



ANCOM BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 51st Annual General Meeting ("AGM") of 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, Malaysia ("Broadcast Venue") on Wednesday, 21 October 2020 at 2.30 p.m. using remote participation and voting facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. via TIH Online website at <https://tiah.online>, to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 May 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
[Ordinary Resolution 1]
- To approve the final dividend for the financial year ended 31 May 2020.
[Ordinary Resolution 2]
- To re-elect the following Directors who are retiring by rotation pursuant to Clause 125 of the Company's Constitution:
(a) Tan Sri Dato' Dr Lin See Yan
(b) Edmond Cheah Swee Leng
(c) Lim Hock Chye
[Ordinary Resolution 3]
[Ordinary Resolution 4]
[Ordinary Resolution 5]
- To re-elect as a Director, Datuk Dr Abd Hapiz Bin Abdullah who is retiring pursuant to Clause 130 of the Company's Constitution.
[Ordinary Resolution 6]
- To approve the payment of Non-Executive Directors' fees for the financial year ended 31 May 2020.
[Ordinary Resolution 7]
- To approve the payment of Directors' benefits (excluding Non-Executive Directors' fees) for the Non-Executive Directors from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company.
[Ordinary Resolution 8]
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
[Ordinary Resolution 9]

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without modification(s), to pass the following resolutions:

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs") OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPTs")**
[Ordinary Resolution 10]

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given to the Company and/or its subsidiaries to enter into the RRPTs of a revenue or trading nature with the related parties as specified in Section 2.2 of the Circular to Shareholders dated 29 September 2020, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business at arms-length basis and 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 the minority shareholders of the Company.

THAT the authority conferred by such mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Proposed Renewal of Shareholders' Mandate for RRPTs with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company."

- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK MANDATE ("PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE")**
[Ordinary Resolution 11]

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of ordinary shares in the Company purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

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

whichever occurs first, but shall not preclude the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Act, the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, the Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or

viii. To deal with the treasury shares in the manners as allowed by the Act, the Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company."

- PROPOSED AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
[Ordinary Resolution 12]

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons 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 twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities pursuant to this resolution.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

- PROPOSED CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS**

- "THAT approval be and is hereby given to Tan Sri Dato' Dr Lin See Yan, who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Director of the Company until the conclusion of the next Annual General Meeting."
[Ordinary Resolution 13]
- "THAT approval be and is hereby given to Edmond Cheah Swee Leng, who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Director of the Company until the conclusion of the next Annual General Meeting."
[Ordinary Resolution 14]

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**
[Special Resolution]

"THAT the proposed amendments to the Constitution of the Company as set out in the Appendix A of the Notice of Annual General Meeting be and is hereby approved AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Constitution of the Company."

- OTHER ORDINARY BUSINESS**

To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

By Order of the Board,

CHOO SE ENG (MIA 5876) [SSM PC No. 201908002341]
WONG WAI FOONG (MAICSA 7001358) [SSM PC No. 202008001472]
Company Secretaries

Petaling Jaya
29 September 2020

NOTES:

- 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 51st AGM. **Members will not be allowed to attend the 51st AGM 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 available via the Company's website at <http://www.ancom.com.my/aggm.php> on registration, participation and voting at the 51st AGM.
- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 14 October 2020 shall be entitled to participate, speak and vote or appoint proxy(ies) to participate, speak and vote on his behalf at the 51st AGM.
- A member, including an authorised nominee, entitled to participate, speak and vote at the 51st AGM may appoint not more than two (2) proxies to participate, 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.
- 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.
- 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.
- 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 51st AGM:
 - In hardcopy form**
The Proxy Form may be deposited 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, at its Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic means**
The Proxy Form can be electronically lodged with the Company's Share Registrar via TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide on the appointment and registration of proxy for the 51st AGM.
- 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. 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 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 appointed for holding the 51st AGM 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 notorially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with 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 at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative 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.

EXPLANATORY NOTES:

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 May 2020**
This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1) (a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1 – Final Dividend**
The Board proposes the payment of the final dividend by way of distribution of up to 25,294,928 shares in Ancom Logistics Berhad ("ALB") which represents approximately 5.34% equity interest in ALB to the shareholders of the Company on the basis of one

(1) ALB share for every ten (10) existing shares held in the Company based on an entitlement date to be announced by the Board in due course, fractions of ALB shares to be disregarded ("Dividend-In-Specie"). Further details on the Dividend-In-Specie are in the Company's announcement to Bursa Malaysia Securities Berhad on 21 September 2020.

- Ordinary Resolution 6 – Non-Executive Directors' Fees**

Pursuant to Section 230(1) of the Companies Act 2016, the Directors' fees and benefits payable to the Directors of the listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors has recommended to the shareholders for approval on the fees payable to the Non-Executive Directors by the Company of RM478,222 and by the Group of RM831,361 for the financial year ended 31 May 2020.

- Ordinary Resolution 7 – Directors' Benefits**

The Directors' benefits comprise the meeting attendance allowance of RM416.67 per meeting and other benefits (car, fuel, driver, allowance and other emoluments) payable to the Non-Executive Directors ("NEDs").

In determining the estimated total amount of benefits (excluding Directors' fees) for the NEDs, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees as well as the number of Directors involved. The Board has recommended to the shareholders for approval on the Directors' benefits payable to the NEDs of up to RM120,000 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company in 2021.

- Ordinary Resolution 9 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

This proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in the Company's Circular to Shareholders dated 29 September 2020.

- Ordinary Resolution 10 – Proposed Renewal of Authority for Share Buy-Back Mandate**

This proposed resolution, if passed, will empower the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

Further details relating to this proposed resolution are set out in the Company's Statement to Shareholders dated 29 September 2020.

- Ordinary Resolution 11 – Proposed Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

This proposed resolution is to seek shareholders' mandate to empower the Directors to issue and allot up to a maximum of twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("20% Mandate"). This authority will continue to be in force until 31 December 2021, unless such approval is revoked or varied by the Company at a general meeting.

This general mandate, if passed, will provide flexibility to the Company for any possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit and in the best interest of the Company.

The Company had, at the last AGM held on 17 October 2019, obtained the mandate from the shareholders to allot up to a maximum of ten per centum (10%) of the total number of issued shares of the Company ("Previous Mandate"). As at the date of this Notice, a total of 12,100,000 new ordinary shares of the Company were issued pursuant to a private placement exercise raising a total gross proceeds of RM8,591,000 which was utilised as working capital of the Group pursuant to the Previous Mandate.

In light of the economic challenges arising from the global COVID-19 outbreak and having considered the current prospective financial positions of the Company, the Board is of the view that this 20% Mandate is in the best interest of the Company and its shareholders as it will enable the Board to take swift action during this challenging time in meeting future financial needs due to the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic.

- Ordinary Resolutions 12 and 13 – Proposed Continuation in Office as Independent Directors**

The Board, through the Remuneration and Nomination Committee had carried out the necessary assessment on Tan Sri Dato' Dr Lin See Yan and Edmond Cheah Swee Leng who have served as Independent Directors for a cumulative term of more than twelve (12) years and had recommended them to continue to act as the Independent Directors of the Company based on the following justifications:

- they fulfill the criteria as Independent Director as per the definitions stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and based on the peer-assessment by the Directors, the Directors are also satisfied with them appearing to demonstrate conduct and behaviour that are essential indicators of independence, and they have acted in a manner that provide the necessary check and balance in the best interest of the Company;
- they have been with the Company for more than twelve (12) years and therefore understand the Group's business operations which enable them to participate actively during deliberations or discussions at the Board and Committee meetings;
- they are knowledgeable and have applied their vast experience and due care in exercising independent judgement and bringing objectivity to the oversight function of the Board; and
- they have given time commitment to attend the Company's meetings and performance of duties and have carried out their professional duties in the interest of the Company.

Their profiles are set out in the Company's 2020 Annual Report. The Board has decided not to adopt the 2-tier voting process for the approval to retain both Tan Sri Dato' Dr Lin See Yan and Edmond Cheah Swee Leng as Independent Directors of the Company.

- Special Resolution – Proposed Amendments to the Constitution of the Company**

Pursuant to Section 132(1) of the Companies Act 2016 ("Act"), a distribution of dividends to shareholders shall be authorised by the Directors of the Company. The Special Resolution, if passed, will align the Constitution of the Company with the provisions of the Act.

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of the Company are proposed to be amended in the following manner:

Clause No.	Existing Clause	Amended Clause
Clause 162	The Company in general meeting may subject to Sections 131 to 133 of the Act, by ordinary resolution declare dividends payable to the members in accordance with their respective rights and priorities out of any lawfully distributable profits, but no dividend shall exceed the amount recommended by the Directors.	The Directors may from time to time authorise a distribution of dividends in accordance with Sections 131 to 133 of the Act, but no dividend shall exceed the amount recommended by the Directors. Any dividend so authorised must be paid out of profits of the Company available for distribution as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent for a period of twelve (12) months after the distribution is made.
Clause 163	Subject to the Act, the Directors may pay dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of any dividend on any shares having deferred or non-preferred rights.	Subject to the Act, the Directors may pay dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of any dividend on any shares having deferred or non-preferred rights.