

Nova



ANNUAL REPORT 2023



CONTENTS

 Provides a comprehensive overview of the Group's performance for FYE2023

REGULATIONS COMPLIED

- . Companies Act, 2016
- . Bursa Malaysia Main Market Listing requirements
- . Malaysian Code on Corporate Governance 2021







6 November 2023, Monday





10:00 a.m.



VENUE

Dewan Utama 1 Hotel Seri Malayaia Lot 979 & 980, Pantai Bagan Lalang, 43950 Sungai Pelek, Selangor Darul Ehsan, Malaysia.



This Annual Report is available at www.nova.my

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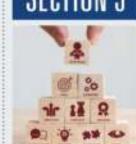








KEY MESSAGES



LEADERSHIP



SUSTAINABILITY





GOVERNANCE





FINANCIAL STATEMENTS





ADDITIONAL INFORMATION

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who we are

OVERVIEW

Nova Wellness Group Berhad is an investment holding company, and through its subsidiary Nova Laboratories Sdn. Bhd., is involved in the development, production and sales of nutraceutical products and skincare products under own House Brands. The Group also provides contract manufacturing services for the development and production of nutraceutical products.

With a highly skilled and technically capable workforce, the Group today has developed and marketed more than 100 products to independent retail pharmacies, clinics and hospitals throughout Malaysia.

our vision

To see people achieve a life free from pain, suffering, chronic diseases, and able to celebrate life.

our purpose

To help people fight chronic diseases and celebrate life by advocating good health through prevention and good nutrition backed by science and evidence.

our core values



FEEL PURPOSEFUL **CAN DO** ATTITUDE

BEHAVE ETHICALLY

STANDARDS & CERTIFICATIONS



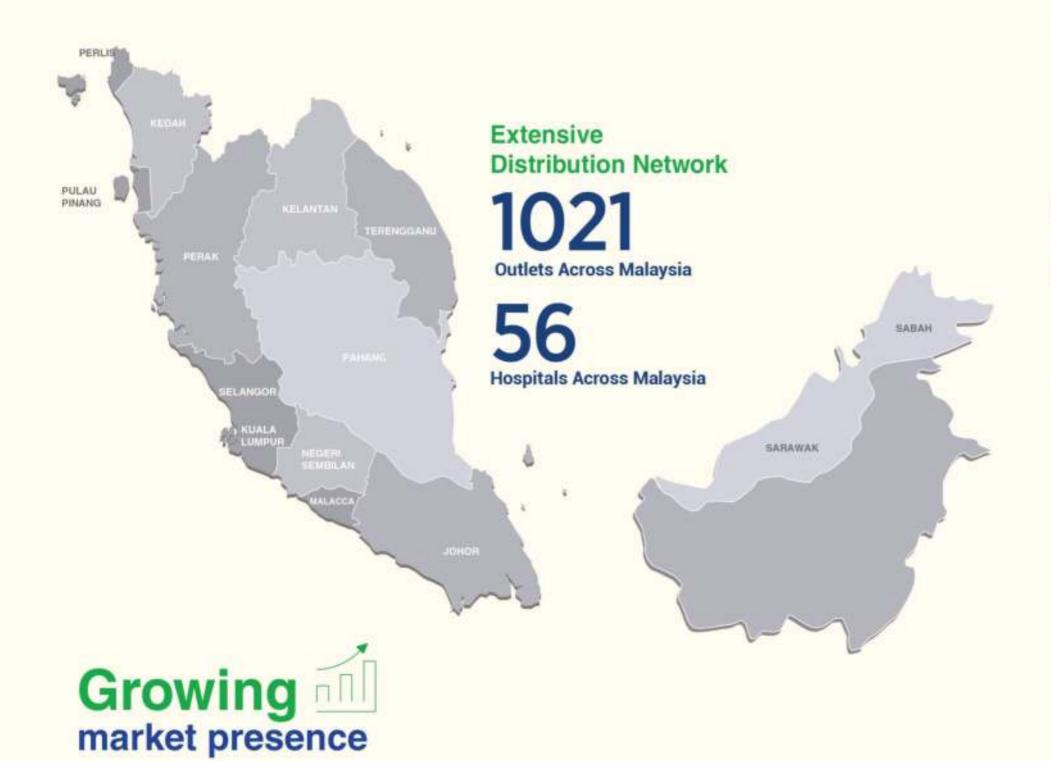






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Our Presence

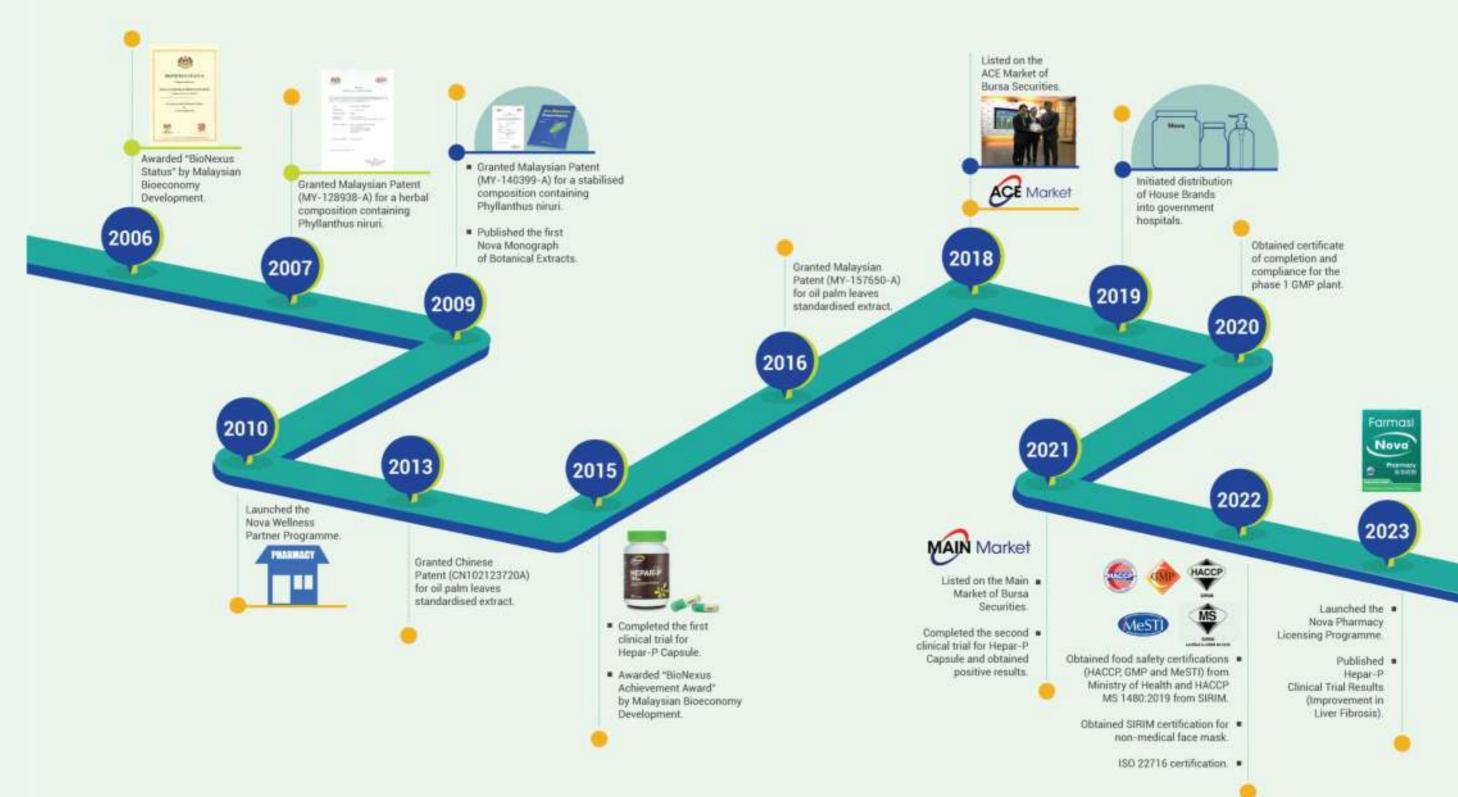




Exporting to more than 5 countries

- Europe (Germany, Austria, Bosnia)
- Canada
- Mongolia
- Philippines
- Singapore
- Indonesia
- Thailand
- Taiwan

KEY MILESTONES



AT A GLANCE





Food Safety Certifications

from Ministry of Health Malaysia and SIRIM









ISO 22716



Established in Malaysia in 1989







Profit Before Tax FYE2023

RM19.76 million

Revenue FYE2023



RM45.53 million

Profit After Tax FYE2023

RM14.99 million



Published Clinical Trial Results For HEPAR-P

Improvement in liver fibrosis

Link to full journal publication: https://doi.org/10.1016/j.heliyon,2023.e16652

SIRIM 40:2020 Certification for Non-Medical Face Mask







Nova Licensing
Programme



CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr Abdul Manaf Bin Mohamad Radzi

Independent Non-Executive Chairman

Phang Nyie Lin

Group Managing Director

Phang Yeen Nung

Executive Director

Phang Yeen Aun

Executive Director

Sim Seng Loong @ Tai Seng

Independent Non-Executive Director

Tan Mio Har

Independent Non-Executive Director

Sulaiman Bin Haji Ahmad

Non-Independent Non-Executive Director

AUDIT COMMITTEE

Sim Seng Loong @ Tai Seng (Chairman) Tan Mio Har Sulaiman Bin Hajl Ahmad

RISK MANAGEMENT COMMITTEE Sim Seng Loong @ Tai Seng (Chairman) Tan Mio Har

NOMINATION COMMITTEE

Sulaiman Bin Haji Ahmad

Tan Mio Har (Chairman) Sim Seng Loong @ Tai Seng Sulaiman Bin Haii Ahmad

REMUNERATION COMMITTEE

Tan Mio Har (Chairman) Sim Seng Loong @ Tai Seng Sulaiman Bin Haji Ahmad

COMPANY SECRETARIES

Wong Youn Kim (MAICSA 7018778) Wong Mee Kiat (MAICSA 7058813) Lim Li Heong (MAICSA 7054716)

AUDITORS

Mazers PLT 201706000496 (LLP0010622-LCA) AF001954

Level 11, South Block Wisma Golden Eagle Realty 142-A, Jalan Ampang 50450 Kuala Lumpur Tel No.: (603) 2702 5222

PRINCIPAL BANKERS

Public Bank Berhad

24-C, Jalan Besar 43950 Sungai Pelek Sepang, Selangor Tel No: (603) 3141 1236 Fax No.: (603) 3141 1233

RHB Bank Berhad

25, Jalan 52 B15 Centrio Seremban 2 70300 Seremban Tel No: (606) 601 5256

Fax No.: (606) 601 5211

SHARE REGISTRAR

ShareWorks 5dn 8hd (229948-U)

No. 2-1, Jalan Sri Hartamas 8 Sri Hartamas 50480 Kuala Lumpur Tel No.: (603) 6201 1120

Fax No.: (603) 6201 3121

PLACE OF INCORPORATION

Malaysia

FORM OF LEGAL ENTITY

Incorporated on 27 July 2016 as a private company limited by shares under the Companies Act 2016 and converted into a public company limited by shares on 31 October 2017,

REGISTERED OFFICE

Acclime Corporate Services 5dn flhd

Level 5, Tower B, Avenue 5, Harizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan. Tel No.: (603) 2280 6388 Fax No.: (603) 2280 6399

BUSINESS ADDRESS

Nova Wellness Group Berhad

Lot 788, Nova Avenue 43950 Sungai Pelek Sepang, Selangor Tel No.: (603) 3142 1676 Fax No.: (603) 3141 1661 E-mail: mail@nova.com.my

CORPORATE WEBSITE

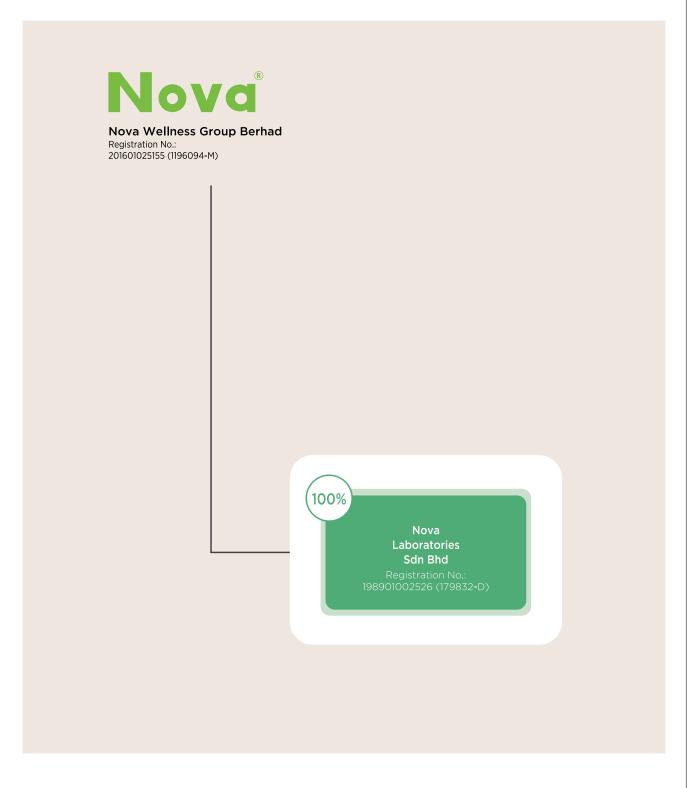
www.nova.my

STOCK EXCHANGE LISTING

Main Market

Bursa Malaysia Securities Berhad Stock Name : NOVA

Stock Code : 0201 Stock Sector : Healthcare



CORPORATE STRUCTURE

ANNUAL REPORT 2023

FINANCIAL HIGHLIGHTS

Group 5 Years Financial Summary

	2019 RM'000	2020 RM 000	2021 RM'000	2022 RM 000	2023 RM 000
Revenue	29,695	34,266	40,482	49,136	45,534
Profit before tax	14,743	17,503	19,289	20.284	19,760
Profit for the year - attribute to shareholders	10,942	13,005	14,557	16,105	14,992
Share capital	60,074	60.074	60,074	60,123	60,988
Shareholders' fund	76,886	86.537	93,945	100,538	105,960
Total assets	89,571	96,707	104,468	112,435	118,466
Basic earnings per share (sen)	3.49	4.09	4.58	5.07	4.70
Net dividend for the year (sen)	1.10	1.43	3.00	3.25	3.30
MANUFACTURE CONTROL OF THE PROPERTY OF THE PRO					

FYE2023 Financial Summary



2021

2022

2023

FINANCIAL CALENDAR





DIVIDENDS

Single tier interim dividend

Announcement – Tuesday, 21 February 2023 Entitlement – Thursday, 9 March 2023 Payment - Thursday, 16 March 2023

Single tier special dividend

Announcement – Tuesday, 21 February 2023 Entitlement – Thursday, 9 March 2023 Payment - Thursday, 16 March 2023



ANNOUNCEMENT OF CONSOLIDATED RESULTS







Tuesday, 21 February 2023



Tuesday, 23 May 2023



Friday, 18 August 2023



ANNUAL GENERAL MEETING

Notice of Annual General Meeting

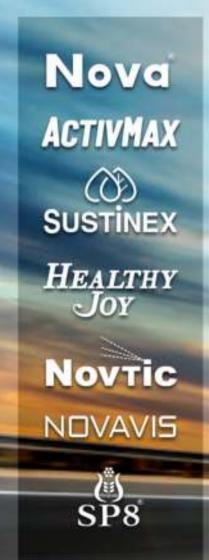
Friday, 6 October 2023

7th Annual General Meeting

Monday, 6 November 2023

2019

OUR BRANDS OUR PASSION





Foundation Of Good Health

WELLNESS ESSENTIALS PREMIUM PACK

Multivitamins and Minerals Vitamin C Fruits and Vegetables Extracts Vitamin E







Nutrition For Juniors

Complete & Balanced Nutritional Drinks







HEALTHY JOY SLOW-CARB SERIES

The Healthiest Bread You & Your Family Can Savour



Suitable for diabetics & weight watchers

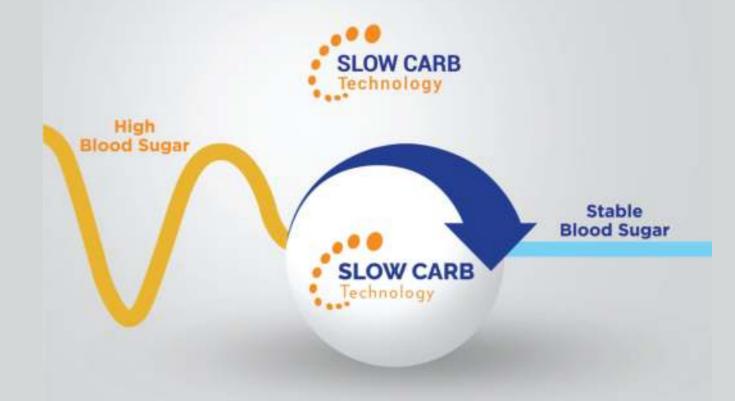
Creating The Healthiest Breads For Every Family



NOVA's Slow Carb Technology Heart-Healthy Omega-9 Oil

KEEPING BLOOD SUGAR WELL-CONTROLLED WITH A UNIQUE LOW GI* CARBOHYDRATE FORMULA

- · Provides steady energy
- · Controls body weight
- · Controls craving



*GI = Glycemix Index

A value assigned to rank carbohydrates based on how they affect blood sugar level. The lower the GI value of the food, the slower it increases the blood sugar level, ensuring well-controlled blood sugar.

NATURAL SKINCARE PRODUCTS







- Wash away 99.99% of germs
- Hydrating seaweed extract
- Ideal skin pH 5.5, soap-free & non-irritating formula
- Hypoallergenic

SEAWEED HAND WASH

Washes Away 99,99% Of Germ



DIABETIC FRIENDLY-FRUIT JAMS

A healthier alternative to ordinary high-sugar jams







HEART-HEALTHY PEANUT SPREAD

No Added Cane Sugar | High Omega-9 Content







CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of Nova Wellness Group Berhad ("NOVA" or the "Company") and its subsidiary (the "Group"), I am pleased to present to you the Annual Report 2023 and Audited Financial Statements for the Financial Year Ended 2023 ("FYE2023").

While the current landscape is challenging, we still achieved commendable results for the financial year under review despite the global economic uncertainties as well as facing rising operating costs, fluctuation in foreign exchange rates, decrease in consumers' purchasing power and appetites to spend. Being financially agile and managing operational efficiency was key in how we dealt with these unprecedented market conditions, as we endeavoured to safeguard shareholders' interest.

We are optimistic and determined to further strengthen our revenue growth and improve returns to all our loyal shareholders in the next financial years to come.

Against this backdrop, I present to you our annual report for the FYE2023.



PROFIT AFTER TAX ("PAT") RM 14.99 million

> **EARNINGS PER SHARE** 4.70 sen

FINANCIAL PERFORMANCE

Amidst the challenging market condition, our Group delivered a steady performance for FYE2023.

Revenue decreased slightly to RM45.53 million from the preceding year's RM49.14 million, marking a decrease of 7.33% primarily attributed to the lower sales volume especially for house brand products as inflation took a toll on consumers' purchasing power and appetites to spend.

We recorded a decrease in profit after tax which came in at RM14.99 million, a decrease of 6.91% from the preceding year's RM16.11 million.

Earnings before interest, taxes, depreciation and amortisation ("EBITDA") stood at RM21.15 million.

Our focus is on diligently executing our strategies while keeping cost efficiency as a top priority. We are confident in our ability to further strengthen our revenue growth and improve returns to all our loyal shareholders in the next financial years to come.

FYE2023 PERFORMANCE REVIEW

> DIVIDEND 3.30 sen

REVENUE RM 45.53 million **EARNINGS BEFORE INTEREST,** TAXES, DEPRECIATION AND AMORTISATION ("EBITDA")

RM 21.15 million

RM 19.76 million

PROFIT BEFORE TAX

CORPORATE DEVELOPMENTS

Growing Our Business & Building Our Brand

Our business is supported by our own R&D into new products. It is as a result of our R&D team that we are able to constantly keep our portfolio updated with better and more effective products to accommodate the demand of growing market needs.

Our Group managed to increase the total number of distributors distributing our products throughout Malaysia from 960 outlets in FYE2022 to 1021 outlets in FYE2023. These distributors include independent retail pharmacies, hospitals, and clinics. We shall continuously improve our retail market presence, including expansion of our geographical footprint through frequent visits to new potential areas to increase the number of distributors, while continuing to engage consumers through our online retail platform.

Distributors 6.35% **FYE2022** / **FYE2023** 1021 Outlets **Outlets**

We have launched our Nova Pharmacy Licensing Programme which will help our retailers to embrace customers by offering what matters most to them, providing wellness solutions to fight and prevent chronic diseases. This will allow them to focus on improving customers' health, enhancing their role as a professional pharmacist with expertise in health and nutrition.



We have continued to expand our international market presence as we have initiated distribution of our products in the Philippines, Mongolia as well as the European markets. As for our Indonesia market, the sales are still at minimal at this point and we look forward to improve contribution from this segment. More products are being submitted for regulatory approval in Indonesia as of this juncture.

Our wholly-owned subsidiary, Nova Laboratories Sdn Bhd continued to hold the investment in Topvision Eye Specialist Berhad ("TOPVISION"). TOPVISION is an eye specialist centre which offers eyecare services ranging from general eyecare and evaluation to treatment of complex eye diseases. The trading of TOPVISION shares is currently being suspended as a result of their proposed move from the LEAP Market to ACE Market. The investment is a value add to our Group as it will strategically complement our long-term business plan.

REWARDING OUR SHAREHOLDERS

Our Group declared an interim dividend of 0.85 sen per share and special dividend of 1.20 sen per share equivalent to RM 6.53 million, which was paid out in March 2023.

At the upcoming Seventh Annual General Meeting, the Board will recommend a final dividend of 1.25 sen per share single tier for shareholders' approval, bringing the total dividend for FYE2023 to 3.30 sen per share. This will amount to a total payout of RM10.52 million, reflecting a payout ratio of 70.15% of the profit after tax for FYE2023.

STRENGTHENING GOVERNANCE PRACTICES

Our Group has consistently practiced good corporate governance, reflecting its belief that robust governance practices, processes, and culture are fundamental to inspiring investors' confidence, ensuring long-term shareholder value and protecting stakeholders' interests.

This is very much in alignment with the Malaysian Code on Corporate Governance ("MCCG") 2021 which addresses the urgent need for companies to manage ESG risks and opportunities, with the introduction of new best practices that emphasise the need for collective action by boards and senior management.

We made revisions/additions to our governance framework based on the revised MCCG 2021 introduced by the Securities Commission Malaysia in April 2021, and the Corporate Governance Guide (4th Edition), issued by Bursa Malaysia Securities Berhad in December 2021.

Whilst the Board has laid down a solid foundation on corporate governance for the Group, we remain fully committed towards continuously improving the Group's governance practices and processes.

SUSTAINABILITY - A VALUE CREATION JOURNEY

As a responsible corporate citizen, the Group acknow-ledges the need to balance our healthy economic performance with responsible environmental and social considerations which emphasizes the Group's sustainable development practices. As we continue our sustainability journey, our ultimate aim is to deliver a sustainable performance whilst ensuring long-term value creation for all our stakeholders.

I would like to invite you to read about our sustainability developments in our sustainability statement.

MARKET OUTLOOK

The global nutritional supplements market size was estimated at USD 381.47 billion in 2022 and is expected to grow at a compound annual growth rate ("CAGR") of 6.3% from 2023 to 2030, according to Grand View Research, Inc.

Increasing consumer awareness toward personal health and wellbeing is expected to be a key driving factor for dietary supplements over the forecast period. Today's population is struggling to fulfill the daily nutrient requirements owing to hectic work schedules and changing lifestyles. Increasing dependence on supplements to fulfill the nutrient requirement owing to their high convenience is expected to drive the market over the forecast period. The growth is also driven by increasing interest in health products as more consumers lean towards preventive health practices.

In Malaysia, demand for dietary supplements is on an upward trajectory in line with global trends, boosted by increasing health-conscious trends and increasing awareness for proper nutrition intake as cases of non-communicable diseases are on the rise, as well as ageing population.

FUTURE FORWARD

We would like to assure our shareholders that we are strengthening our resilience and competitiveness amid these tough times. Our Group is constantly undertaking continuous enhancements in production efficiencies, overheads and cost management. We will remain relentless in striving to achieve our objectives to ensure that our business will continue to deliver long term value to our shareholders and other stakeholders alike.

The Board is of the view that, barring unforeseen circumstances, the financial performance and prospects of the Group will be satisfactory in the next financial year.

Moving forward, our house brand products are expected to be the major revenue contributor to the Group. Our emphasis will be on sustaining market interests by growing our products portfolio and customer base, paying close attention to consumer needs.

Amidst the uncertainties and volatilities, the Group remains committed to meeting customer's expectations and continued expansion of the Group's capabilities to provide value-added products and services.



ACKNOWLEDGEMENTS

In closing, on behalf of the Board, I would like to record our sincere thanks to our valued stakeholders and shareholders.

I would like to express my heartfelt gratitude to our customers, business partners, suppliers, government authorities and regulators for their steadfast cooperation and trust in the Group.

A sincere thank you to our loyal shareholders for believing in us. My appreciation for my esteemed colleagues on the Board for their perceptive insights and wise counsel which truly helped the Group steer through the challenges while paving the way for our further growth and success.

Last but not least, a big thank you to our dedicated and hardworking senior management team and employees for their resilience in the face of adversity and their tireless commitment to excellence.

As we look towards the future, I have great confidence in our Group's ability to embrace new challenges and capitalise on emerging market opportunities.

DR ABDUL MANAF BIN MOHAMAD RADZI Independent Non-Executive Chairman

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NOVA WELLNESS GROUP BERHAD (201601025155)



Dear Shareholders,

We are grateful that our Group remains profitable with positive cash flows for the financial year ended 30 June 2023 ("FYE2023").

Although the economy is still on its way to recovery after the pandemic, our Group was able to demonstrate resilience and achieve a revenue of RM45.53 million and a profit after tax of RM14.99 million. This is slightly lower compared to last financial year, with a revenue and a profit after tax of RM49.14 million and RM16.11 million respectively.

We are fully committed to sustaining our performance and improving our services in every way possible. We will continue to strive in improving customer satisfaction and provide them with quality products and services because we believe everyone deserves a healthier tomorrow.





PERFORMANCE REVIEW

Revenue

The Group recorded a lower revenue at RM45.53 million, a decrease of 7.3% or RM3.6 million as compared to RM49.14 million generated in previous financial year. This was mainly contributed by the lower sales contribution from our house brand products in the current financial year.

Apart from increasing awareness among the population to get enough nutrition to stay healthy, the increase in local sales contributed by the increase in the number of distributor outlets in the current financial year to 1021 (FYE2022: 960). International sales are expanding but is still minimal at this juncture; however, the management is looking forward to expand further by penetrating into international markets in future years.

INCOME STATEMENT REVIEW

For the performance for the current financial year, the Group profit before tax closed at RM19.76 million, declined by 2.6% from previous financial year. Although there was lower revenue generated during the financial year, profit before taxation showed a marginal improvement. This is mainly due to the marginal increase in gross profit margin of 1.3% as a result of higher efficiencies incurred in production. Nevertheless, the Group still achieved a profit after tax result for the current year of RM14.99 million, recording a decrease of RM1.11 million or 6.91% as compared to the prior year's result of RM16.11 million.

The increase in the Group's other income for the financial year was mainly due to the gain from the disposal of land and building, and offset by the reduction in the amount of amortization of government grants.

The decrease in administrative expenses was mainly due to a reduction in the amortization of research and development costs as a result of commercialization of new products whereas staff costs have remained constant during the financial year.

The decrease in research and development expenses was mainly due to lower research and development costs incurred during the financial year.

The decrease in selling and distribution expenses was mainly due to a decrease in sales commissions to customers resulting from the review of the commissions rates in the current year.

The effective tax rate for the current financial year is 24.1%, which is approximately the same as the statutory tax rate of 24%.

Due to the grant of share options to employees of the Group during the financial year, the Group increased the number of outstanding shares, resulting in dilution. However, the dilution effect was no different from earnings per share ("EPS") of 4.70 sen (FYE2022: 5.07 sen) for the current year. The lower EPS was in line with the decrease in profit for the year.

BALANCE SHEET REVIEW

The Group had carried on with the commissioning of the various plant and equipment mainly on machinery and equipment required for the manufacture of new products which have already come online. This is consistent with the Group's effort to focus on growing its market share and continual research and development to develop new products for the health benefits of populations.

The decline in the value of other long-term assets, such as intangible assets, was due to the continued amortization of additional research and development costs during the fiscal year due to the commercialization of several products. The book value of RM6.9 million includes 77 projects (FYE2022: 68), of which 19 projects are yet to be commercialized in the current financial year.

The carrying value of investment in Topvision Eye Specialist Berhad has decreased due to the closing market price per share from 74.5 sen to 73.5 sen due to their shares being suspended as a result of their proposed move from the LEAP Market to ACE Market. This however, did not impair our interest to continue holding this investment for a long-term

The increase in raw material pricing became a major contributor to the higher inventory value in the current financial year. The Group purchased raw materials in bulk quantities to mitigate adverse impact of declining value of ringgit against the US dollar and to facilitate the increase in production capacity consistent with the commercialization of new products during the financial year.

In addition to improving revenue performance, the Group is focused on ensuring there is sufficient cash to meet the obligations as they come due and to manage our working capital requirements. As at year end, our cash and cash equivalents stood at RM7.47 million whereby the significant portion represented by the placement in money market funds of 89.5% (FYE2022: 94.8%) which yielded an annualized taxexempt interest at an average of 2.3%.

LOOKING FORWARD TO 2024

The complete transition of Malaysia to an endemic phase has encouraged better economic performance in the country, which is expected to gradually recover throughout 2023. The positive signs for Malaysia's GDP growth for the year 2023 are expected to be between 4% and 4.5%, which will encourage greater output in productivity and creation of long-term value for our shareholders. The Group will also continue to focus on growing its market share and seize new opportunities to provide healthcare solutions for the well-being of public.

OFFER OF OPTIONS UNDER EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

The Group had announced an offer of options to eligible employees and directors under Employee Share Option Scheme ("ESOS") to subscribe for new ordinary shares of the Group on 24 November 2021. The ESOS will be in force for a period of 5 years and the offer was made to recognize the contributions, rewards and as a form of motivations to our employees and directors towards better performance of the Group. On 1 June 2022, a total of 4,050,000 ESOS options under the ESOS Scheme was offered to eligible directors and employees at RM0.81 and were fully accepted on 8 June 2022. A further 2,686,000 options under the ESOS Scheme was offered to eligible directors and employees at RM0.79 and were accepted on 8 September 2022. The Group will grant more ESOS to the eligible employees until its' expiry date on 23 November 2026.

DIVIDENDS

In addition to an interim and special single tier dividends of 0.85 sen and 1.20 sen per ordinary share amounted to RM6.53 million, which had been distributed on 16 March 2023, the Board has proposed a final single tier dividend of 1.25 sen per ordinary share in respect of financial year ended 30 June 2023 amounting to RM3.98 million, which is subject to shareholders' approval at the upcoming Annual General Meeting of the Company. This brings the total dividends for the year to 3.30 sen per share.

The Group performed fairly well for the financial year ended 30 June 2023, albeit with revenue and net profit after tax decreased by 7.3% and 6.9% compared to the previous financial year. The Group will continue to reward our shareholders with attractive returns on their investments. The Group's ability to declare any dividends in the next financial year will mainly depend on the financial performance, cash flow position and the availability of sufficient reserves for distribution.

APPRECIATION

Todays' achievement would not have materialized without the continuous support and steadfast commitment from the management team and stakeholders of the Group. On behalf of my fellow Board members, I would like to express our heartfelt gratitude to our valued shareholders, customers, business partners, and suppliers for their tireless efforts, relentless dedication and continued trust in the Group.

Last but not least, special thanks go to the members of the Board of Directors, key management and all employees for their continued commitment and valuable contributions to the Group.

PHANG NYIE LIN Group Managing Director

NOVA WELLNESS GROUP BERHAD (201601025155)