

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Circular, and hence takes no responsibility, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**ANCOM LOGISTICS BERHAD**

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

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE  
FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs")  
OF A REVENUE OR TRADING NATURE**

**("Proposed Renewal of Shareholders' Mandate for RRPTs")**

The resolution pertaining to the Proposed Renewal of Shareholders' Mandate for RRPTs will be tabled as Special Business at the Company's **54<sup>th</sup> AGM**, which 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 ("**Broadcast Venue**") on **Wednesday, 21 October 2020 at 11.30 a.m.** using remote participation and voting facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Sdn. Bhd. via its TIIH Online website at <https://tiih.online>. The Notice of the 54<sup>th</sup> AGM together with the Proxy Form are enclosed in the Company's 2020 Annual Report which are available via the Company's website at <http://www.ancomlogistics.com.my/agm.php>

If you are unable to participate, speak and vote at the Company's 54<sup>th</sup> AGM, you may appoint a proxy(ies) to do so by completing and depositing the Proxy Form in accordance with the instructions therein 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 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 48 hours before the time appointed for holding the 54<sup>th</sup> AGM. If you are an individual shareholder, you can also lodge the Proxy Form electronically via TIIH Online website at <https://tiih.online> before the proxy appointment cut-off time as mentioned below:

Last date and time for lodging the Proxy Form ..... : Monday, 19 October 2020 at 11.30 a.m.

Date and time of the 54<sup>th</sup> AGM ..... : Wednesday, 21 October 2020 at 11.30 a.m.

This Circular is dated 29 September 2020

## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
ALB or Company	:	Ancom Logistics Berhad [Registration No : 196601000150 (6614-W)]
ALB Group or Group	:	ALB and its subsidiaries
ALB Share(s) or Share(s)	:	Ordinary share(s) of ALB
Board	:	Board of Directors of ALB
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No : 200301033577 (635998-W)]
CKG	:	CKG Chemicals Pte Ltd (Company no. 199000843D)
Director(s)	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of Ancom or any other company which is its subsidiary or holding company or a chief executive officer of Ancom, its subsidiary or holding company
Fermpro	:	Fermpro Sdn Bhd [Registration No : 198201003833 (83579-K)]
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time
LPD	:	Latest practicable date prior to the printing of this Circular, being 1 September 2020
Major Shareholder(s)	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is : (a) ten per centum (10%) or more of the total number of voting shares in the Company; or (b) five per centum (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. It also includes any person who is or was within the preceding 6 months of the date on which the terms of transaction were agreed upon, a major shareholder of the Company (as defined above) or any other company which is its subsidiary or holding company
NSC	:	Nylex Specialty Chemicals Sdn Bhd [Registration No : 197201001409 (13073-H)]

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## DEFINITIONS (cont'd)

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- Person Connected : In relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories :
- (a) a family member of the said Person;
  - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
  - (c) a partner of the said Person;
  - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
  - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
  - (h) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than twenty per centum (20%) of the votes attached to voting shares in the body corporate; or
  - (i) a body corporate which is a related corporation of the said Person.
- PKG : Perusahaan Kimia Gemilang Sdn Bhd [Registration No :198201003144 (82890-D)]
- Proposed Renewal of Shareholders’ Mandate for RRPTs : Proposed renewal of existing shareholders’ mandate for RRPTs
- Related Party(ies) : Director, Major Shareholder or person connected with such Director or Major Shareholder
- RM : Ringgit Malaysia
- RRPTs : Recurrent related party transactions of a revenue and/or trading nature, which are necessary for the day-to-day operations and in the ordinary course of business of the ALB Group

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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## **APPENDIX** FURTHER INFORMATION



## ANCOM LOGISTICS BERHAD

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

**Registered Office:**

Unit C508, Block C, Kelana Square  
Jalan SS7/26, Kelana Jaya  
47301 Petaling Jaya  
Selangor Darul Ehsan, Malaysia

29 September 2020

**Directors**

Dato' Abdul Latif Bin Abdullah (*Independent Non-Executive Chairman*)  
Dato' Siew Ka Wei (*Executive Vice Chairman*)  
Tan Sri Datuk Dr Ampikaipakan A/L S. Kandiah (*Independent Non-Executive Director*)  
Abdul Latif Bin Mahamud (*Non-Independent Non-Executive Director*)  
Safrizal Bin Mohd Said (*Independent Non-Executive Director*)  
Lim Hock Chye (*Independent Non-Executive Director*)

**To: The Shareholders of ALB**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPTS")**

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**1. INTRODUCTION**

At the Company's 53<sup>rd</sup> AGM held on 17 October 2019, a mandate from its shareholders was obtained for the Group to enter into RRPTs with the Related Parties. The authority conferred by the shareholders in the said existing mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 54<sup>th</sup> AGM unless authority for its renewal is obtained from the shareholders.

In this regard, on 18 September 2020, the Board announced the Company's intention to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate for RRPTs in accordance with Guidance Note 8 and Rule 10.09(2) of the Listing Requirements

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate for RRPTs, together with the Board's recommendation, and to seek your approval for the resolution pertaining to the Proposed Renewal of Shareholders' Mandate for RRPTs to be tabled at the forthcoming 54<sup>th</sup> AGM of the Company. The Notice of 54<sup>th</sup> AGM is set out in the Company's 2020 Annual Report which is also available via the Company's website at <http://www.ancomlogistics.com.my/agm.php>

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPTS AT THE FORTHCOMING 54<sup>TH</sup> AGM.

## 2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS MANDATE FOR RRPTS

### 2.1 Introduction

Pursuant to Guidance Note 8 and Rule 10.09(2) of the Listing Requirements, the Company may seek a mandate from its shareholders in respect of RRPTs which are necessary for its day-to-day operations subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed in the Listing Requirements;
- (iii) the Company's Circular to Shareholders seeking mandate from its shareholders shall include information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain the shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that Person Connected with him abstain from voting on the resolution approving the transactions; and
- (v) the Company immediately announces to Bursa Securities when the actual value of RRPT entered into by the Company exceeds the estimated value of the RRPT disclosed in the Company's circular to shareholders by ten per centum (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

### 2.2 Nature of RRPT

The Company is an investment holding company and the principal activities of its subsidiaries are disclosed in Section 2.3 of this Circular.

ALB Group has entered into RRPT in the ordinary course of business and it is anticipated that the Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.4 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In this regard and in compliance with Guidance Note 8 and Rule 10.09(2) of the Listing Requirements, the Board proposes to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate for RRPTs which will apply to the RRPT as set out in Section 2.4 of this Circular, which are necessary for the day-to-day operations of ALB Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of minority shareholders of the Company. The Proposed Renewal of Shareholders' Mandate for RRPTs will take immediate effect upon conclusion of the forthcoming AGM.

### 2.3 Principal activities of ALB Group

The Company is an investment holding company. As at the LPD, the principal activities of the subsidiaries are as follows:

<u>Subsidiaries</u>	<u>Effective interest (%)</u>	<u>Principal activities</u>
Synergy Trans-Link Sdn Bhd ("STL")	100	Investment holding
Hikmat Ikhlas Sdn Bhd	35	Dormant
<u><i>Subsidiaries of STL</i></u>		
Ancom-Chemquest Terminals Sdn Bhd ("ACT")	51	Building, owning, operating, leasing and managing chemical tank farm and warehouse
Pengangkutan Cogent Sdn Bhd ("PCSB")	100	Providing transportation and related services

## 2.4 Details of the Proposed Renewal of Shareholders' Mandate for RRPTs

The Proposed Renewal of Shareholders' Mandate for RRPTs will apply to the transactions with the following Related Parties as detailed below.

Transacting Parties (ALB Group)	Related Parties	Nature of Transaction	Estimated Value for Previous Mandate (RM'000)	Actual Value Transacted from Previous Mandate obtained up to LPD (RM'000)	Deviation of Actual Value against Estimated Value for Previous Mandate (RM'000) / (%)	Estimated Value for Current Mandate (RM'000)	Nature of relationship	Interested Directors, Major Shareholders and Person Connected
ACT (Seller)	PKG; CKG and Fermpro (Buyer)	Charges for Storage rental for liquid chemicals **	7,000	4,261	(2,739) / (39.13%)	7,000	PKG, CKG, NSC and Fermpro are wholly-owned subsidiaries of Nylex (Malaysia) Berhad ("Nylex"). Nylex is a 49.61% owned subsidiary of Ancom.	1. Ancom Berhad ("Ancom")
		Charges for handling of liquid chemicals for storage***	1,000	256	(744) / (74.40%)	1,000	Dato' Siew is a Director and Major Shareholder of ALB through his direct and indirect interest in ALB, his direct and indirect interest in Ancom and his direct interest in SNCS.  Dato' Siew is also a director and major shareholder of Nylex through his direct and indirect interest in Nylex, his direct and indirect interest in Ancom and his direct interest in SNCS.	2. Dato' Siew Ka Wei ("Dato' Siew")
PCSB (Seller)	PKG, NSC, CKG and Fermpro (Buyer)	Charges for transportation of liquid chemicals	8,000	3,546	(4,454) / (55.68%)	8,000	SNCS is a substantial shareholder of Ancom. Ancom is a substantial shareholder of ALB through its direct and indirect interest in ALB.  By virtue of the above relationships, PKG, CKG, NSC and Fermpro are deemed Related Parties to ALB.	3. Siew Nim Chee and Sons Sdn Bhd ("SNCS")

### Notes

\* The basis of arriving of the estimated value is based on the value transaction undertaken as well as the anticipated / forecasted trend or latest information available relating to these transactions. The estimated value covers for the period from current AGM to the next AGM, and it may vary and subject to changes.

\*\* ACT, which owns a tank farm, provides storage rental services to store PKG, CKG and Fermpro's liquid chemical products prior to shipments to their respective customers.

\*\*\* The handling of liquid chemicals for storage are incidental to the storage services provided by ACT to PKG, CKG and Fermpro.

## **2.5 Amount Due and Owing to ALB Group**

As at LPD, there is no outstanding amount due and owing to ALB Group by the Related Parties which exceeded the credit term for the RRPT.

## **2.6 Rationale for and benefit of the Proposed Renewal of Shareholders' Mandate for RRPTs**

- The RRPT envisaged under the Proposed Renewal of Shareholders' Mandate for RRPTs are in the ordinary course of business of the Group and are undertaken at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detriment to the interest of minority shareholders; and
- The RRPT are expected to be beneficial to the businesses of the Group. The Proposed Renewal of Shareholders' Mandate for RRPTs is intended to facilitate the RRPTs which are likely to occur with some degree of frequency and could arise at any time and from time to time. It will eliminate the need to announce and to convene separate general meeting for approval of each transaction. It will therefore reduce substantial administrative time and expenses without compromising the corporate objectives or adversely affecting the business opportunities available to the Group.

## **2.7 Review procedures**

The thresholds for the approval of RRPT within the Group are as follows:

- (i) RRPT below RM1,000,000 each in value will be reviewed and approved by the Directors and such senior executive (not being a person connected to the Related Party) designated by the Audit Committee from time to time for such purpose, and tabled for review by the Audit Committee on a quarterly basis; and
- (ii) RRPT equal to or exceeding RM1,000,000 each in value will be reviewed and approved by the Audit Committee.

The Group has established the following methods and procedures in relation to the RRPT to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) The relevant employees of the Group are notified of the identities of the Related Parties and this will be required prior to entering into such transaction, to ensure that all the RRPT are consistent with the Group's normal business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company.
- (ii) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities which will be used as comparison, wherever possible, to determine whether the prices and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there has not been any similar or substantially similar transactions between the Group and unrelated third parties, the terms of the transactions will be in accordance to the usual business practices of the Group to ensure that the RRPT are not detrimental to ALB Group.
- (iii) All RRPT will be reviewed monthly by the Company's Finance Department to ensure they are within the shareholders' mandate obtained.
- (iv) Records will be maintained by the Company's Finance Department to capture all RRPT which are entered into pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs.



- (v) Additional information pertaining to the RRPT may be requested from independent sources or advisers, if required.
- (vi) The Company's internal audit plan will incorporate an annual review of all RRPT entered into during the financial year to ensure that the relevant approvals have been obtained and the review procedures are adhered to.
- (vii) Disclosure will also be made in the subsequent annual report of the Company on the amount of RRPT transacted pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs.
- (viii) The Audit Committee will also consider from time to time whether the established guidelines and procedures for RRPT have become inappropriate and/or are unable to ensure that the transactions will be on normal commercial terms, and/or will prejudice the interests of shareholders generally. Notwithstanding the above, the guidelines and procedures for RRPT will be reviewed by the Audit Committee at least once in a financial year.
- (ix) All members of the Board and/or Audit Committee who are directly and indirectly interested in such transactions shall declare their interest and shall abstain from any deliberation or voting in respect of any related party transactions.

## **2.8 Statement by Audit Committee**

The Audit Committee has reviewed the procedures as stated in Section 2.7 above and is satisfied that the said procedures are sufficient to ensure that the RRPTs undertaken are on arm's length basis and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Audit Committee is also satisfied that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Audit Committee conducts the review of these procedures and processes at least once in a financial year.

## **2.9 Validity period for the Proposed Renewal of Shareholders' Mandate for RRPTs**

The Proposed Renewal of Shareholders' Mandate for RRPTs is subject to annual renewal. In this respect, the authority conferred by the Proposed Renewal of Shareholders' Mandate for RRPTs shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders at a general meeting, whichever is the earlier.

## **2.10 Effects**

The Proposed Renewal of Shareholders' Mandate for RRPTs will not have any effect on the issued share capital and shareholding structure of the Company. It will not have any impact on the consolidated net assets, gearing, earnings and earnings per share of the Company.

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## 2.11 Directors', Major Shareholders' and Persons Connected with Directors and/or Major Shareholders' Interests

The direct and indirect shareholding of the interested Director, Major Shareholder and Persons Connected to them as at LPD are as follows:

Related Party	Direct		Indirect	
	No. of ALB Shares	%*	No. of ALB Shares	%*
<u>Interested Director/ Major Shareholder</u>				
Dato' Siew	169,867	0.04	(1) 186,367,934	39.38
Ancom	54,913,285	11.60	(2) 130,808,072	27.64
<u>Persons Connected with the Interested Director / Major Shareholder</u>				
Synergy Tanker Sdn Bhd ("STSB") <sup>(3)</sup>	64,504,192	13.63	-	-
Rhodemark Development Sdn Bhd ("RDSB") <sup>(3)</sup>	66,177,380	13.98	-	-
Ancom Properties Sdn Bhd ("APSB") <sup>(3)</sup>	126,500	0.03	-	-
SNCS	388,440	0.08	-	-
<i>(Company in which Dato' Siew, his brother, Siew Ka Kheong and his son, Siew Yuen Tuck have equity interests of 30%, 65% and 5% respectively)</i>				
Silver Dollars Sdn Bhd ("SDSB")	236,384	0.05	-	-
<i>(Company in which Dato' Siew and his wife, DYKM have 85% and 15% equity interests respectively)</i>				
Datin Young Ka Mun ("DYKM")	21,753	^	-	-
<i>(Wife of Dato' Siew )</i>				

Notes: \* Based on ALB's entire issued and paid-up share capital of 473,286,313 Shares.  
 ^ Negligible.  
 (1) Deemed interested by virtue of his direct and indirect interest in Ancom, SNCS, SDSB and DYKM.  
 (2) Deemed interested by virtue of its direct interest in STSB, RDSB and APSB.  
 (3) Wholly-owned subsidiaries of Ancom.

Save as disclosed above, none of the Directors or Major Shareholders or Persons Connected to them has any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate for RRPTs.

Dato' Siew, being the interested Director in the Proposed Renewal of Shareholders' Mandate for RRPTs, has abstained and will continue to abstain from the Board's deliberations on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs, and will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the forthcoming 54<sup>th</sup> AGM.

Dato' Siew and Ancom, being the interested Major Shareholder, will abstain from voting in respect of their direct and/or indirect shareholdings, on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the forthcoming 54<sup>th</sup> AGM.

Dato' Siew and Ancom, being the interested Director and interested Major Shareholder, have undertaken that they will ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the forthcoming 54<sup>th</sup> AGM.

## 3. DIRECTORS' RECOMMENDATION

The Board (save and except for Dato' Siew who is deemed interested in the Proposed Renewal of Shareholders' Mandate for RRPTs and has abstained from giving opinion and making recommendation), is of the opinion that the Proposed Renewal of Shareholders' Mandate for RRPTs is in the best interest of shareholders and the Company and therefore recommends that you vote in favour of the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs to be tabled at the forthcoming 54<sup>th</sup> AGM.

#### **4. SHAREHOLDERS' APPROVAL AND 54<sup>TH</sup> AGM**

The Proposed Renewal of Shareholders' Mandate for RRPTs is subject to the approval of the shareholders of the Company at the forthcoming 54<sup>th</sup> AGM.

The 54<sup>th</sup> AGM, the Notice of which is enclosed in the Company's 2020 Annual Report and is also available via the Company's website at <http://www.ancomlogistics.com.my/agm.php>, will be conducted entirely through live streaming from the Broadcast Venue at No. 2A, Jalan 13/2, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia using remote participation and voting facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Sdn Bhd via its TIIH Online website at <https://tiih.online> on Wednesday, 21 October 2020 at 11.30 a.m.

If you are unable to participate, speak and vote at the 54<sup>th</sup> AGM, you may appoint a proxy(ies) to do so by completing and depositing the Proxy Form in accordance with the instructions therein 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 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 48 hours before the time for holding the 54<sup>th</sup> AGM. If you are an individual shareholder, you can also lodge the Proxy Form electronically via TIIH Online website at <https://tiih.online>. The last day and time for lodging the Proxy Form is Monday, 19 October 2020 at 11.30 a.m.

#### **5. FURTHER INFORMATION**

You are requested to refer to the attached appendix for further information.

Yours faithfully  
For and on behalf of the Board of  
**ANCOM LOGISTICS BERHAD**

**Safrizal Bin Mohd Said**  
Chairman of the Audit Committee

## APPENDIX

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### FURTHER INFORMATION

#### 1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Circular, and its Directors individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

#### 2. MATERIAL CONTRACTS

Save as disclosed below, ALB and its subsidiaries have not entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular :

- (i) Heads of Agreement dated 16 July 2020 between ALB, Ancom Berhad ("Ancom", ALB's holding company), S7 Holdings Sdn Bhd, Merrington Assets Limited, MY E.G. Capital Sdn Bhd and Avocat Sdn Bhd for acquisition of new business by ALB and disposal of ALB's existing core business to Nylex (Malaysia) Berhad (a subsidiary of Ancom), as part of the Group restructuring exercise, subject to valuation and based on terms and conditions to be agreed by the parties.
- (ii) Offer to Purchase Agreement dated 1 September 2020 between ALB and S7 Holdings Sdn Bhd ("S7") for the acquisition of 76.38% equity interest in S5 Holdings Inc by ALB from S7.

#### 3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the date of this Circular, neither ALB nor its subsidiaries are engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which may have a material effect on the financial position of the Company and the Directors are not aware and do not have any knowledge of any proceedings, pending or threatened, against the Company and/or its subsidiaries of any facts which is likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Company and/or its subsidiaries.

#### 4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the Company's registered office at Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (except for public holidays) from the date of this Circular up to and including the date of the 54<sup>th</sup> AGM:

- (i) Constitution of ALB; and
- (ii) The audited consolidated financial statements of ALB for the past two (2) financial years ended 31 May 2019 and 31 May 2020 and the latest unaudited quarterly report of ALB for the financial period ended 31 August 2020.

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