

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.

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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 **58th 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, Malaysia ("**Broadcast Venue**") on **Tuesday, 29 October 2023 at 11.00 a.m.** using remote participation and voting facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>. The Notice of the 58th AGM together with the Proxy Form are enclosed in the Company's Annual Report 2024 which are available on 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 58th 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 58th AGM. 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 : Sunday, 27 October 2024 at 11.00 a.m

Date and time of the 58th AGM : Tuesday, 29 October 2023 at 11.00 a.m

This Circular is dated 30 September 2024

DEFINITIONS

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

ACC	:	Ancom Crop Care Sdn. Bhd. (Registration No. : 198501015714 (148170-X))
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 six (6) months of the date on which the terms of the transaction were agreed upon, a Director of ALB or any other company which is its subsidiary or holding company or a chief executive officer of ALB, 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 3 September 2024
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 percent (10%) or more of the total number of voting shares in the Company; or (b) five percent (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 six (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)

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 percent (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 shareholders' mandate for transactions of a revenue or trading nature with the existing transacting related party(ies)
Related Party(ies)	: Director, Major Shareholder or person connected with such Director or Major Shareholder
RM	: Ringgit Malaysia
RRPT(s)	: Recurrent related party transactions of a revenue 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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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

30 September 2024

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*)
Datuk Mohd Farid Bin Mohd Adnan (*Independent Non-Executive Director*)
Datuk Lee Cheun Wei (*Non-Independent Non-Executive Director*)
Dato' Mohammad Medan Bin Abdullah (*Independent Non-Executive Director*)
Datin Joanne Marie Lopez (*Independent Non-Executive Director*)

To: The Shareholders of ALB

Dear Sir/Madam,

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

1. INTRODUCTION

At the Company's 57th AGM held on 27 October 2023, 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 58th AGM unless authority for its renewal is obtained from the shareholders.

In this regard, on 13 September 2024, 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 and to seek your approval for the resolution pertaining to the Proposed Renewal of Shareholders' Mandate for RRPTs to be tabled at the forthcoming 58th AGM of the Company. The Notice of AGM is set out in the Company's Annual Report 2024 which is also available on 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 58TH 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) issuance of a circular to shareholders by the Company which includes the information as may be prescribed by the 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 persons connected with him would abstain from voting on the resolution approving the transactions; and
- (v) the Company immediately announces to Bursa Securities when the actual value of RRPTs entered into by the Company exceeds the estimated value of the RRPTs disclosed in the Company's circular to shareholders by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Nature of RRPTs

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 RRPTs 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 RRPTs 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:

Subsidiaries	Effective interest (%)	Principal activities
Synergy Trans-Link Sdn Bhd ("STL")	100	Investment holding
<u>Subsidiaries of STL</u>		
Ancom Nylex Terminals Sdn. Bhd. ("ANT")	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 Transactions	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
ANT (Seller)	PKG; CKG and Fermpro (Buyer)	Charges for storage rental for liquid chemicals **	7,000	3,712	3,288 / 47.0%	7,000	ACC is a wholly-owned subsidiary of Ancom Agrichemicals Sdn. Bhd., which in turn is a wholly-owned subsidiary of ANB	1. Ancom Nylex Berhad ("ANB") 2. Dato' Siew Ka Wei ("Dato' Siew")
		Charges for handling of liquid chemicals for storage***	1,000	333	667 / 66.7%	1,000	PKG, CKG, NSC and Fermpro are wholly-owned subsidiaries of Nylex Holdings Sdn. Bhd., which in turn is a wholly-owned subsidiary of ANB.	
PCSB (Seller)	ACC, PKG, NSC, CKG and Fermpro (Buyer)	Charges for transportation services for liquid chemicals and others	5,000	2,872	2,128 / 42.6%	5,000	Dato' Siew is a Director and Major Shareholder of ALB through his direct and indirect interest in ALB, his direct and indirect interest in ANB. By virtue of the above relationships, ACC, PKG, CKG, NSC and Fermpro are deemed Related Parties to ALB.	

Notes

* The basis of arriving of the estimated value is based on the value of transactions 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.

** ANT, 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 ANT 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 RRPTs.

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

The RRPTs entered or to be entered into by the ALB Group are all in the ordinary course of business. The RRPTs are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such RRPTs. By obtaining the Proposed Renewal of Shareholders' Mandate, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when RRPTs occur would not arise. This would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the available business opportunities.

2.7 Review procedures

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

- (i) RRPTs below RM1,000,000 each in value will be reviewed and approved by the Directors and such senior executive(s) (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) RRPTs 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 RRPTs:

- (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 RRPTs 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) The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces and other relevant factors. Where practical and feasible, quotations and/or tenders will be obtained from unrelated parties for the same or substantially similar products or services for at least two (2) other contemporaneous transactions with unrelated third parties for similar services will be used as comparison, wherever possible, to determine whether the price and terms offered to the Related Parties are fair and reasonable and comparable to those offered to other unrelated third parties for the same or substantially similar type of services. 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 for the products or services will be in accordance with applicable industry norms, prevailing commercial rates and at rates not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.
- (iii) Directors, major shareholders and officers who are interested in the RRPTs must disclose their interests, direct and indirect, in the RRPTs to the Audit Committee and/or Board and abstain from all deliberations and voting at Committee/Board meetings and shareholders meeting to approve the RRPTs.
- (iv) All RRPTs will be reviewed monthly by the Company's Finance Department to ensure they are within the shareholders' mandate obtained.

- (v) Records will be maintained by the Company's Finance Department to capture all RRPTs which are entered into pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs.
- (vi) Additional information pertaining to the RRPTs may be requested from independent sources or advisers, if required.
- (vii) The Company's internal audit plan will incorporate an annual review of all RRPTs entered into during the financial year to ensure that the relevant approvals have been obtained and the review procedures are adhered to.
- (viii) Disclosure will also be made in the subsequent annual report of the Company on the amount of RRPTs transacted pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs.
- (ix) The Audit Committee will also consider from time to time whether the established guidelines and procedures for RRPTs 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 RRPTs will be reviewed by the Audit Committee at least once in a financial year.

2.8 Statement by Audit Committee

The Audit Committee has reviewed the procedures mentioned in Section 2.7 above and is of the view that:- (i) The procedures are sufficient to ensure that the RRPTs are carried out 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 detrimental to the minority shareholders; and (ii) The Group has in place adequate procedures to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures are reviewed on a yearly basis.

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

The Proposed Renewal of Shareholders' Mandate for RRPTs, if approved at the forthcoming 58th AGM, shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (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 Group.

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	6	^	⁽¹⁾ 29,938,219	6.33
ANB	29,938,190	6.33	⁽²⁾ 130,808,072	27.64
<u>Persons Connected with the Interested Director / Major Shareholder</u>				
Synergy Tanker Sdn. Bhd. ("STSB") ⁽³⁾	64,504,192	13.63	-	-
Rhodemark Development Sdn. Bhd. ("RDSB") ⁽³⁾	66,177,380	13.98	-	-
Ancom Properties Sdn. Bhd. ("APSB") ⁽³⁾	126,500	0.03	-	-
Silver Dollars Sdn. Bhd. ("SDSB") <i>(Company in which Dato' Siew and his wife, Datin Young Ka Mun have 85% and 15% equity interests respectively)</i>	29	^	-	-

Notes: * Based on total issued number of 473,286,313 Shares.
 ^ Negligible
 (1) Deemed interested by virtue of his direct and indirect interest in ANB and SDSB.
 (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 58th AGM.

Dato' Siew and ANB, being the interested Major Shareholders, 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 58th AGM.

Dato' Siew and ANB, 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 58th 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 58th AGM.

4. SHAREHOLDERS' APPROVAL AND 58TH AGM

The Proposed Renewal of Shareholders' Mandate for RRPTs is subject to the approval of the shareholders of the Company at the forthcoming 58th AGM.

The 58th AGM, the Notice of which is enclosed in the Company's 2024 Annual Report and is also available on 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, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("**Broadcast Venue**") on **Tuesday, 29 October 2024 at 11.00 a.m.** using the remote participation and voting facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>.

If you are unable to participate, speak and vote at the 58th 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 58th AGM. 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 Sunday, 27 October 2024 at 11.00 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

Tan Sri Datuk Dr Ampikaipakan A/L S. Kandiah
Chairman of the Audit Committee

APPENDIX

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 :

Heads of Agreement dated 22 April 2024 between ALB, its holding company, Ancom Nylex Berhad ("ANB"), Greenheart Sdn. Bhd., Choong Wee Keong and How Yoon For for several proposed corporate proposals as below :

- (i) proposed acquisition by ALB of the share capital of Green Lagoon Technology Sdn. Bhd. ("GLTSB") via issuance of new ALB shares ("Proposed Acquisition");
- (ii) proposed exemption under the Rules on Take-overs, Mergers and Compulsory Acquisitions to the shareholders of GLTSB and their person(s) acting in concert from the obligation to undertake a mandatory offer for the remaining ALB shares not already owned by them pursuant to the Proposed Acquisition ("Proposed Exemption");
- (iii) proposed private placement of new ALB Shares to ANB via cash settlement provided that the total shareholding of ANB in ALB upon completion of the Proposed Acquisition shall not exceed 21% ("Proposed Private Placement");
- (iv) Proposed disposal of ALB of all its subsidiaries to ANB upon such terms and conditions to be determined later ("Proposed Disposal").

The Proposed Acquisition, Proposed Exemption, Proposed Private Placement and Proposed Disposal are inter-conditional. These Proposals have yet to be completed.

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 58th AGM:

- (i) Constitution of ALB; and
- (ii) The audited consolidated financial statements of ALB for the past two (2) financial years ended 31 May 2023 and 31 May 2024 and the latest unaudited results since the last audited financial statements (if any).