



ANCOM NYLEX BERHAD

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

NOTICE IS HEREBY GIVEN THAT the 57th Annual General Meeting ("AGM") of the Company will be held at Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 29 October 2026 at 11.30 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 May 2026 together with the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To re-elect the following Directors who are retiring pursuant to Clause 125 of the Company's Constitution:
(i) Datuk Anuar Bin Ahmad
(ii) Datuk Lee Cheun Wei
(iii) Christina Foo | [Ordinary Resolution 1]
[Ordinary Resolution 2]
[Ordinary Resolution 3] |
| 3. To re-elect Datuk Seri Kamaludin Bin Md Said who retires pursuant to Clause 130 of the Company's Constitution. | [Ordinary Resolution 4] |
| 4. To approve the payment of Directors' fees to the Non-Executive Directors for the financial year ending 31 May 2027, to be paid quarterly in arrears. | [Ordinary Resolution 5] |
| 5. To approve the payment of Directors' benefits to the Non-Executive Directors for the period from 29 October 2026 until the next annual general meeting of the Company. | [Ordinary Resolution 6] |
| 6. To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | [Ordinary Resolution 7] |

AS SPECIAL BUSINESS

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

- | | |
|---|--------------------------------|
| 7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs") OF A REVENUE OR TRADING NATURE | [Ordinary Resolution 8] |
|---|--------------------------------|

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("Group") to enter into the RRPTs of a revenue or trading nature with the existing related parties as specified in Section 2.2 of the Circular to Shareholders dated 30 September 2026, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business at arm's 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:

- (i) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting of the Company 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
- (iii) revoked or varied by a resolution passed by the Company's shareholders at a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents) as the Directors may consider expedient or necessary or in the best interest of the Company to give effect to this resolution."

8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK**

[Ordinary Resolution 9]

"THAT subject to the Companies Act 2016, 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 number 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 may deem fit and expedient in the best interest of the Company ("Share Buy-Back Mandate") provided that:

- (i) the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to the Share Buy-Back Mandate does not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time;
- (ii) 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; and
- (iii) the Directors of the Company may decide either to retain the ordinary shares so purchased as treasury shares or cancel the ordinary shares so purchased or retain part of the ordinary shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the Listing Requirements and all other applicable laws, guidelines, rules and regulations, issued by the relevant authorities.

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

- (a) the conclusion of the next annual general meeting 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;
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the Company's shareholders at a general meeting;

whichever occurs first, but shall not prejudice 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 Listing Requirements and all other applicable laws, guidelines, rules and regulations issued by the relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the 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."

9. **PROPOSED AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

[Ordinary Resolution 10]

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 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 pursuant to this resolution does not exceed ten percent (10%) 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 AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company held after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

10. 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. 202208000036)

ANGELINA CHEAH GAIK SUAN (MAICSA 7035272) (SSM PC No. 202008002177)

TAN BEE HWA (MAICSA 7058049) (SSM PC No. 202008001174)

Company Secretaries

Petaling Jaya

30 September 2026

NOTES:

- (1) A registered member, including an authorised nominee who is entitled to attend and vote at the AGM may appoint up to two (2) proxies to attend and vote on his/her behalf at the AGM. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. There shall be no restriction as to the qualification of the proxy.
- (2) In respect of deposited securities, only members whose names appear on the Record of Depositors as at 21 October 2026 shall be entitled to participate in the AGM and appoint proxy(ies) to participate on his/her behalf at the AGM.
- (3) Where a member is an exempt authorised nominee as defined under 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, an authorised nominee or an exempt authorised nominee, appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy in the Proxy Form.
- (5) The appointment of proxy(ies) may be made in the following manner and must be received by the Company's Share Registrar at least 48 hours before the time appointed for holding the AGM or any adjournment thereof:
- i. In hardcopy form
To be deposited with the office of the Company's Share Registrar, Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as 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, deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- ii. By electronic means
Please refer to the Administrative Guides for Shareholders for further information on electronic submission of Proxy Form.
- (6) Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- (7) Any authority pursuant to which such an appointment is made by a Power of Attorney must be deposited at the office of the Company's Share Registrar, Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.) at the address indicated in item (5)(i) above not less than 48 hours before the time appointed for holding the AGM or adjourned general meeting 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) Last date and time for lodging the Proxy Form and the Power of Attorney is by **Tuesday, 27 October 2026 at 11.30 a.m.**

- (9) For a corporate member who has appointed an authorised representative, please deposit the original or duly certified certificate of appointment of authorised representative ("Certificate") with the Company's Share Registrar at its address indicated in item (5)(i) above before the time appointed for holding the AGM or adjourned general meeting 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, one (1) of whom 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.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA:

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 May 2026

This agenda item is meant for discussion only. The provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. As such, this agenda item is not a business which requires a motion to be put forward for voting.

2. Ordinary Resolutions 1, 2, 3, and 4 – Re-election of Retiring Directors

Datuk Anuar Bin Ahmad, Datuk Lee Cheun Wei, Christina Foo and Datuk Seri Kamaludin Bin Md Said are standing for re-election as Directors of the Company and being eligible, have offered themselves for re- election at the AGM.

Their profiles are disclosed in the Board of Directors of the Annual Report 2026.

Save for the conflict of interest involving Datuk Anuar Bin Ahmad as disclosed in the Annual Report 2026, the other retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company. The Board had, through the Remuneration & Nomination Committee, assessed the performance and contribution of each of the retiring Directors including their personality, experience, integrity, competence, time commitment and fit and proper as enumerated in the Company's Directors' Fit and Proper Policy to effectively discharge their roles as Directors. Based on the assessment conducted, the Board is satisfied that the aforesaid Directors have devoted sufficient time to carry out their responsibilities throughout their tenure. They also possess relevant qualification, knowledge and experience which complement the Board's competencies.

3. Ordinary Resolution 5 – Directors' Fees payable to Non-Executive Directors ("NEDs") for the financial year ending 31 May 2027

At the 56th annual general meeting of the Company, the shareholders had approved the payment of Directors' fees to the NEDs amounting to RM1,000,000 and RM1,300,000 for the Company and the Group respectively for the financial year ended 31 May 2026.

The actual amount of Directors' fees paid to the NEDs were RM766,630 for both the Group and the Company for the financial year ended 31 May 2026.

For the financial year ending 31 May 2027, the Company proposed to pay up to RM1,000,000 and RM1,300,000 respectively to the NEDs of the Company and the Group. These amounts are calculated based on the existing memberships in the Board and Board Committees (and possible new additional members to the Board and Board Committees), and assuming that all NEDs will hold office until the next annual general meeting in the financial year ending 31 May 2027. This resolution is to facilitate payment of Directors' fees to the NEDs on current year basis. In the event the proposed amount is insufficient (due to enlarged Board size), approval will be sought at the next annual general meeting for the shortfall.

The proposed fees payable by the Company to the NEDs are detailed below:

NEDs	Fee Per Year (RM)
<u>Board of Directors</u>	
- Chairman	100,000
- Member	70,000
<u>Audit Committee</u>	
- Chairman	45,000
- Member	30,000
<u>Risk Management & Sustainability Committee</u>	
- Chairman	25,000
- Member	20,000
<u>Remuneration & Nomination Committee</u>	
- Chairman	25,000
- Member	20,000

4. Ordinary Resolution 6 – Benefits payable to NEDs

The benefits payable to the NEDs comprise meeting attendance allowance and other benefits (car, fuel, driver, and other emoluments).

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 is recommending to the shareholders to approve the Directors' benefits payable to the NEDs of up to RM120,000 from the date of the forthcoming AGM until the next annual general meeting of the Company. In the event the proposed amount is insufficient (due to more meetings/enlarged Board size), approval will be sought at the next annual general meeting for the shortfall.

5. Ordinary Resolution 7 – Re-appointment of Auditors

The Audit Committee had evaluated the performance of BDO PLT, the External Auditors, as enumerated in the Audit Committee Report and had recommended the re-appointment of BDO PLT as the External Auditors of the Company for the ensuing year. The Board concurred with the recommendation of the Audit Committee.

6. Ordinary Resolutions 8 – Proposed Renewal of Shareholders' Mandate for RRPTs of a Revenue or Trading Nature

Ordinary Resolutions 8, if passed, will allow the Group to enter into RRPTs with the existing 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 RRPTs 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 is set out in Part A of the Company's Circular to Shareholders/Statement dated 30 September 2026.

7. Ordinary Resolution 9 – Proposed Renewal of Shareholders’ Mandate for Share Buy-Back

Ordinary Resolution 9, if passed, will empower the Directors of the Company to purchase its own shares up to ten percent (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.

For further information on Ordinary Resolution 9, please refer to Part B of the Company’s Circular to Shareholders/Statement dated 30 September 2026.

8. Ordinary Resolution 10 – Proposed Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Ordinary Resolution 10, if passed, will empower the Directors to issue and allot up to an aggregate amount of not exceeding ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting of the Company.

This is a renewal of the mandate obtained from the shareholders at the last annual general meeting held on 29 October 2025 (“the Previous Mandate”). The mandate is to 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, without the need to convene separate general meeting to obtain shareholders’ approval so as to avoid incurring additional costs and time.

As at the date of this Notice, the Company did not issue any new shares pursuant to the Previous Mandate.



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

Proxy Form

CDS A/C. No.	No. of shares held

I/We _____ NRIC No. _____
 [Full Name in Block Letters]

of _____
 [Full Address]

being (a) member(s) of ANCOM NYLEX BERHAD, hereby appoint

Full Name in Block Letters		Proportion of shareholdings to be represented %
NRIC No.		
Full Address		
Full Name in Block Letters		Proportion of shareholdings to be represented %
NRIC No.		
Full Address		
		100 %

or failing *him/her, the Chairman of the Meeting as *my/our *proxy/proxies to participate and to vote for *me/us on *my/ our behalf at the 57th Annual General Meeting of the Company which will be held at Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 29 October 2026 at 11.30 a.m. and to vote as indicated below:-

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To re-elect Datuk Anuar Bin Ahmad as a Director of the Company		
2	To re-elect Datuk Lee Cheun Wei as a Director of the Company		
3	To re-elect Christina Foo as a Director of the Company		
4	To re-elect Datuk Seri Kamaludin Bin Md Said as a Director of the Company		
5	To approve the payment of Directors' fees to the Non-Executive Directors for the financial year ending 31 May 2027, to be paid quarterly in arrears		
6	To approve the payment of Directors' benefits to the Non-Executive Directors		
7	To re-appoint BDO PLT as Auditors of the Company		
8	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature		
9	To approve the proposed renewal of shareholders' mandate for share buy-back		
10	To approve the proposed authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		

[Please indicate with an "X" on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.]

[*Delete if not applicable]

Dated this _____ day of _____ 2026

Telephone no. during office hours:

 [Signature / Common Seal of shareholder(s)]

NOTES:

- (1) A registered member, including an authorised nominee who is entitled to attend and vote at the AGM may appoint up to two (2) proxies to attend and vote on his/her behalf at the AGM. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. There shall be no restriction as to the qualification of the proxy.
- (2) In respect of deposited securities, only members whose names appear on the Record of Depositors as at 21 October 2026 shall be entitled to participate in the AGM and appoint proxy(ies) to participate on his/her behalf at the AGM.
- (3) Where a member is an exempt authorised nominee as defined under 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, an authorised nominee or an exempt authorised nominee, appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy in the Proxy Form.
- (5) The appointment of proxy(ies) may be made in the following manner and must be received by the Company's Share Registrar at least 48 hours before the time appointed for holding the AGM or any adjournment thereof:
 - i. In hardcopy form
To be deposited with the office of the Company's Share Registrar, Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as 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, deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - ii. By electronic means
Please refer to the Administrative Guides for Shareholders for further information on electronic submission of Proxy Form.
- (6) Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- (7) Any authority pursuant to which such an appointment is made by a Power of Attorney must be deposited at the office of the Company's Share Registrar, Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.) at the address indicated in item (5)(i) above not less than 48 hours before the time appointed for holding the AGM or adjourned general meeting 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) Last date and time for lodging the Proxy Form and the Power of Attorney is by **Tuesday, 27 October 2026 at 11.30 a.m.**

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ANCOM NYLEX BERHAD

[Registration No. 196901000122 (8440-M)]

The Share Registrar:

Vistra Investor & Issuing House Services Sdn. Bhd.

(formerly known as 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

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- (9) For a corporate member who has appointed an authorised representative, please deposit the original or duly certified certificate of appointment of authorised representative ("Certificate") with the Company's Share Registrar at its address indicated in item (5)(i) above before the time appointed for holding the AGM or adjourned general meeting 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, one (1) of whom 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.
- (10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by way of poll.