



ANCOM BERHAD
(Company No.: 8440-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Ancom Berhad ("Ancom" or the "Company") will be held at 3.30 p.m. on Thursday, 18 October 2018 at Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia, or immediately following the conclusion or adjournment of the 49th 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, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 21,895,634 NEW ORDINARY SHARES IN ANCOM ("ANCOM SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 1 BONUS SHARE FOR EVERY 10 EXISTING ANCOM SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

***THAT** subject to the approvals of all relevant authorities being obtained in respect of the listing of and quotation for up to 21,895,634 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of Ancom ("Board") be and is hereby authorised to capitalise a total sum of up to RM21,895,634 entirely from the share premium account and shall there be a short fall in the share premium account, the remaining balance from the retained earnings account of the Company for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum for the issuance of up to 21,895,634 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted on the basis of 1 Bonus Share for every 10 existing Ancom Shares to the shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board;

THAT the Board be and is hereby authorised to deal with fractional entitlements (if any), including disregarding any fractional entitlements, under the Proposed Bonus Issue, in such manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.*

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF ANCOM AT ANY POINT IN TIME ("PROPOSED ESOS")

***THAT**, subject to and conditional upon the approvals of all relevant authorities, the Board be and is hereby authorised to establish, implement and administer an ESOS for the benefit of eligible employees and Executive Directors of Ancom and its non-listed subsidiary companies, which are not dormant, who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person(s)") under which options will be granted to the Eligible Persons to subscribe for new Ancom Shares in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix I of the Circular, and to adopt and approve the By-Laws;

THAT, the Board be and is hereby authorised to issue and allot from time to time such number of new Ancom Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("ESOS Option(s)") provided that the aggregate number of new Ancom Shares to be issued and allotted and/ or transferred shall not exceed 10% of the total number of issued shares of Ancom at any point in time throughout the duration of the Proposed ESOS and that such new Ancom Shares arising from the exercise of the ESOS Options shall, upon issuance and allotment, rank *pari passu* in all respects with the existing issued Ancom Shares, except that the new Ancom Shares will not be entitled to any dividends, rights, allotment and/ or any other forms of distribution ("Distribution") that may be declared, made or paid to shareholders, for which the entitlement date for the Distribution precedes the date of which the new Ancom Shares are credited into the Central Depository System account with Bursa Malaysia Depository Sdn Bhd of the Eligible Persons who have accepted the offer, and such new Ancom Shares will be subject to the Constitution (currently referred to as the Articles of Association) of the Company relating to transfer, transmission and otherwise of Ancom Shares;

THAT, the Board be and is hereby authorised to amend and/ or modify the Proposed ESOS from time to time as may be required/ permitted by the authorities or deemed to be necessary by the Board provided that such amendments and/ or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/ or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/ or guarantees with any party or parties, to deliver and/ or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS.*

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' SIEW KA WEI

***THAT**, subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Dato' Siew Ka Wei, the Executive Chairman of the Company, ESOS Options to subscribe for such number of new Ancom Shares under the Proposed ESOS provided that not more than 10 per centum of the new Ancom Shares available under the Proposed ESOS shall be allocated to Dato' Siew Ka Wei, who, either singly or collectively through persons connected with him, holds 20 per centum or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Dato' Siew Ka Wei shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.*

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' AHMAD JOHARI BIN ABDUL RAZAK

***THAT**, subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Dato' Ahmad Johari Bin Abdul Razak, the Executive Director of the Company, ESOS Options to subscribe for such number of new Ancom Shares under the Proposed ESOS provided that not more than 10 per centum of the new Ancom Shares of the Company available under the Proposed ESOS shall be allocated to Dato' Ahmad Johari Bin Abdul Razak, who, either singly or collectively through persons connected with him, holds 20 per centum or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Dato' Ahmad Johari Bin Abdul Razak shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.*

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO LEE CHEUN WEI

***THAT**, subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Lee Cheun Wei, the Chief Executive Officer of the Company, ESOS Options to subscribe for such number of new Ancom Shares under the Proposed ESOS provided that not more than 10 per centum of the new Ancom Shares of the Company available under the Proposed ESOS shall be allocated to Lee Cheun Wei, who, either singly or collectively through persons connected with him, holds 20 per centum or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Lee Cheun Wei shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.*

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO SIEW KA KHEONG

***THAT**, subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Siew Ka Kheong, the Executive Chairman of a subsidiary of Ancom (i.e. Enterprise Online Sdn Bhd), who is also the brother of Dato' Siew Ka Wei, the Executive Chairman of Ancom, ESOS Options to subscribe for such number of new Ancom Shares under the Proposed ESOS provided that not more than 10 per centum of the new Ancom Shares of the Company available under the Proposed ESOS shall be allocated to Siew Ka Kheong, who, either singly or collectively through persons connected with him, holds 20 per centum or more of the total number of issued shares of the Company;

AND THAT the Proposed Allocation of ESOS Options to Siew Ka Kheong shall be subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.*

By Order of the Board

CHOO SE ENG (MIA 5876)
WONG WAI FOONG (MAICSA 7001358)
Company Secretaries

Petaling Jaya
26 September 2018

Notes:

1. A member entitled to attend and vote at the meeting may appoint up to two (2) proxies to attend, speak and vote for him. A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
2. Where a member of the Company is an authorised nominee, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. 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.
4. Where a member 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.
5. If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or under the hand of its attorney.
6. In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 October 2018 (General Meeting Records of Depositories) shall be eligible to attend, speak and vote or appoint proxy to attend, speak and vote on his behalf at the meeting.
7. The instrument appointing a proxy shall be deposited at the Company's Share Registrar's office 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.