

NYLEX (MALAYSIA) BERHAD
Registration No.:197001000148 (9378-T)
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT NO. 2A JALAN 13/2, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, ON TUESDAY, 26 OCTOBER 2021 AT 10.30 A.M.

Present at the Broadcast Venue : Datuk Anuar Bin Ahmad – Chairman
Dato’ Siew Ka Wei – Group Managing Director
En Khamis Bin Awal –Director
Mr Robin Ling Seng Chiong – Deputy Chief Executive Officer
Ms Michelle Chen – Chief Financial Officer
Mr Choo Se Eng – Company Secretary
Mr Stephen Geh Sim Whye – Joint Company Secretary

Present via video conferencing : Mr Edmond Cheah Swee Leng – Director
Tan Sri Dato’ Dr Lin See Yan – Director

Maybank Investment Bank Berhad (Principal Advisers)

Mr Suren Raj A/L Nadarajah
Mr Young Yeng Hou

Kadir Andri & Partners (Legal Advisers)

Mr Chin Wee Sing

BDO PLT (Reporting Accountants)

Mr Lum Chiew Mun

Mercury Securities Sdn Bhd (Independent Advisers)

Mr Pua Kin Joh
Mr Tan Chee Ping

The attendance of members/corporate representatives/proxies who participated remotely via remote participation and voting (“RPV”) facility was as per the Summary of Attendance List.

1. CHAIRMAN

Datuk Anuar Bin Ahmad presided as Chairman of the Meeting and extended warm welcome to the shareholders and proxies who participated in this fully virtual meeting.

2. QUORUM

There being a quorum in accordance with Clause 9 of the Company’s Constitution, the Meeting was called to order.

3. NOTICE

The Notice convening the EGM dated 4 October 2021 (“Notice”) having been circulated to all shareholders of the Company and advertised in the New Straits Times newspaper within the prescribed period, was taken as read.

The Chairman informed the Meeting that pursuant to Paragraph 8.29 (A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice shall be decided by poll.

4. POLLING PROCEDURES VIA ONLINE VOTING

The Chairman announced that poll voting will be conducted electronically via RPV facility provided by Tricor Investor and Issuing House Services Sdn Bhd. He further informed that Asia Securities Sdn Berhad has been appointed by the Board to act as Scrutineers to verify

the poll results.

The Chairman informed the shareholders that they may submit their votes at any time from the commencement of the EGM at 10.30 a.m. until the announcement of closure of voting session.

5. MOTIONS FOR THE MEETING

The Chairman then presented to the Meeting the two (2) motions to be considered at the Meeting.

6. PRESENTATION FROM MERCURY SECURITIES SDN BHD

Having presented the motions for the meeting, the Chairman then invited Mr Tan Chee Ping, representative from Mercury Securities Sdn Bhd (“Mercury”), the Independent Advisers, to present Mercury’s recommendations to the Minority Shareholders in relation to the Proposed Disposal and Proposed Distribution (“Proposals”).

Premised on the assessment, Mercury is of the opinion that the Proposals are fair and reasonable and are not detrimental to the Minority Shareholders of the Company.

After the presentation, the Chairman informed the shareholders to submit their questions in the query box provided in RPV facility and the Company shall respond to them during the Questions and Answers session later.

7. QUESTIONS AND ANSWERS SESSION

The questions posed by the shareholders and Company’s replies are summarized in the Summary of Key Matters Discussed, which formed part of this Minutes and which will be made available on the Company’s website.

8. POLL VOTING SESSION

The Chairman adjourned the Meeting for 10 minutes to enable the completion of the poll by electronic voting on all the resolutions.

The results of the poll were then verified by the independent scrutineer, Asia Securities Sdn Berhad.

9. ANNOUNCEMENTS OF POLL RESULTS

At 11.30 a.m., the Chairman reconvened the Meeting for the announcement of poll results. He presented the results of the poll (attached herein as Appendix II) to the Meeting and declared that both Special Resolutions were carried, as follows: -

a) SPECIAL RESOLUTION 1

- **PROPOSED DISPOSAL OF THE ENTIRE BUSINESS AND UNDERTAKING INCLUDING ALL THE ASSETS AND LIABILITIES OF NYLEX TO ANCOM BERHAD FOR A CONSIDERATION OF RM179,287,212 (“ANCOM”) (“PROPOSED DISPOSAL”)**
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By a poll of 21,323,983 votes for the Resolution and 406,711 votes against the Resolution, it was RESOLVED:-

THAT subject to the passing of Special Resolution 2 below, the confirmation of the High Court of Malaya (“High Court”) pursuant to Section 116 of the Companies Act 2016 (“Companies Act”) in respect of the Proposed Distribution (as defined in Special Resolution 2 below), the approvals of the relevant authorities being obtained and the conditions precedent in the sale of business agreement dated 29 July 2021 between Nylex, Ancom Berhad (“Ancom”) and Nylex Holdings Sdn. Bhd. (“Nylex Holdings”), a

wholly-owned subsidiary of Ancom, in respect of the Proposed Disposal (“Sale of Business Agreement”) being fulfilled or waived (as the case may be), approval be and is hereby given for Nylex to undertake and carry into effect the Proposed Disposal in accordance with the terms of the Sale of Business Agreement at a disposal consideration of RM179,287,212 (“Disposal Consideration”) to be satisfied by Ancom in the following manner:

- (a) RM15,000,000.00 shall be paid by Ancom in cash to Nylex on completion of the Proposed Disposal (“Completion”) and retained by Nylex post-Completion; and
- (b) RM164,287,212 shall be payable by Ancom to Nylex on Completion and thereafter distributed by Nylex to its shareholders pursuant to the Proposed Distribution (as defined and as set out in Special Resolution 2 below).

AND THAT the Board of Directors of Nylex (“Board”) be and hereby authorised to take all such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or carry into effect to the Proposed Disposal and the Sale of Business Agreement with full powers to assent to any terms, conditions, modifications, variations and/or amendments including those which may be agreed or as may be required by any relevant regulatory authority or as a consequence of any such requirement in any manner as the Board may in its absolute discretion deem necessary and/or expedient to implement, finalise and/or give effect to the Proposed Disposal.

b) SPECIAL RESOLUTION 2

- PROPOSED DISTRIBUTION OF THE CONSIDERATION FROM THE PROPOSED DISPOSAL AMOUNTING TO RM164,287,212 TO ALL THE ENTITLED SHAREHOLDERS OF NYLEX BY WAY OF A CAPITAL REDUCTION AND REPAYMENT EXERCISE PURSUANT TO SECTION 116 OF THE COMPANIES ACT (“PROPOSED DISTRIBUTION”)

By a poll of 21,324,011 votes for the Resolution and 406,691 votes against the Resolution, it was RESOLVED:-

THAT subject the passing of Special Resolution 1 above, the confirmation of the High Court pursuant to Section 116 of the Companies Act and, if required, the approvals of any other relevant authorities or person being obtained, approval be and is hereby given for Nylex to, following the completion of the Proposed Disposal in accordance with the terms of the Sale of Business Agreement, carry out the following:

- (a) the reduction of the issued share capital of the Company from RM195,142,388 comprising 194,337,860 ordinary shares in Nylex (“Nylex Shares”) (including treasury shares) to RM30,855,176 comprising 194,337,860 Nylex Shares (including treasury shares) by the cancellation of a sum of RM164,287,212 from the issued share capital of the Company in accordance with Section 116 of the Companies Act;
- (b) upon such reduction taking effect, the entire credit arising from the reduction of RM164,287,212 in issued share capital of the Company shall, subject to Ancom and Rhodemark Development Sdn. Bhd. (“Rhodemark”) (collectively, 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 to be determined by Board of Nylex and announced later (“Entitlement Date”), be applied in distributing:

- (i) RM81,694,262 (“MI Distribution Amount”) to all the shareholders of Nylex whose names appear on the Record of Depositors of Nylex on the Entitlement Date (except for the Interested Shareholders) (“Nylex MI”) in accordance with sub-paragraph (c) below; and
 - (ii) RM82,592,950 to the Interested Shareholders which amount shall be applied in accordance with the Set-off Arrangement (as defined in the circular to the shareholders of Nylex dated 4 October 2021) to set-off against an equivalent amount payable by Ancom to Nylex on Completion as part of the Disposal Consideration; and
- (c) the MI Distribution Amount shall be distributed to the Nylex MI as follows:
- (i) RM35,000,000 shall be distributed in cash to the Nylex MI on the payment date to be announced by the Board (“Cash Distribution”); and
 - (ii) RM46,694,262 shall be distributed in the form of 31,129,508 new ordinary shares in Ancom (“Ancom Shares”) which shall, on the payment date to be announced by the Board, be issued directly by Ancom at an issue price of RM1.50 per Ancom Share to the Nylex MI (“Shares Distribution”),

each Nylex MI receiving for every Nylex Share held on the Entitlement Date, a cash payment of approximately RM0.3926 pursuant to the Cash Distribution and such number of Ancom Shares equivalent to approximately RM0.5238 in value pursuant to the Shares Distribution.

AND THAT the Board be empowered to deal with any fractional entitlement to the Cash Distribution and/or Shares Distribution in such manner as the Board shall deem fit or expedient or in the best interests of the Company AND FURTHER THAT the Board be and is hereby authorised and empowered to take all steps and to do all acts, deeds and things and to execute, enter into, sign and deliver for an on behalf of the Company, all documents as it may consider necessary or expedient to give full effect to the Proposed Distribution, with full power to fix and vary the Entitlement Date and time, payment date and/or effective date for the Proposed Distribution and assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required or imposed or permitted by the relevant authorities/parties and/or the High Court and with full power to make any amendments, variations or modifications to the terms and/or conditions of the Proposed Distribution in any manner as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate.

10. CLOSURE OF MEETING

There being no other business, the Chairman declared the Meeting closed at 11.45 a.m. and thanked the shareholders/proxies for their attendance.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Dated: 25 November 2021