

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOVA WELLNESS GROUP BERHAD
Registration No.: 201601025155 (1196094-M)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the 8th Annual General Meeting ("8th AGM") of the Company will be held at Ballroom, ibis Styles Sepang KLIA, Jalan KLIA 1/60, 43900 Sepang, Selangor Darul Ehsan, Malaysia on Tuesday, 19 November 2024 at 10.00 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 and the Reports of the Directors and Auditors.
2. To declare a Final Single Tier Dividend of 1.25 sen per ordinary share for the financial year ended 30 June 2024 as recommended by the Directors.
3. To re-elect the following Directors who are retiring under Clause 109 of the Constitution of the Company:
(a) Dr Abdul Manaf Bin Mohamad Radzi
(b) Tan Mio Har
4. To approve the payment of Directors' Fees of RM216,000.00 for the period commencing from 20 November 2024 until the next Annual General Meeting ("AGM") of the Company to be held in 2025
5. To approve the payment of Directors' Benefits of RM15,000.00 for the period commencing from 20 November 2024 until the next AGM of the Company to be held in 2025
6. To re-appoint Messrs Forvis Mazars PLT as the Company's Auditors for the financial year ending 30 June 2025 and to authorise the Directors to fix their remuneration.

**[Please refer to
Explanatory Note 3(a)]**

**(Resolution 1)
[Please refer to
Explanatory Note 3(b)]**

**(Resolution 2)
(Resolution 3)**

(Resolution 4)

(Resolution 5)

(Resolution 6)

AS SPECIAL BUSINESS

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

7. PROPOSED AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT") FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES

"THAT pursuant to Sections 75 and 76 of the Act, the Directors of the Company be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

THAT pursuant to Section 85 of the Act, to be read together with Article 62 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act, AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

AND FURTHER THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate."

8. 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.

**(Resolution 7)
(Please refer to
Explanatory Note 4)**

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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the forthcoming 8th AGM, a Final Single Tier Dividend of 1.25 sen per ordinary share will be paid on 10 December 2024 to the shareholders whose names appear in the Record of Depositors at the close of business on 25 November 2024.

A depositor shall qualify for entitlement only in respect of:

- (a) Securities transferred into the Depositor's Securities Account before 5.00 p.m. on 25 November 2024 in respect of transfers; and
- (b) Securities bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

NOVA WELLNESS GROUP BERHAD

LIM LI HEONG (MAICSA 7054716) (SSM PC No.: 202008001981)

WONG MEE KIAT (MAICSA 7058813) (SSM PC No.: 202008001958)

Company Secretaries

Kuala Lumpur

17 October 2024

Notes:

1. Members entitled to attend the 8th AGM

In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 November 2024 (General Meeting Record of Depositors) shall be eligible to attend the 8th AGM or appoint proxy(ies) to attend and/or vote on his behalf.

2. Appointment of Proxy

- (a) A member entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and vote in his/her stead. A proxy may or need not be a member of the Company.
- (b) Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (c) Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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.
- (d) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (e) An instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his/her attorney and in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- (f) An instrument appointing a proxy must be deposited at the registered office at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for taking of poll or any adjournment thereof.
- (g) Pursuant to Paragraph 8.29(A) 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.

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3. Explanatory Notes on Ordinary Business

(a) Audited Financial Statements for financial year ended 30 June 2024

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

(b) Final Single Tier Dividend

Pursuant to Section 131 of the Act, a company may only make distribution to the shareholders out of the Company's profits available if the company is solvent. The Board of Directors has on 10 October 2024 considered the amount of dividend and decided to recommend the same for 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 10 December 2024 in accordance with the requirements under Section 132(2) and (3) of the Act.

4. Explanatory Notes on Special Business

Proposed authority under Sections 75 and 76 of the Act for the directors to allot and issue shares

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 number of issued shares 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 AGM of the Company.

There were no shares issued from the previous mandate given to the Directors at the last AGM held on 6 November 2023, which will lapse upon conclusion of the forthcoming 8th AGM.

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.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 62 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 62 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Act which will result in a dilution to their shareholding percentage in the Company.

STATEMENT ACCOMPANYING THE NOTICE OF AGM

1. The Directors who are standing for re-election at the 8th AGM of the Company pursuant to Clause 109 of the Constitution of the Company are:
 - (a) Dr Abdul Manaf Bin Mohamad Radzi
 - (b) Tan Mio Har
2. The detailed profiles of the above Directors who are standing for re-election are set out in the Directors' Profiles set out on pages 47, 48, 49 and 52 of this Annual Report and their securities holdings in the Company are set out in the Analysis of Shareholdings on pages 166 of this Annual Report.
3. The statement relating to the general mandate for authority to issue shares is set out in the Explanatory Notes to the Notice of the 8th AGM on page 171 of this Annual Report.