



NYLEX (MALAYSIA) BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Nylex (Malaysia) Berhad ("**Nylex**" 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, Malaysia ("**Broadcast Venue**") on Tuesday, 26 October 2021 at 10.30 a.m. or immediately following the conclusion or adjournment of the 51st Annual General Meeting ("**AGM**") of the Company scheduled to be held at the same venue and on the same day at 9.30 a.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 TIH Online website at <https://tjih.online>, for the purpose of considering and, if thought fit, passing the following special resolutions with or without any modification:

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")

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 are 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.

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")

THAT subject to 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 subparagraph (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 entitlements 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 and 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.

By Order of the Board,

CHOO SE ENG (MIA 5876)
STEPHEN GEH SIM WHYIE (MICPA 1810)
Company Secretaries

Petaling Jaya
4 October 2021

Notes:

1. Pursuant to Section 327(2) of the Companies Act, 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 <https://www.nylex.com/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 TIH 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 TIH Online website at <https://tjih.online>. Please read and follow the procedures provided in the Administrative Guide for Shareholders.