



ANCOM BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Ancom Berhad (“**Ancom**” or the “**Company**”) will be conducted entirely through live streaming from the broadcast venue at No. 2A, Jalan 13/2, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan (“**Broadcast Venue**”) on Tuesday, 26 October 2021 at 3.30 p.m. or immediately following the conclusion or adjournment of the 52nd Annual General Meeting (“**AGM**”) of the Company scheduled to be held at the same venue and on the same day at 2.30 p.m., whichever is later, using remote participation and voting facilities provided by the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd via TIIH Online website at <https://tiih.online>, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF THE ENTIRE BUSINESS AND UNDERTAKING INCLUDING ALL THE ASSETS AND LIABILITIES OF NYLEX (MALAYSIA) BERHAD FOR A CONSIDERATION OF RM179,287,212

“**THAT** subject to the approval of all the relevant authorities or parties being obtained and the conditions precedent in the sale of business agreement dated 29 July 2021 (“**SBA**”) entered into by the Company and its wholly-owned subsidiary, Nylex Holdings Sdn. Bhd. (“**Nylex Holdings**”) with Nylex (Malaysia) Berhad (“**Nylex**”) being fulfilled and waived (as the case may be), approval be and is hereby given for the Company to acquire all the business and undertaking of Nylex, whether or not relating to the business of Nylex, including all the assets and liabilities of Nylex as at the completion date of the SBA (“**Nylex Business**”) for a purchase consideration of RM179,287,212 (“**Purchase Consideration**”) (“**Proposed Acquisition**”).

That approval be and is hereby given to the Company to nominate Nylex Holdings as the recipient of the Nylex Business.

THAT RM15,000,000 out of the Purchase Consideration shall be paid to and retained by Nylex in cash and RM164,287,212 out of the Purchase Consideration (“**Distribution Amount**”) shall be distributed to the entitled shareholders of Nylex pursuant to the Proposed Distribution (as defined below).

THAT as the Company is the holding company of Nylex and Nylex is not permitted to hold shares in its holding company pursuant to Section 22 of the Companies Act 2016 which prohibits a corporation from being a member of its holding company, upon completion of the Proposed Acquisition, Nylex shall, subject to obtaining all requisite approvals, implement a distribution exercise comprising of:

- (a) a capital reduction exercise in accordance with Section 116 of the Companies Act 2016 involving a reduction of part of the share capital of Nylex, which shall require confirmation by the High Court of Malaya; and
- (b) a capital repayment exercise involving distribution of the Distribution Amount to be received by Nylex upon completion of the Proposed Acquisition to all the shareholders of Nylex whose names appear on the Record of Depositors of Nylex on an entitlement date to be determined by the Board of Directors of Nylex (“**Nylex Board**”) and announced later (“**Entitlement Date**”).

(the “**Proposed Distribution**”).

THAT in view that Ancom and its wholly-owned subsidiary, Rhodemark Development Sdn. Bhd. (“**Rhodemark**”) (collectively, the “**Interested Shareholders**”) collectively hold 90,133,977 ordinary shares in Nylex, representing approximately 50.27% of the total number of ordinary shares in Nylex (“**Nylex Shares**”) (excluding treasury shares) in issue, the Purchase Consideration will be satisfied by Ancom in the following manner:

- (a) RM15,000,000 in cash which is to be retained by Nylex (“**Retained Cash**”); and
- (b) The Distribution Amount shall be payable to Nylex and thereafter distributed by Nylex to its entitled shareholders pursuant to the Proposed Distribution, out of which subject to the Interested Shareholders holding, in aggregate, 90,133,977 Nylex Shares representing approximately 50.27% of the total number of Nylex Shares (excluding treasury shares) in issue on the Entitlement Date:
 - (A) RM81,694,262 which is proposed to be distributed to all the entitled shareholders of Nylex (except for the Interested Shareholders) whose name appear on the Record of Depositors of Nylex on the Entitlement Date (“**Nylex MI**”) (“**MI Distribution Amount**”) shall be payable by Ancom in the following manner:
 - (1) RM35,000,000 shall be paid by Ancom to Nylex in cash into Nylex’s designated account on the completion date of the SBA and thereafter to be distributed by Nylex to the Nylex MI on the payment date to be announced by Nylex Board; and
 - (2) RM46,694,262 shall be distributed via the issuance of 31,129,508 new ordinary shares in Ancom (“**Ancom Shares**”) (“**Consideration Shares**”) at an issue price of RM1.50 per Ancom Share (“**Issue Price**”), which shall, on the payment date to be announced by the Nylex Board, be issued directly by Ancom to the Nylex MI pursuant to the Proposed Distribution; and
 - (B) RM82,592,950 shall be distributed to the Interested Shareholders and, to the extent that any such portion is distributable to Rhodemark, Rhodemark shall (and Ancom shall procure Rhodemark to) instruct Nylex to pay Rhodemark’s entitlement under the Proposed Distribution to Ancom, following which Ancom shall apply the entire amount receivable by Ancom from Nylex in respect of the Proposed Distribution equivalent to approximately 50.27% of the Distribution Amount by way of set-off against an equivalent amount payable by Ancom to Nylex as part of the Purchase Consideration (“**Set-off Arrangement**”).

THAT pursuant to the above, the net amount payable by the Company for the Proposed Acquisition following the Set-off Arrangement will be RM96,694,262, comprising the Retained Cash and the MI Distribution Amount.

THAT pursuant to the terms of the SBA, approval be and is hereby given for the Company to allot and issue the Consideration Shares to the Nylex MI;

THAT the Consideration Shares shall, upon allotment and issuance, rank equally in all respects with each other and with the then existing Ancom Shares, save and except that the Consideration Shares shall not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid to the shareholders of the Company for which the entitlement date is prior to the date of allotment and issuance of the Consideration Shares;

AND THAT the Board of Directors of Ancom ("**Board**") be and is hereby authorised and empowered to give full effect to the Proposed Acquisition and the SBA with full power to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the SBA and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all such acts, things and matters as it may deem fit, necessary and/or expedient in the best interests of Ancom and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition under the terms and conditions of the SBA, with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deems fit, appropriate and in the best interest of Ancom."

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY

"**THAT** subject to the passing of the Ordinary Resolution above and the approval of all the relevant authorities or parties being obtained (if required), the name of the Company be and is hereby changed from "Ancom Berhad" to "Ancom Nylex Berhad" ("**Proposed Change of Name**") with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company and that the name of the Company wherever appearing in the Constitution be and is hereby amended accordingly;

AND THAT the Board and/or the Company Secretaries be and are hereby authorised to do or procure to be done all acts, deeds, things and to execute, enter into, sign and deliver on behalf of the Company all documents as the Board may consider necessary, expedient and/or appropriate and to carry out all necessary formalities to give full effect to the Proposed Change of Name."

BY ORDER OF THE BOARD

CHOO SE ENG (MIA 5876)
WONG WAI FOONG (MAICSA 7001358)
Company Secretaries
Petaling Jaya
Dated this 4 October 2021

Notes:

1. Pursuant to Section 327(2) of the Companies Act 2016, the Chairman will be present at the Broadcast Venue being the main venue of the EGM. **Members will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting.** Members are to participate, speak (via real time submission of typed texts only) and vote remotely. Please refer to the Administrative Guide for Shareholders, a copy of which is available at the Company's website at <http://www.ancom.com.my/egm.php> on registration, participation and voting at the EGM.
2. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 18 October 2021 shall be entitled to participate, speak and vote or appoint proxy(ies) to participate, speak and vote on their behalf at the EGM.
3. A member, including an authorised nominee, who is entitled to participate, speak and vote at the EGM may appoint not more than two (2) proxies to participate, speak and vote for him/her. A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
4. Where a member is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Proxy Form.

6. *The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must reach the Company's Share Registrar at least forty-eight (48) hours before the time appointed for holding the EGM:*
 - i. *In hardcopy form*
The Proxy Form may be deposited at the Share Registrar of the Company 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, at its Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - ii. *By electronic means*
The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for Shareholders on the appointment and registration of proxy for the EGM by electronic means.
7. *Any authority pursuant to which such an appointment is made by a Power of Attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for holding the EGM at which the person named in the appointment proposes to vote. A copy of the Power of Attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
8. *For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL Certificate of Appointment of Authorised Representative ("**Certificate**") with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia before the time appointed for holding the EGM at which the person named in the appointment proposes to vote. The Certificate should be executed in the following manner:*
 - i. *If the corporate member has a Common Seal, the Certificate should be executed under seal in accordance with the constitution of the corporate member.*
 - ii. *If the corporate member does not have a Common Seal, the Certificate should be affixed with the rubber stamp of the corporate member (if any) and executed by: (a) at least two (2) authorised officers, of whom one shall be a director; or, (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.*
9. *A member who has appointed a proxy or attorney or authorised representative to participate in the EGM must request his/her proxy or attorney or authorised representative to register himself/herself for the remote participation and voting facilities at the Share Registrar's TIIH Online website at <https://tjih.online>. Please read and follow the procedures provided in the Administrative Guide for Shareholders.*