

JCBNEXT BERHAD
(Company No. 641378-W)

SUMMARY OF KEY MATTERS DISCUSSED

FOURTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT WILAYAH 1, 1ST FLOOR, PRESCOTT HOTEL KUALA LUMPUR – MEDAN TUANKU, 23 LORONG MEDAN TUANKU 1, OFF JALAN SULTAN ISMAIL, 50300 KUALA LUMPUR ON MONDAY, 28 MAY 2018 AT 3.00 P.M.

1. CHAIRMAN

The Chairman, Datuk Ali Bin Abdul Kadir, extended a warm welcome to the shareholders, proxies and guests present at the Fourteenth Annual General Meeting (14th AGM”) of the Company.

2. QUORUM

The Representative of the Company Secretary confirmed that a quorum was present. With the requisite quorum being present, the Meeting was called to order at 3.00 p.m.

Datuk Chairman then proceeded to introduce the Board, the CFO, the Representative of the Company Secretary and External Auditors to the shareholders.

3. NOTICE

With the consent of the members present, the Notice convening the 14th AGM having been circulated within the prescribed period was taken as read. Datuk Chairman then proceeded with the business of the 14th AGM.

4. SUMMARY OF PROXIES RECEIVED

As part of good governance, Datuk Chairman informed the members that the Company had received in total 20 proxy forms from shareholders for a total of Seventy-Nine Million Two Hundred Twenty Four Thousand Eight Hundred and Thirty-Six (79,224,836) ordinary shares representing 56.86% of the total number of issued shares of the Company, excluding treasury shares of 317,100.

Out of those, there were 4 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented are Eight Million Eight Hundred Eighty-One and Seven Hundred (8,881,700) ordinary shares representing 6.37% of the total number of issued shares of the Company (excluding treasury shares).

5. RIGHTS OF SHAREHOLDERS

Datuk Chairman informed the shareholders that they are encouraged to participate, speak and vote in this meeting. Datuk Chairman then proceeded with the business on the agenda.

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6. AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

Datuk Chairman informed the Meeting that the Audited Financial Statements of the Company for the financial year ended 31 December 2017 (“FYE2017”) together with the Reports of the Directors’ and Auditors’ thereon were meant for discussion only as approval from shareholders is not required.

Datuk Chairman then invited Mr Gregory Charles Poarch, the CFO of the Company, to present a brief overview on the financial performance of the Company for FYE2017.

Mr Khoo Boo Wie (“Mr Khoo”), the Chief Executive Officer of Nova Pharma Solutions Berhad (“Nova Pharma”), thereafter presented the business profile and history, key milestone, license and permits, financial performance, initial public offering (“IPO”) scheme, utilisation of IPO Proceeds, industry overview and prospects of Nova Pharma for the benefit of the shareholders/proxies.

Subsequent to the presentations by the CFO and Mr Khoo, Datuk Chairman invited questions from the floor on the Audited Financial Statements of the Company for the FYE2017. A number of shareholders and proxies made comments and sought clarification on various issues which were succinctly addressed by the Board and Management. The salient issues raised were as follows:-

- Headcount of employees and strategies in respect of Nova Pharma;
- Rationale for the decline in profit for the year;
- Movement in foreign currencies and investments of the Company;
- Plans on the utilization of the vacant office space at Wisma JcbNext;
- Conservation of cash for investment compared to declaration of dividends;
- Impact of the political situation in Taiwan on the investment by the Company;
- Future strategies, direction and operations of the Company;
- Fair value of available-for-sale financial assets;
- Group performance highlights and medium to long term policies of the Company;
- Breakdown of professional fees for FYE2017;
- Share buy-back of the Company; and
- Open and close ended funds.

After having addressed the questions/issues raised, it was recorded that the Audited Financial Statements of the Company for the FYE2017 had been duly tabled and received by the shareholders.

7. POLL PROCEDURE

Datuk Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in the Notice of the 14th AGM must be voted by poll. Accordingly, Datuk Chairman demanded for a poll to be taken on all the resolutions set forth in the Notice of the 14th AGM pursuant to Article 70 of the

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Company's Articles of Association. The poll shall be taken in such manner as Datuk Chairman directs.

Datuk Chairman also informed that Quantegic Services Sdn Bhd has been appointed as the Scrutineers to facilitate the poll process. He added that the Meeting shall go through all the motions and the polling process will be conducted upon the conclusion of the deliberations of all items on the Agenda. At the request of Datuk Chairman, the Representative of the Company Secretary then briefed the Meeting on the polling procedures.

After polling procedures was briefed by the Representative of the Company Secretary, Datuk Chairman then proceeded with the resolutions set out in the Notice of the 14th AGM.

8. BALLOTING PROCESS

After all the resolutions have been tabled to the Meeting, Datuk Chairman requested the Representative of the Company Secretary to brief on the polling process. The shareholders and proxies present were then given time to cast their votes.

Datuk Chairman informed that the outcome of the poll would be announced after a lunch break as it would take some time for the Scrutineers to tabulate the results of the poll. The Meeting was then adjourned at 4.30 p.m. for the votes to be counted and to enable the Scrutineers to present their report to Datuk Chairman.

9. ANNOUNCEMENT OF POLL RESULTS FOR RESOLUTIONS

The Meeting resumed at 4.50 p.m. and after obtaining the report from the Scrutineers, Datuk Chairman announced the results of the poll as follows:-

9.1 Ordinary Resolution 1

Resolution	Votes in Favour		Votes Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1 Declaration of Final Dividend of 4.5 sen per ordinary share under single-tier system in respect of the financial year ended 31 December 2017	96,513,225	100	0	0	UNANIMOUSLY CARRIED

It was RESOLVED:-

“THAT a Final Dividend of 4.5 sen per ordinary share under single-tier system in respect of the financial year ended 31 December 2017 be and is hereby approved for payment on 28 June 2018 to shareholders whose names appear on the Record of Depositors at the close of business on 11 June 2018.”

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9.2 Ordinary Resolution 2

Resolution	Votes in Favour		Votes Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 2 Approval of the Directors' Fees up to an aggregate amount of RM300,000.00 per annum for the financial year ending 31 December 2018 and the payment thereof	96,512,725	99.9995	500	0.0005	CARRIED

It was RESOLVED:-

“THAT the Directors' Fees up to an aggregate amount of RM300,000.00 per annum for the financial year ending 31 December 2018 and payment thereof be and is hereby approved.”

9.3 Ordinary Resolution 3

Resolution	Votes in Favour		Votes Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 3 Re-election of Mr Chang Mun Kee as Director pursuant to the Article 85 of the Articles of Association of the Company	25,981,471	98.85	302,260	1.15	CARRIED

It was RESOLVED:-

“THAT the retiring Director, namely Mr Chang Mun Kee, who retired pursuant to Article 85 of the Articles of Association of the Company, be and is hereby re-elected as Director of the Company.”

9.4 Ordinary Resolution 4

Resolution	Votes in Favour		Votes Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 4 Re-appointment of Messrs KPMG PLT as Auditors	96,400,133	100	0	0	UNANIMOUSLY CARRIED

It was RESOLVED:-

“THAT the retiring Auditors, Messrs KPMG PLT having signified their consent to act, be and is hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors.”

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9.5 Ordinary Resolution 5

Resolution	Votes in Favour		Votes Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 5 Proposed Renewal of Authority for the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016	96,512,725	99.9995	500	0.0005	CARRIED

It was RESOLVED:-

“THAT pursuant to Section 76 of the Companies Act 2016 (“the Act”), the Directors be and are hereby empowered to allot and issue shares in the share capital of 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 per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.”

9.6 Ordinary Resolution 6

Resolution	Votes in Favour		Votes Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 6 Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares of up to 10% of the total number of issued shares	96,513,225	100	0	0	UNANIMOUSLY CARRIED

It was RESOLVED:-

“THAT subject to the Act, rules, regulations and orders made pursuant to the Act, provisions of the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised, to the extent permitted by law, to make purchases of ordinary shares comprised in the Company’s total number of issued shares, such purchases to be made through Bursa Securities and to take all such steps as necessary (including opening and maintaining of a central depositories account under the Securities Industry (Central Depository) Act, 1991) and enter into any agreements, arrangements, and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any), as may be imposed by the relevant authorities from time to time subject further to the following:

- (i) the maximum aggregate number of ordinary shares in the Company (“JcbNext Shares”) which may be purchased and/or held by the Company shall not

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exceed ten per centum (10%) of the total number of issued shares of the Company, subject to the provisions of the Listing Requirements;

- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the JcbNext Shares under the Proposed Share Buy-Back shall not exceed the retained profits of the Company for the time being. Based on the audited financial statements of the Company for the financial year ended 31 December 2017, the audited retained profits of the Company stood at approximately RM70.46 million;
- (iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - (a) the conclusion of the next AGM of the Company, following the general meeting at which this resolution was passed at which time it will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority;
 - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the JcbNext Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority; and

upon the purchase(s) of the JcbNext Shares by the Company, the Directors of the Company be and are hereby authorised to cancel any portion or all of the JcbNext Shares so purchased or to retain the JcbNext Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders, and/or resold on Bursa Securities, and/or subsequently cancelled or to retain part of the JcbNext Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the purchase(s) of the JcbNext Shares by the Company with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the

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said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the JcbNext Shares.”

9.7 Ordinary Resolution 7

Resolution	Votes in Favour		Votes Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 7 Authority for Datuk Ali bin Abdul Kadir to continue in office as Independent Non-Executive Director	95,238,265	98.83	1,126,960	1.17	CARRIED

It was RESOLVED:-

“THAT authority be and is hereby given to Datuk Ali Bin Abdul Kadir who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance.”

CONCLUSION

There being no other business to be transacted, the Meeting concluded at 5.08 p.m. with a vote of thanks to the Chair.