



ANCOM LOGISTICS BERHAD

*[Registration No. 196601000150 (6614-W)]
Incorporated in Malaysia*

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 59th 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 Wednesday, 29 October 2025 at 9.30 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

- | | | |
|----|---|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 May 2025 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 by rotation pursuant to Clause 125 of the Company's Constitution:
(i) Tan Sri Datuk Dr. Ampikaipakan A/L S. Kandiah
(ii) Datuk Lee Cheun Wei | [Ordinary Resolution 1]
[Ordinary Resolution 2] |
| 3. | To approve the payment of Directors' fees to the Non-Executive Directors for the financial year ending 31 May 2026, to be paid quarterly in arrears. | [Ordinary Resolution 3] |
| 4. | To approve the payment of Directors' benefits to the Non-Executive Directors for the period from 29 October 2025 until the next annual general meeting of the Company. | [Ordinary Resolution 4] |
| 5. | To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | [Ordinary Resolution 5] |

AS SPECIAL BUSINESS

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

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|----|--|--------------------------------|
| 6. | PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs") OF A REVENUE OR TRADING NATURE | [Ordinary Resolution 6] |
|----|--|--------------------------------|

"THAT subject always to the ACE 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 related parties as specified in Section 2.4 of the Company's Circular to Shareholders dated 30 September 2025, provided that such transactions are necessary for the Group's day-to-day operations and are 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.

Notice of Annual General Meeting

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 in 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."

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

[Ordinary Resolution 7]

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the ACE 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 of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company 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."

8. 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.

Notice of Annual General Meeting

By Order of the Board,

CHOO SE ENG (MIA 5876) (SSM PC No. 202208000036)

STEPHEN GEH SIM WHYE (MICPA 1810) (SSM PC 201908001029)

Company Secretaries

Petaling Jaya

30 September 2025

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 2025 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 at the office of the Company's Share Registrar, 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 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, 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.

Notice of Annual General Meeting

- (8) Last date and time for lodging the Proxy Form and the Power of Attorney is by **Monday, 27 October 2025 at 9.30 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 Rule 8.31A(1) of the ACE 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 2025

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 and 2 – Re-election of Retiring Directors

Tan Sri Datuk Dr. Ampikaipakan A/L S. Kandiah and Datuk Lee Cheun Wei 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 2025.

Save as disclosed in the Annual Report 2025, the 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 3 – Directors' Fees payable to Non-Executive Directors ("NEDs") for the financial year ending 31 May 2026

At the 58th annual general meeting of the Company, the shareholders had approved the payment of Directors' fees to the NEDs amounting to RM500,000 for the Company and the Group respectively for the financial year ended 31 May 2025.

The actual amount of Directors' fees paid to the NEDs were RM320,000 for the Company and for the Group for the financial year ended 31 May 2025.

For the financial year ending 31 May 2026, the Company proposed to pay the NEDs of the Company and the Group of up to RM500,000 respectively. These amounts are calculated based on the memberships in the Board and Board Committees, and assuming that all NEDs will hold office until the next annual general meeting and possible new additions to the Board in the financial year ending 31 May 2026. 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.

Notice of Annual General Meeting

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

NEDs	Fee (RM)
<u>Board of Directors</u>	
- Chairman	60,000
- Member	50,000
<u>Audit Committee</u>	
- Chairman/Member	15,000
<u>Remuneration & Nomination Committee</u>	
- Chairman/Member	5,000

4. Ordinary Resolution 4 – 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 RM60,000 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 5 – 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 Resolution 6 – Proposed Renewal of Shareholders' Mandate for RRPTs of a Revenue or Trading Nature

Ordinary Resolution 6, if passed, will allow the Group to enter into RRPTs with its related party(ies) in accordance with the ACE 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 are set out in the Company's Circular to Shareholders dated 30 September 2025.

7. Ordinary Resolution 7 – Proposed Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Ordinary Resolution 7, 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 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 in 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 2024 ("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 granted by the shareholders at the last annual general meeting.

**ANCOM LOGISTICS BERHAD***[Registration No. 196601000150 (6614-W)]
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 LOGISTICS 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 59th 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 at 9.30 a.m. on Wednesday, 29 October 2025 and to vote as indicated below:

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To re-elect Tan Sri Datuk Dr. Ampikaipakan A/L S.Kandiah as a Director of the Company		
2	To re-elect Datuk Lee Cheun Wei as a Director of the Company		
3	To approve the payment of Directors' fees to the Non-Executive Directors for the financial year ending 31 May 2026, to be paid quarterly in arrears		
4	To approve the payment of Directors' benefits to the Non-Executive Directors		
5	To re-appoint BDO PLT as Auditors of the Company		
6	To approve the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature		
7	To approve the proposed authority to issue and allot shares pursuant to Sections 75 & 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 _____ 2025

 [Signature / Common Seal of shareholder(s)]

Telephone no. during office hours:

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- (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.
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- (8) Last date and time for lodging the Proxy Form and the Power of Attorney is by **Monday, 27 October 2025 at 9.30 a.m.**

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Stamp

ANCOM LOGISTICS BERHAD

[Registration No. 196601000150 [6614-W]]

The Share Registrar:**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:
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- (10) Pursuant to Rule 8.31A(1) of the ACE 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.