laws and to do all such acts, as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Board be and is hereby authorised to issue and allot from time to time such number of new Nova Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("ESOS Options"), provided that the aggregate number of new Shares to be issued and allotted and/or transferred shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and such new Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued shares of the Company, except that the new Shares so issued and allotted SHALL not be entitled to any dividends, rights, allotments and/or other forms of distribution, for which the entitlement date is prior to the date of allotment and issuance of such new Shares;

THAT the Board be and is hereby authorised to extend the duration of the ESOS, provided always that such extension of the ESOS made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Malaysia Securities Berhad ("Bursa Securities") or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-laws;

AND THAT the Board be and is hereby authorised to add, modify and/or amend the Proposed ESOS, By-laws and all rules, regulations and administration relating to the Proposed ESOS and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed ESOS, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-laws."

ORDINARY RESOLUTIONS 2 TO 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO DIRECTORS

"THAT subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board at any time and from time to time during the duration of the Proposed ESOS, to offer and grant options to each of the directors and persons connected with them as named therein below:

i) Phang Nyie Lin	Ordinary Resolution 2
ii) Phang Yeen Nung	Ordinary Resolution 3
iii) Phang Yeen Aun	Ordinary Resolution 4
iv) Dr Abdul Manaf Bin Mohamad Radzi	Ordinary Resolution 5
v) Sulaiman Bin Haji Ahmad	Ordinary Resolution 6
vi) Sim Seng Loong @ Tai Seng	Ordinary Resolution 7
vii) Tan Mio Har	Ordinary Resolution 8

to subscribe for such number of Shares to be issued under the Proposed ESOS subject always to the following provisions:

- the aggregate number of Nova Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Nova Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- not more than **ten percent (10%)** of the total number of Shares to be issued under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds **twenty percent (20%)** or more of the total number of issued Nova Shares (excluding treasury shares, if any);
- not more than **fifty percent (50%)** of the total ESOS Options available under the Proposed ESOS shall be allocated, in aggregate, to the directors and senior management of the Group who are Eligible Persons;
- not more than **two percent (2%)** of the total ESOS Options available under the Proposed ESOS shall be allocated to non-executive directors who are Eligible Persons;
- the directors and the senior management of the Group who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any; and
- subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the Proposed ESOS, the Main Market Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities, or any other relevant authorities as amended from time to time;

AND THAT the Board be further authorised to allot, issue and/or transfer such number of new Shares arising from the exercise of the ESOS Options that may be granted to him/her under the Proposed ESOS."

BY ORDER OF THE BOARD NOVA WELLNESS GROUP BERHAD

WONG YOUN KIM (MAICSA 7018778)

Company Secretary
Kuala Lumpur
11 October 2021

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 authorised 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 Authorised Nominee which holds for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies which the Exempt Authorised 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 authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
- To be valid the proxy form duly completed must be deposited at the registered office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan (Kl) not less than twenty-four hours before the time appointed for taking of poll or any adjournment thereof.
- In respect of deposited securities, only Members whose names appear on the Record of Depositors on 10 November 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.31A(1) of the Main Market Listing Requirements of Bursa Securities all the ordinary resolutions set out in this Notice will be put to vote by way of poll.