



NOVA MSC BERHAD
(200201024235 (591898-H))

NOTICE OF THE TWENTIETH (20TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 20th Annual General Meeting (“AGM”) of the Company will be held on a fully virtual basis via online meeting platform of Vote2U e-Portal at <https://web.vote2u.my> (Domain Registration No. with MyNIC: D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. in Malaysia on Wednesday, 7 September 2022 at 3.00 p.m. or at any adjournment thereof to consider and if thought fit, to transact the following businesses, with or without modifications thereto:

AGENDA

ORDINARY BUSINESS

1. To lay the Audited Financial Statements for the financial year ended 31 March 2022 together with the Reports of Directors and Auditors thereon. (Refer to Explanatory Note 1)
2. To re-elect the following Directors who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:
 - a. Peter Wayne Thompson (Clause 98) (Resolution 1)
 - b. Lim Hak Min (Clause 98) (Resolution 2)
3. To approve the payment of Directors’ fees of not exceeding RM200,000 for the year ending 31 March 2023 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 3)
4. 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 4)

SPECIAL BUSINESS

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

5. **Approval for Allotment of shares or Grant of rights** (Resolution 5)
“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.”
6. 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
29 July 2022

Notes:

1. Only members whose names appear in the Record of Depositors as at 30 August 2022 (“**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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.**
7. Should you wish to personally participate at the Meeting remotely, please register electronically via <https://web.vote2u.my> by the registration cut-off date and time. Please refer to the Administrative Guide for AGM as enclosed in the Annual Report 2022 of the Company for further details.
8. As guided by the Securities Commission Malaysia’s Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent revisions, the online meeting platform that is registered with MyNIC Berhad and hosted in Malaysia is recognised as the meeting venue under Section 327 of the Companies Act 2016. **No shareholders, proxies, corporate/authorised representatives, or attorneys from the public are allowed to be physically present thereat on the day of the Meeting.**
9. In view of the constantly evolving Covid-19 situation in Malaysia, the Company may be required to change the arrangements of the Meeting at short notice. Kindly refer to the websites of Bursa Malaysia Securities Berhad and of the Company for the latest updates of the Meeting.
10. Pursuant to Rule 8.31A of the ACE Market Listing Requirements, the resolution set out in this Notice will be put to vote by poll.

Explanatory Notes:

1. **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.
2. **Ordinary Resolution 5**
Pursuant to Bursa Malaysia Securities Berhad (“BMSB”)’s letter dated 16 April 2020, the Company is allowed to seek a higher general mandate under Rule 6.04 of the ACE Market Listing requirements (“ACELR”) of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities (20% General Mandate) subject to fulfilment of the conditions as stipulated therein during these trying and challenging times due to the Covid-19 pandemic. This 20% General Mandate may be utilised by the Company to issue new securities until 31 December 2021 and thereafter, the 10% limit under Rule 6.04(1) of the ACELR will be reinstated. BMSB subsequently had on 23 December 2021 announced a 12 months extension for the implementation and utilisation of the 20% General Mandate (“Extended 20% General Mandate”) up to 31 December 2022 and the Company is eligible for the Extended 20% General Mandate. The authorisation, if approved, and unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given; or at the expiry of the period within which the next annual general meeting is required by law to be held after the approval was given, whichever is the earlier. The Board of Directors are of the view that the Extended 20% General Mandate is in the best interest of the Company and its shareholders due to the rising risk from the uncertain global and domestic economic environment, coupled with weak Ringgit performance, and this measure could give access to additional fundraising flexibility for the Company to ensure its long term sustainability and to meet its funding requirements such as funding current and/or future investment project(s), working capital, operational expenditure, repayment of bank borrowings and/or strategic opportunities involving equity deals and/or so forth which may require issuance of new shares, expeditiously and efficiently, during this challenging time. In addition, any delay arising from and cost involved in convening a general meeting to approve such issuance of shares could be eliminated.
As at the date of this Notice, no new shares in the Company were issued pursuant to the existing mandate which will lapse at the conclusion of the forthcoming annual general meeting.
3. **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.