

THIS CIRCULAR / STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused the contents of Part A of this Circular/Statement on a limited review basis pursuant to the provisions of the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for and makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.



ANCOM NYLEX BERHAD

(Registration No. 196901000122 (8440-M))
(Incorporated in Malaysia)

**PART A :
CIRCULAR TO SHAREHOLDERS**

in relation to

**PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("Proposed RRPT Mandate")**

**PART B :
STATEMENT**

in relation to

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK
("Proposed SBB Mandate")**

THIS CIRCULAR/STATEMENT IS ISSUED IN CONJUNCTION WITH THE RELEVANT RESOLUTIONS TO BE TABLED AT THE 56TH ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY.

The relevant resolutions in respect of the above proposals will be tabled as Special Businesses at the Company's 56th AGM, which will be held at **Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia** on **Wednesday, 29 October 2025 at 11.30 a.m.**

The Notice of 56th AGM together with the Proxy Form are enclosed in the Company's Annual Report 2025 which is available on the Company's website at <http://www.ancomnylex.com/agm.php>

A member entitled to vote at the Company's 56th AGM is entitled to appoint proxy(ies) to attend and vote on his/her behalf. If you wish to do so, you must complete and deposit the Proxy Form in accordance with the instructions therein at office of the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, lodge the Proxy Form electronically (Please refer to the Administrative Guides for Shareholders) not less than 48 hours before the time appointed for holding the 56th AGM.

Last date and time for lodging the Proxy Form : Monday, 27 October 2025 at 11.30 a.m.

Date and time of 56th AGM : Wednesday, 29 October 2025 at 11.30 a.m.

This Circular/Statement is dated 30 September 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement:

Act	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
ANB or Company	:	Ancom Nylex Berhad [Registration No. : 196901000122(8440-M)]
ANB Group or Group	:	ANB and its subsidiaries
ANB Share(s) or Share(s)	:	Ordinary share(s) of ANB
Board	:	Board of Directors of ANB
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. : 200301033577 (635998-W)]
Code	:	Malaysian Code on Takeovers and Mergers, 2010, including any amendments thereto that may be made from time to time
Director(s)	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of ANB or any other company which is its subsidiary or holding company or a chief executive officer of ANB, its subsidiary or holding company
EPS	:	Earnings per share
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time
LPD	:	Latest practicable date prior to the printing of this Circular/Statement, being 10 September 2025
Major Shareholder(s)	:	<p>A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is</p> <p>(a) ten percent (10%) or more of the total number of voting shares in the Company; or</p> <p>(b) five percent (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</p> <p>For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. It also includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company (as defined above) or any other company which is its subsidiary or holding company</p>
MMOSB	:	Malay Mail Online Sdn. Bhd. [Registration No.: 202001023197 (1379517-W)]
NA	:	Net assets

DEFINITIONS (cont'd)

Person Connected	:	In relation to any person (referred to as "said Person") means such person who falls under any one of the following categories : <ul style="list-style-type: none">(a) a family member of the said Person;(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;(c) a partner of the said Person;(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;(f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than twenty percent (20%) of the votes attached to voting shares in the body corporate; or(g) a body corporate which is a related corporation of the said Person.
Proposed RRPT Mandate	:	Proposed new and renewal of shareholders' mandate for RRPT
Proposed SBB Mandate	:	Proposed renewal of shareholders' mandate for the purchase by ANB of its own shares not exceeding, in aggregate, ten percent (10%) of the total number of issued ANB Shares
Related Party(ies)	:	A Director, Major Shareholder or person connected with such Director or Major Shareholder
RM	:	Ringgit Malaysia
RRPT(s)	:	Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and in the ordinary course of business of ANB Group
Share Buy-back	:	The purchases of Shares pursuant to the Proposed SBB Mandate
Treasury Share(s)	:	The purchased Shares which are retained by the Company and shall have the meaning given under Section 127 of the Act

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise specified.

TABLE OF CONTENT

	Page
PART A :	
CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RRPT MANDATE	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED RRPT MANDATE	
2.1 Provision under the Listing Requirements	1
2.2 Nature of RRPT and Classes of Related Parties	2
2.3 Amount Due and Owing to ANB Group	4
2.4 Rationale and Benefits	4
2.5 Review Procedures	4
2.6 Statement by Audit Committee	5
2.7 Validity Period	5
2.8 Effects	6
2.9 Shareholding of Directors, Major Shareholders and Persons Connected to them	6
3. DIRECTORS' RECOMMENDATION	7
4. SHAREHOLDERS' APPROVAL AND 56 TH AGM	7
5. FURTHER INFORMATION	7
 PART B :	
STATEMENT IN RELATION TO PROPOSED SBB MANDATE	
1. INTRODUCTION	8
2. DETAILS OF THE PROPOSED SBB MANDATE	
2.1 Validity Period	8
2.2 Rationale	8
2.3 Treatment of Purchased Shares	9
2.4 Ranking	9
2.5 Funding	9
2.6 Potential Advantages and Disadvantages	9
2.7 Effects	10
3. SHAREHOLDING OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM	10
4. IMPLICATION UNDER THE CODE	11
5. DETAILS OF TRANSACTIONS	11
6. HISTORICAL SHARE PRICES	12
7. PUBLIC SHAREHOLDING SPREAD	13
8. DIRECTORS' RECOMMENDATION	13
9. SHAREHOLDERS' APPROVAL AND 56 TH AGM	13
 APPENDIX :	
FURTHER INFORMATION	

PART A

Proposed RRPT Mandate



ANCOM NYLEX BERHAD

(Registration No. 196901000122 (8440-M))
(Incorporated in Malaysia)

Registered Office

Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan
Brickfields, 50470 Kuala Lumpur
Malaysia

30 September 2025

Board of Directors

Datuk Anuar Bin Ahmad	<i>(Independent Non-Executive Chairman)</i>
Dato' Siew Ka Wei	<i>(Executive Vice Chairman)</i>
Datuk Lee Cheun Wei	<i>(Managing Director / Group Chief Executive Officer)</i>
Datuk Dr Abd Hapiz Bin Abdullah	<i>(Independent Non-Executive Director)</i>
Maliki Kamal Bin Mohd Yasin	<i>(Independent Non-Executive Director)</i>
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	<i>(Independent Non-Executive Director)</i>
Christina Foo	<i>(Independent Non-Executive Director)</i>
Stephan Schnabel	<i>(Non-Independent Non-Executive Director)</i>
Kew Hui Chin	<i>(Non-Independent Non-Executive Director)</i>
Datuk Seri Dr Awang Adek Bin Hussin	<i>(Independent Non-Executive Director)</i>
Siew Ka Kheong	<i>(Alternate Director to Dato' Siew Ka Wei)</i>

To: The Shareholders of ANB

Dear Sir/Madam,

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPT MANDATE")

1. INTRODUCTION

At the 55th AGM held on 29 October 2024, the Company had obtained its shareholders' mandate in respect of RRPT. The said mandate shall lapse at the conclusion of the forthcoming 56th AGM scheduled to be held on 29 October 2025.

The Company had on 29 September 2025 announced that it will be seeking shareholders' approval for the Proposed RRPT Mandate.

This circular serves to provide the shareholders with the relevant information on the Proposed RRPT Mandate, sets out the views and recommendations of the Board and to seek the approval of the shareholders for the resolution to be tabled at the 56th AGM of the Company.

SHAREHOLDERS OF ANB ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RRPT MANDATE.

2. DETAILS OF THE PROPOSED RRPT MANDATE

2.1 Provision under the Listing Requirements

Pursuant to Paragraph 10.09 of the Listing Requirements and Practice Note 12, a listed issuer may seek shareholders' mandate in respect of RRPT subject to, inter-alia, the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the Company shall include information as may be prescribed by Bursa Securities in its circular to shareholders when seeking its mandate;
- (iv) the interested Directors, interested Major Shareholders or interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution to approve the transactions in a meeting to obtain the shareholders' mandate. An interested Director or Major Shareholder must ensure that Persons Connected with him are abstained from voting on the resolution approving the transactions; and
- (v) immediate announcement to Bursa Securities by the Company when the actual value of RRPT entered into exceeds the estimated value of the RRPT disclosed in the Company's circular to shareholders by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Nature of RRPT and Classes of Related Parties

The Company is principally a management and investment holding company with its subsidiaries involved in, inter alia, the following:

- Agricultural & Industrial Chemicals (manufacturing and sale of agricultural and industrial chemicals) ;
- Public Health & Hygiene (provision of pest control, washroom & hygiene, fumigation and space & surface sanitizing services) ;
- Animal Health (manufacturing and trading of chemical and animal health products, which include antibiotics, feed additives, supplements and disinfectants) ;
- Polymer (manufacturing and marketing of polymer products) ;
- Logistics (provision of transportation, container haulage, bulk cargo handling, chemicals warehousing and related services) ;
- Information Technology (provision of information technology services and sales of computer hardware and software) ; and
- Media (provision of digital and out-of-home advertising media space).

The companies within the Group have entered into certain RRPT in the ordinary course of business and it is anticipated that they would, in the ordinary course of business, continue to enter into such RRPT. In addition, it is anticipated that other companies within the Group will also enter into certain RRPT in the ordinary course of business. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In this regard, the Company wishes to seek approval from its shareholders for the Group, in its ordinary course of business, to continue to enter into such RRPT and to enter into new RRPT provided such RRPT are made at arm's length, on the Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of minority shareholders of the Company.

The Proposed RRPT Mandate for which the shareholders' approval is sought at the forthcoming 56th AGM will apply to transactions with the Related Parties as detailed in the following page.

{ The rest of this page is intentionally left blank }

(a) New Shareholders' Mandate

Related Party	Transacting Party	Nature of Transactions	Relationship between ANB Group and the Related Party	Actual Value Transacted from 1 st transaction up to LPD (Note*) (RM'000)	Estimated Value from LPD up to 2026 AGM (RM'000)	Estimated Value from 2025 AGM up to 2026 AGM (RM'000)
Helm Asia Pte Ltd ("HELM Asia")	ANB Group	<ul style="list-style-type: none"> Purchase of Methanol by ANB Group from HELM Asia Sale of agrichemical products (Note #) by ANB Group to HELM Asia 	(Note 1)	59,578 Nil	62,000 10,000 (Note 3)	62,000 10,000 (Note 3)

(b) Renewal of Shareholders' Mandate

Related Party	Transacting Party	Nature of Transactions	Relationship between ANB Group and the Related Party	Estimated Value from 2024 AGM up to 2025 AGM (RM'000)	Actual Value Transacted from 2024 AGM up to LPD (RM'000)	Deviation (RM'000) / (%)	Estimated Value from 2025 AGM up to 2026 AGM (RM'000)
MMOSB	ANB Group	Provision of advertising space in the media channels by MMOSB to ANB Group	(Note 2)	4,000	650	3,350 / 83.8%	4,000 (Note 3)

Note 1

- (i) ANB Group refers to ANB and its subsidiaries.
- (ii) Stephan Schnabel ("SS") is a Director and Major Shareholder of ANB via his interest in HELM AG ("HELM"). HELM holds 16.46% direct interest in ANB. SS is a director and the sole shareholder of HELM. HELM Asia is a wholly-owned subsidiary of HELM.
- (iii) By virtue of the above relationships, HELM Asia is deemed a related party to ANB. SS is the interested Director. SS and HELM are the interested Major Shareholders.

Note 2

- (i) ANB Group refers to ANB and its subsidiaries.
- (ii) Dato' Siew Ka Wei ("DSKW") is a Director and Major Shareholder of ANB through his direct and indirect interest in the Company. His indirect interest includes the interests of Datin Young Ka Mun ("DYKM" – former wife), Siew Ka Kheong ("SKK" – brother, also an alternate Director of ANB), Quek Lay Kheng ("QLK" – sister-in-law) and Siew Yuen Tuck ("SYT" – son).
- (iii) DSKW is a director and the sole shareholder of Dahlia Megah Sdn. Bhd. ("DMSB"). DMSB holds 30% direct interest in MMOSB while DSKW holds 31% direct interest in MMOSB. DSKW is also a director of MMOSB.
- (iv) By virtue of the above relationships, MMOSB is deemed a related party to ANB. DSKW is the interested Director and the interested Major Shareholder whereas DYKM, SKK, QLK and SYT are the Interested Persons Connected.

Note 3

The basis of arriving of the estimated value is based on the value of transactions undertaken as well as the anticipated / forecasted trend or latest information available relating to these transactions.

Note #

Insecticides, herbicides and fungicides.

Note*

The percentage ratio of the aggregate value of the transactions is less than 5%.

2.3 Amount Due and Owing to ANB Group

There is no outstanding amount due and owing to ANB Group by the Related Parties which exceeded the credit term for the RRPTs as at LPD.

2.4 Rationale and Benefits

The existing RRPTs are intended to meet the business needs of the Group. The new RRPTs would give additional business volume to the Group thereby improving its turnover and profit. The new RRPTs will also enhance the Group's ability to explore beneficial business opportunities in the following manner:

- (i) The new RRPTs with HELM Asia — a wholly-owned subsidiary of HELM, a global, family-owned chemical marketing enterprise headquartered in Hamburg, Germany, with an extensive network of over 100 subsidiaries across more than 30 countries — are expected to broaden the Group's market reach for its Agricultural Chemical products and enhance its credibility as a reliable supplier to large-scale corporates with stringent procurement standards. This collaboration also opens avenues for joint research and product innovation.
- (ii) The purchase of Methanol from HELM Asia is expected to broaden the Group's supply base, thereby reducing reliance on a limited number of suppliers. This diversification enhances supply chain resilience, mitigates potential procurement risks, and safeguards the continuity of the Group's operations.
- (iii) The Board is of the view that this new relationship not only strengthens the Group's competitive positioning in Malaysia and the region but also extends its strategic reach and growth potential in Europe, where HELM commands a strong and established market presence.

The transactions with the Related Parties are in the ordinary course of business undertaken at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of minority shareholders.

The Proposed RRPT Mandate will eliminate the need to make announcements to Bursa Securities or to convene separate general meetings from time to time to seek shareholders' approval as and when RRPTs with the related Parties arise. This will reduce the associated expenses, improve administrative efficiency and allow manpower resources and time to be focused on attaining other corporate objectives.

2.5 Review Procedures

The thresholds for the approval of the RRPTs within the Group are as follows:

- (i) RRPTs below RM1,000,000 each in value will be reviewed and approved by the Directors or such other senior executive(s) (not being a person connected to the Related Party) designated by the Audit Committee from time to time for such purpose and tabled for review by the Audit Committee on a quarterly basis.
- (ii) RRPTs equal to or exceeding RM1,000,000 each in value will be reviewed and approved by the Audit Committee.

The Group has established the following procedures in relation to the RRPTs:

- (i) The relevant employees of the Group are notified of the identities of the Related Parties and will be required prior to entering into such transaction, to ensure that all the RRPTs are consistent with the Group's normal business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders.

- (ii) The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces and other relevant factors. Where practical and feasible, quotations and/or tenders will be obtained from unrelated parties for the same or substantially similar products or services for at least two (2) other contemporaneous transactions with unrelated third parties for similar services will be used as comparison, wherever possible, to determine whether the price and terms offered to the Related Parties are fair and reasonable and comparable to those offered to other unrelated third parties for the same or substantially similar type of services. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there has not been any similar or substantially similar transactions between the Group and unrelated third parties, the terms of the transactions for the products or services will be in accordance with applicable industry norms, usual business practices, prevailing commercial rates and at rates not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.
- (iii) RRPTs with HELM, specifically for purchase of Methanol, will be reviewed separately due to its large transaction value per transaction, to ensure they are in accordance with the respective contracts entered into between HELM Asia and the Group.
- (iv) Directors, major shareholders and officers who are interested in the RRPTs must disclose their interests, direct and indirect, in the RRPTs to the Audit Committee and/or Board and abstain from all deliberations and voting at Committee/Board meetings and shareholders meeting to approve the RRPTs.
- (v) All RRPTs will be reviewed monthly by the Company's Finance Department to ensure they are within the shareholders' mandate obtained.
- (vi) Records will be maintained by the Company's Finance Department to capture all RRPTs which are entered into pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs.
- (vii) Additional information pertaining to the RRPTs may be requested from independent sources or advisers, if required.
- (viii) The Company's internal audit plan will incorporate an annual review of all RRPTs entered into during the financial year to ensure that the relevant approvals have been obtained and the review procedures are adhered to.
- (ix) Disclosure will also be made in the subsequent annual report of the Company on the amount of RRPTs transacted pursuant to the Proposed New and RRPT Mandate.
- (x) The Audit Committee will also consider from time to time whether the established guidelines and procedures for RRPTs have become inappropriate and/or are unable to ensure that the transactions will be on normal commercial terms, and/or will prejudice the interests of shareholders generally. Notwithstanding the above, the guidelines and procedures for RRPTs will be reviewed by the Audit Committee at least once in a financial year.

2.6 Statement by Audit Committee

The Audit Committee has considered the procedures and guidelines stated in Section 2.5 above and is of the view that the procedures and guidelines are sufficient to ensure that the RRPTs will be carried out at arm's length basis and on terms not favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.

The Audit Committee is also satisfied that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Audit Committee conducts the review of these procedures and processes on an annual basis.

2.7 Validity Period

The Proposed RRPT Mandate, if approved at the forthcoming 56th AGM, will continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting, whichever is the earlier.

2.8 Effects

The Proposed RRPT Mandate will not have effect on the share capital and shareholding structure of the Company. It is expected to contribute positively to the profitability of the Group and thus have a positive impact on the NA and EPS of the Group.

2.9 Shareholding of Directors, Major Shareholders and Persons Connected to them

The direct and indirect shareholding of the interested Directors, Major Shareholders and Persons Connected to them as at LPD are disclosed as follows:

	As at LPD			
	Direct		Indirect	
	No. of shares	%*	No. of shares	%*
<u>Interested Directors</u>				
DSKW	152,200,731	13.98	25,575,979 [#]	2.35
SS	-	-	179,218,945 [@]	16.46
<u>Interested Major Shareholders</u>				
DSKW	152,200,731	13.98	25,575,979 [#]	2.35
HELM	179,218,945	16.46	-	-
SS	-	-	179,218,945 [@]	16.46
<u>Persons Connected with the Interested Directors / Major Shareholders</u>				
SKK	16,545,913	1.52	5,998,797 ^{&}	0.55
DYKM	1,575,151	0.14	-	-
QLK	5,998,797	0.55	-	-
SYT	1,456,118	0.13	-	-

Notes:

* Based on share capital of 1,088,817,737 ordinary shares (excludes 97,989,039 treasury shares)

[#] Deemed interested by virtue of his interest held through DYKM, SKK, QLK and SYT pursuant to Section 59(11)(c) and/or Section 8(4) of the Act.

[@] Deemed interested by virtue of his interest held through HELM pursuant to Section 59(11)(c) and/or Section 8(4) of the Act.

[&] Deemed interested by virtue of his interest held through QLK pursuant to Section 59(11)(c) and/or Section 8(4) of the Act.

The abovementioned interested Directors, Major Shareholders and Persons Connected to them will abstain from voting on the resolution approving the Proposed RRPT Mandate at the 56th AGM in respect of their direct and/or indirect shareholdings.

DSKW and SS, being the Directors interested in the Proposed RRPT Mandate, have abstained and will continue to abstain from the Board's deliberations on the resolution approving the Proposed RRPT Mandate and will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed RRPT Mandate at the 56th AGM.

DSKW, SS and HELM, being the Major Shareholders interested in the Proposed RRPT Mandate, will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed RRPT Mandate at the 56th AGM.

SKK, DYKM, QLK and SYT, being the Persons Connected to DSKW, will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed RRPT Mandate at the 56th AGM.

DSKW and SS, being the interested Directors and DSKW, SS and HELM, being the interested Major Shareholders, have undertaken that they will ensure that the Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed RRPT Mandate at the 56th AGM.

Save as disclosed in the above, none of the Directors or Major Shareholders or Persons Connected to them has any interest, direct or indirect, in the Proposed RRPT Mandate.

3. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed RRPT Mandate, the Board, save for DSKW and SS, is of the opinion that the Proposed RRPT Mandate is in the best interest of the shareholders and the Company.

The Board, apart from DSKW and SS who have abstained from giving an opinion and making a recommendation on the Proposed RRPT Mandate, recommends that the shareholders vote in favour of the resolution approving the Proposed RRPT Mandate to be tabled at the forthcoming 56th AGM.

4. SHAREHOLDERS' APPROVAL AND 56TH AGM

The Proposed RRPT Mandate is subject to the approval of the shareholders of ANB at the forthcoming 56th AGM.

The resolutions in respect of the Proposed RRPT Mandate are set out in the Notice of 56th AGM which is enclosed in the Company's Annual Report 2025 and is also available on the Company's website at <http://www.ancomnylex.com/agm.php>. The 56th AGM will be held at Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 29 October 2025 at 11.30 a.m.

If you are unable to attend and vote in person at the 56th AGM and wish to appoint a proxy to attend and vote on your behalf, you are requested to complete and deposit the Proxy Form in accordance with the instructions therein at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than 48 hours before the appointed time for the 56th AGM. You can also lodge the Proxy Form electronically (Please refer to the Administrative Guides for Shareholders).

The lodging of the Proxy Form does not preclude you from attending and voting in person at the 56th AGM should you subsequently wish to do so. If you do, your proxy shall be precluded from attending the 56th AGM.

5. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix for further information.

Yours faithfully
For and on behalf of the Board
ANCOM NYLEX BERHAD

CHRISTINA FOO
Chairman of the Audit Committee

PART B

Proposed SBB Mandate

PART B :

STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK ("PROPOSED SBB MANDATE")

The purpose of this Statement is to provide the shareholders with details of the Proposed SBB Mandate and to seek the approval of the shareholders for the resolution relating thereto to be tabled at the 56th AGM of the Company.

1. INTRODUCTION

The Company had on 29 September 2025 announced its intention to seek the approval of its shareholders to renew the mandate to enable the Company to purchase up to ten percent (10%) of the total number of issued ANB shares in accordance with the provisions of Section 127 of the Act, the Company's Constitution and the Listing Requirements.

2. DETAILS OF THE PROPOSED SBB MANDATE

2.1 Validity Period

The shareholders had at the 55th AGM held on 29 October 2024, given their mandate for the Company to purchase and/or hold in aggregate up to ten percent (10%) of the total number of issued shares of the Company at any point in time through Bursa Securities. The authority become effective immediately upon the approval and shall expire upon the conclusion of the forthcoming 56th AGM of the Company.

The Company wishes to seek its shareholders' approval for a renewal of the mandate at the 56th AGM. The Proposed SBB mandate shall become effective upon passing of the resolution at the forthcoming 56th AGM of the Company and shall continue to remain in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders at a general meeting;

whichever is earlier.

2.2 Rationale

The Proposed SBB Mandate will enable the Company to undertake the Share Buy-back when the Board is of the opinion that the prevailing market prices of the Shares do not reflect the underlying value of the Company. It is also aimed at reducing any unwarranted volatility of the market prices of the Shares.

The Company will have the opportunity to make a gain when the Treasury Shares are resold when the market condition improved or reward its shareholders by distributing the Treasury Shares as share dividend.

All things being equal, whether the purchased Shares are held as Treasury Shares or cancelled, the Share Buy-back will result in a lower number of ANB Shares being considered for the purpose of computing the EPS and hence it will improve the consolidated EPS of the Company, which in turn is expected to have a positive impact on the share price of ANB Shares. The consolidated NA of ANB may also increase if the purchase price is less than the consolidated NA of ANB at the time of purchase.

The Company would buy-back the Shares only after the Board has given due consideration to its potential impact on the Company's earnings and financial position and the Board is of the opinion that it would be in the best interest of the Company to do so.

The actual treatment of the purchased Shares would depend on, inter-alia, the prevailing equity market conditions and the financial position of ANB.

2.3 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, the Board may, at its discretion, deal with the purchased Shares in the following manner:

- (i) to cancel the purchased Shares; or
- (ii) to retain the purchased Shares as Treasury Shares; or
- (iii) to retain part of the purchased Shares as Treasury Shares and cancel the remainder.

The Treasury Shares may be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities or transfer for the purposes of an employees' share scheme or as purchase consideration or such other purposes in accordance with Section 127(7) of the Act.

The actual treatment of the purchased Shares would depend on, inter-alia, the prevailing equity market condition and the financial position of the Company. Immediate announcement will be made to Bursa Securities upon each purchase, cancellation and or resell of shares pursuant to the Share Buy-back.

2.4 Ranking

The rights attached to the Treasury Shares in relation to voting, dividends and participation in any other distributions or otherwise are suspended. The Treasury Shares shall not be considered in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.5 Funding

The Board proposes to allocate a sum of not exceeding the Company's retained profit in accordance with Paragraph 12.10(1) of the Listing Requirements for the purpose of the Share Buy-back. Based on the latest audited financial statements as at 31 May 2025, the retained profits of the Company was RM56.34 million.

The funding for the Share Buy-back will be through internally generated funds and/or external bank borrowings, the proportion of which will be determined later depending on the availability of funds, actual numbers of ANB Shares to be purchased and other cost factors. The actual number of ANB Shares to be purchased would be dependent on the market conditions and sentiments on Bursa Securities as well as the retained profits and financial resources available to the Company.

In the event the purchase of ANB Shares is to be financed by external borrowings, the Board will ensure that the Company has sufficient funds to make repayment(s) and that the repayment(s) would not have any material effect on its cash flow and working capital.

2.6 Potential Advantages and Disadvantages

Please refer Section 2.2 above for the potential advantages of the implementation of Share Buy-back.

As for the potential disadvantages, it will reduce the financial resources of the Company and may result the Company to forego:

- better future investment opportunities;
- interest income derived from fund depositing with interest bearing instruments;
- fund available for distribution of cash dividend to the shareholders of the Company.

In any event, the Board will be mindful of the interests of the Company and its shareholders when implementing Share Buy-back.

2.7 Effects

(a) On Share Capital

The Share Buy-back will not have any effect on the issued share capital of ANB as the Company intends to retain the Shares so purchased as Treasury Shares. Nevertheless, certain rights attached to the Shares will be suspended while they are held as Treasury Shares.

(b) On NA and EPS

The NA per Share is affected by the number of Shares eventually purchased and the purchase prices of the Shares, the effective cost of funding and the treatment of the Shares purchased.

Upon resale of the Treasury Shares, the NA per Share will increase if the Company realise a gain. Similarly, the EPS will increase if the selling price is higher than the purchase price of such Shares together with the interest forgone or interest expense incurred on the Shares purchased.

(c) On Working Capital

The Share Buy-back would reduce the funds available for future working capital purposes of ANB, the quantum of which would depend on the price paid for the Shares, the actual number of the purchased Shares and any associated costs incurred in making the purchase.

If the Treasury Shares are resold, the proceeds arising thereof would increase ANB's future working capital. Again, the quantum of the increase would depend on the number of Treasury Shares resold, the selling prices and any associated costs incurred in making the sale.

(d) On Dividend

The Share Buy-back may have an impact on the Company's dividend policy as it would reduce the cash available which may otherwise be used for dividend payments. Nonetheless, the Treasury Shares may be distributed as dividends to the shareholders of the Company if the Board so decides.

3. SHAREHOLDING OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM

The effects of the Proposed SBB Mandate on the shareholding of the Directors, Major Shareholders and Persons Connected to them as at LPD are as set out below:

	As at LPD				After share buy-back of maximum 10%	
	Direct	No. of Shares Held Indirect	Total	%*	(Shares are cancelled) %**	(Shares are resold) %***
<u>Directors</u>						
Dato' Siew Ka Wei ("DSKW")	152,200,731	25,575,979 ⁽¹⁾	177,776,710	16.33	16.64	14.98
Datuk Lee Cheun Wei ("DLCW")	108,151,529	26,730,937 ⁽²⁾	134,882,466	12.39	12.63	11.37
Stephan Schnabel ("SS")	-	179,218,945 ⁽³⁾	179,218,945	16.46	16.78	15.10
Siew Ka Kheong ("SKK") (Alternate Director to DSKW and brother of DSKW)	16,545,913	5,998,797 ⁽⁴⁾	22,544,710	2.07	2.11	1.90
<u>Major Shareholders</u>						
DSKW	152,200,731	25,575,979 ⁽¹⁾	177,776,710	16.33	16.64	14.98
DLCW	108,151,529	26,730,937 ⁽²⁾	134,882,466	12.39	12.63	11.37
HELM AG ("HELM")	179,218,945	-	179,218,945	16.46	16.78	15.10
SS	-	179,218,945 ⁽³⁾	179,218,945	16.46	16.78	15.10

	As at LPD				After share buy-back of maximum 10%	
	No. of Shares Held		Total	%*	(Shares are cancelled)	(Shares are resold)
	Direct	Indirect			%**	%***
<u>Persons Connected</u>						
SKK	16,545,913	5,998,797 ⁽⁴⁾	22,544,710	2.07	2.11	1.90
Datin Young Ka Mun ("DYKM") <i>(Former wife of DSKW)</i>	1,575,151	-	1,575,151	0.14	0.15	0.13
Quek Lay Kheng ("QLK") <i>(Sister-in-law of DSKW ; Wife of SKK)</i>	5,998,797	-	5,998,797	0.55	0.56	0.51
Siew Yuen Tuck ("SYT") <i>(Son of DSKW)</i>	1,456,118	-	1,456,118	0.13	0.14	0.12
QuantumVerse Sdn. Bhd. ("QVSB") <i>(Company in which DLCW has 50% equity interests)</i>	26,730,937	-	26,730,937	2.46	2.50	2.25

Notes:

* Based on the total of 1,088,817,737 (Excluding the existing 97,989,039 Treasury Shares)

** Based on the total of 1,068,126,099 (Excluding 118,680,677 Treasury Shares)

*** Based on the total of 1,186,806,776

(1) Deemed interested by virtue of his interests held through DYKM, SKK, QLK and SYT.

(2) Deemed interested by virtue of his direct interest in QVSB.

(3) Deemed interested by virtue of his direct interest in HELM.

(4) Deemed interested by virtue of his interest held through QLK.

Save as disclosed in the above, none of the Directors, Major Shareholders and Persons Connected to them has any interest, direct or indirect, in the Proposed SBB Mandate and resale of Treasury Shares.

4. IMPLICATION UNDER THE CODE

Based on the current shareholdings of the Major Shareholders and/or parties acting in concert as at LPD and assuming the Share Buy-back is implemented in full, none of the Major Shareholders and/or parties acting in concert will hold equity interest which will incurring a mandatory general offer obligation under the Code.

5. DETAILS OF TRANSACTIONS

During the past twelve (12) months,

- i. a total of 40,409,716 Treasury Shares were distributed to the entitled shareholders of the Company as share dividend on 24 October 2024;
- ii. a total of 10,463,522 Treasury Shares were distributed to the entitled shareholders of the Company as share dividend on 28 May 2025;
- iii. there was no cancellation of Treasury Shares;
- iv. there were purchases and disposals of Treasury Shares, detailed as in the following page.

Month	No. of Shares Purchased / (Disposed)	Highest (RM)	Lowest (RM)	Average (RM)	*Consideration Paid / (Received) (RM'000)
September 2024	305,000 (29,031,400)	1.020	1.000 (Refer Note 1)	1.016	309.75
October 2024	6,136,100	1.060	0.995	1.017	6,242.05
November 2024	6,161,300	1.090	1.010	1.039	6,402.62
December 2024	10,213,000 (3,000,000)	1.030	0.985 (Refer Note 2)	1.006	10,269.94
January 2025	18,958,200	1.030	0.975	0.996	18,873.14
February 2025	28,283,400	1.000	0.970	0.992	28,045.10
March 2025	20,688,700	0.990	0.955	0.979	20,256.14
April 2025	8,044,300	0.970	0.880	0.925	7,441.45
May 2025	2,269,000	0.975	0.950	0.966	2,191.29
June 2025	3,200,000	0.960	0.880	0.918	2,936.28
July 2025	(30,000,000) 6,219,000	(Refer Note 3)			
		0.950	0.905	0.930	5,784.25
August 2025	13,299,000	0.935	0.900	0.918	12,211.01

* Inclusive of brokerage, contract stamp and clearing fees.

	Note 1 23 Sep 2024	Note 2 18 Dec 2024	Note 3 01 July 2025
Transaction Date	23 Sep 2024	18 Dec 2024	01 July 2025
No. of Treasury Shares Disposed	29,031,400	3,000,000	30,000,000
Highest Price (RM)	1.060	1.010	0.920
Lowest Price (RM)	1.060	1.010	0.920
Average Price (RM)	1.060	1.010	0.920
Consideration Received (RM'000)	30,678.96	3,019.00	27,509.59

As at LPD, a total of 97,989,039 Treasury Shares were held by the Company representing 8.26% of the total number of issued ANB Shares.

6. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of ANB Shares as traded on Bursa Securities for the past twelve (12) months from September 2024 to August 2025 are set out below:

	Highest (RM)	Lowest (RM)
September 2024	1.09	0.99
October 2024	1.06	1.00
November 2024	1.10	1.00
December 2024	1.03	0.98
January 2025	1.03	0.97
February 2025	1.00	0.97
March 2025	0.99	0.95
April 2025	0.97	0.88
May 2025	0.98	0.95
June 2025	0.96	0.88
July 2025	0.95	0.91
August 2025	0.94	0.90
Last transacted market price on the LPD		0.91

7. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company stood at 54.82% excluding Treasury Shares held. The Board is mindful of the requirement to maintain the public shareholdings spread of at least twenty-five percent (25%) as required under the Listing Requirements when implementing the Share Buy-back.

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed SBB Mandate, is of the opinion that the Proposed SBB Mandate is in the best interest of the shareholders and the Company and accordingly, recommends that the shareholders vote in favour of the resolution pertaining to the Proposed SBB Mandate to be tabled at the forthcoming 56th AGM.

9. SHAREHOLDERS' APPROVAL AND 56TH AGM

The Proposed SBB Mandate is subject to the approval of the shareholders of ANB at the forthcoming 56th AGM.

The resolution in respect of the Proposed SBB Mandate is set out in the Notice of 56th AGM which is enclosed in the Company's Annual Report 2025 and is also available on the Company's website at <http://www.ancomnylex.com/agm.php>. The 56th AGM will be held at Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 29 October 2025 at 11.30 a.m.

If you are unable to attend and vote in person at the 56th AGM and wish to appoint a proxy to attend and vote on your behalf, you are requested to complete and deposit the Proxy Form in accordance with the instructions therein at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than 48 hours before the appointed time for the 56th AGM. You can also lodge the Proxy Form electronically (Please refer to the Administrative Guides for Shareholders).

The lodging of the Proxy Form does not preclude you from attending and voting in person at the 56th AGM should you subsequently wish to do so. If you do, your proxy shall be precluded from attending the 56th AGM.

This Statement is dated 30 September 2025.

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and its Directors individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no other facts the omission of which would make any information herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, ANB and its subsidiaries have not entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular :

- (a) Heads of Agreement dated 21 March 2022 (“HOA”) between ANB, Nylex (Malaysia) Berhad (a subsidiary of the Company), Sinar Bina Infra Sdn. Bhd., LBS Bina Group Berhad and BTS Group Holdings Public Company Limited for the collaboration to build and operate a light rail transport system. The proposed extension of the HOA did not materialise and hence the HOA has lapsed and ceased to have any further force or effect.
- (b) Heads of Agreement dated 22 April 2024 (“HOA”) and Supplemental Agreement to the HOA dated 21 April 2025 between ANB, Ancom Logistics Berhad (a subsidiary of the Company), Greenheart Sdn. Bhd., Choong Wee Keong, How Yoon For and Green Lagoon Technology Sdn. Bhd. for several proposed corporate proposals. These transactions have yet to be completed.
- (c) Share Sale Agreement dated 19 September 2024 entered into between Nylex Holdings Sdn. Bhd. (“NHSB”, a subsidiary of the Company), Loke Yeak Thong and Lim Tiak Cheong in respect of the proposed acquisition of 70% equity interest in Colorex Sdn. Bhd. by NHSB for a total consideration of RM14,000,000. This transaction has been completed.
- (d) Share Sale Agreement dated 23 May 2025 entered into between Ancom Healthcare Sdn. Bhd. (“AHSB”, a subsidiary of the Company) and Koay Hean Wei in respect of the proposed acquisition of 60% equity interest in H2H Medicare Group Sdn. Bhd. by AHSB for a total consideration of RM5,000,000. This transaction has been completed.
- (e) Share Sale Agreement dated 11 June 2025 entered into between Ancom Crop Care Sdn. Bhd. (“ACCSB”, a subsidiary of the Company) and Lau Hau Kuak in respect of the proposed acquisition of 80% equity interest in Flexis Solutions Sdn. Bhd. by ACCSB for a total consideration of RM13,300,000. This transaction has been completed.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, the Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the Group:

High Court of Malaya at Kuala Lumpur Suit No. WA-22NCVC-87-02/2018

On 12 February 2018, Ancom Crop Care Sdn. Bhd. (“ACC”, a subsidiary of the Company) and Hamshi Plantation Sdn. Bhd. (collectively referred to as “Plaintiffs”) initiated a legal action at the High Court of Malaya at Kuala Lumpur as plaintiffs against Logix World (M) Sdn. Bhd. (“Logix”) and Citra Semerbak Sdn. Bhd. (“Citra”) (collectively referred to as “Defendants”), seeking and holding Logix and Citra jointly and severally liable for RM2,702,500 of unpaid goods sold and delivered to them plus 12.0% annual interest from 24 October 2017 until full and final settlement.

On 21 May 2019, the Plaintiffs filed the Substantive Application for Contempt against the directors of Logix. The court had on 13 July 2020 found Logix's directors guilty of contempt and that the Plaintiffs have successfully proved their case against Logix's directors for interference with the administration of justice beyond reasonable doubt. The court has on 15 October 2021, sentenced Logix's directors and awarded costs of RM15,000 and imposed a fine of RM10,000 per person.

The Kuala Lumpur High Court issued judgements on 10 February 2025, holding the Defendants liable to the Plaintiffs for a principal sum of RM1,762,500, along with 12% annual interest from 24 October 2017 until full payment, and costs totalling RM104,000. The court dismissed the Defendants' application regarding misjoinder of parties and ordered them to pay additional costs of RM5,200.

Following the court's decisions, the Plaintiffs have on 17 March 2025 filed the bankruptcy proceedings against the Directors of Logix with case management scheduled for 13 June 2025. The Group is currently in the process of enforcing the judgement and recovering the awarded amount.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, 50470 Kuala Lumpur, Malaysia, during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming 56th AGM:

- i. Constitution of ANB;
- ii. audited consolidated financial statements of ANB for the past two (2) financial years up to the FYE 31 May 2025 and the latest unaudited results since the last audited financial statements (if any); and
- iii. the material contracts referred to in Section 2 above; and
- iv. cause papers for the material litigations referred to in Section 3 above.