

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY IF YOU HAVE ANY DOUBT ABOUT THE PROPOSED SCR (AS DEFINED HEREIN).

If you have sold or transferred your shares in Nylex (Malaysia) Berhad ("**Nylex**" or the "**Company**"), you should hand this Document (as defined herein) together with the enclosed Proxy Form immediately to the person through whom you have effected the sale or transfer for onward transmission to the purchaser or transferee.

The Securities Commission Malaysia ("**SC**") has notified that it has no further comments to this Document, pursuant to subparagraph 2(a) of Schedule 3 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions. However, such notification shall not be taken to suggest that the SC recommends the Proposed SCR or that the SC agrees with the recommendations of the board of directors of Nylex (save for the Interested Directors (as defined herein)) or that the SC assumes responsibility for the correctness of any statements made or opinions or reports expressed in this Document.

The SC takes no responsibility for the contents of this Document, 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 Document.



NYLEX (MALAYSIA) BERHAD

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

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF NYLEX PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("PROPOSED SCR")

PART B

INDEPENDENT ADVICE LETTER FROM MAINSTREET ADVISERS SDN BHD TO THE NON-INTERESTED DIRECTORS AND THE NON-INTERESTED ENTITLED SHAREHOLDERS OF NYLEX IN RELATION TO THE PROPOSED SCR

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

kenanga

Kenanga Investment Bank Berhad
(Registration No. 197301002193 (15678-H))

Independent Adviser

MainStreet

MainStreet Advisers Sdn Bhd
(Registration No. 200701032292 (790320-P))

The Proposed SCR will be tabled as Special Resolution at our Company's Extraordinary General Meeting ("**EGM**") which will be held at Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia. The Notice of EGM together with the Proxy Form and Administrative Guide for Shareholders are enclosed with this Circular.

A member entitled to attend, participate, speak and vote at our Company's EGM is entitled to appoint proxy(ies) to attend, participate, speak and vote on his behalf if you are unable to attend and vote at our Company's EGM, by completing and depositing the Proxy Form in accordance with the instructions therein at office of our Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, depositing the Proxy Form in the dropbox located 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 EGM. You can also lodge the Proxy Form electronically via <http://tiah.online> before the lodgement cut-off time as mentioned below. The lodging of the Proxy Form will not preclude you from attending, participating, speaking and voting at the EGM, should you subsequently wish to do so and if you do, your proxy shall be precluded from attending the EGM.

Last date and time for lodging the Proxy Form	: Wednesday, 20 August 2025 at 10.00 a.m.
Date and time of EGM	: Friday, 22 August 2025 at 10.00 a.m.
Venue	: Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia

This Document is dated 28 July 2025

DEFINITIONS

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

Act	:	Companies Act 2016 and any amendments made thereto from time to time
Ancom	:	Ancom Nylex Berhad (Registration No. 196901000122 (8440-M))
Board	:	Board of Directors of Nylex
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	:	The circular issued to the shareholders of Nylex pursuant to Schedule 3 of the Rules in relation to the Proposed SCR, as set out in Part A of this Document
CMSA	:	Capital Markets and Services Act 2007 and any amendments made thereto from time to time
Completion	:	The completion of the Proposed SCR, being the date on which all SCR Offer Price for Nylex Shares held by the Entitled Shareholders will be paid
Director(s)	:	The Director(s) of our Company as at the LPD
Distribution	:	Any dividends and / or distributions of any nature whatsoever
Document	:	This entire document dated 28 July 2025 comprising the Circular, the IAL and all the accompanying appendices in relation to the Proposed SCR
DSKW	:	Dato' Siew Ka Wei
eDividend Account(s)	:	The bank account(s) registered with Bursa Depository by the Entitled Shareholders for purposes of receiving electronic cash dividend payments
Effective Date	:	The date on which an office copy of the High Court Order is lodged with the Registrar of Companies pursuant to subsection 116(6) of the Act, i.e. Lodgement Date in which all the Nylex Shares held by the Entitled Shareholders will be cancelled
EGM	:	Extraordinary general meeting of our Company
Entitled Shareholders	:	All the shareholders of our Company (save for the Non-Entitled Shareholders) whose names appear in the Record of Depositors of Nylex as at 5.00 p.m. on the Entitlement Date
Entitlement Date	:	The date on which the names of the Entitled Shareholders must be registered in the Record of Depositors of Nylex as at the close of business for the purposes of determining their entitlement under the Proposed SCR, which shall be determined and announced later by the Board (save for the Interested Directors)
EPS	:	Earnings per share
FPE	:	Financial period ended or ending, as the case may be

DEFINITIONS (CONT'D)

FYE	:	Financial year ended or ending, as the case may be
High Court	:	High Court of Malaya
High Court Order	:	An order to be granted by the High Court confirming the reduction of the issued share capital of our Company pursuant to Section 116 of the Act
HOA	:	Heads of Agreement dated 21 March 2022 entered into between Sinar Bina Infra Sdn. Bhd., LBS Bina Group Berhad, BTS Group Holdings Public Company Limited, Ancom and Nylex
IAL	:	The independent advice letter dated 28 July 2025 prepared by the Independent Adviser to the Non-Interested Directors and Non-Interested Entitled Shareholders in relation to the Proposed SCR, as set out in Part B of this Document
Interested Directors	:	Collectively, DSKW and Datuk Anuar Bin Ahmad, who are interested in the Proposed SCR in view of their interests as disclosed in Section 9 of Part A of this Document
Joint Offerors	:	Collectively, Ancom and RDSB
Kenanga IB or Principal Adviser	:	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H))
LAT	:	Loss after taxation
LBT	:	Loss before taxation
Lodgement Date	:	The date of which the office copy of the High Court Order has been lodged with the Registrar of Companies pursuant to subsection 116(6) of the Act
LPD	:	23 July 2025, being the latest practicable date prior to the date of this Document
LPS	:	Loss per share
MainStreet or Independent Adviser	:	MainStreet Advisers Sdn Bhd (Registration No. 200701032292 (790320-P))
NA	:	Net assets
Non-Entitled Shareholders	:	The shareholders who will not be entitled to the capital repayment pursuant to the Proposed SCR, namely the Joint Offerors
Non-Interested Directors	:	The Directors other than the Interested Directors
Non-Interested Entitled Shareholders	:	All the shareholders of Nylex other than the Joint Offerors and their PACs
Nylex	:	Nylex (Malaysia) Berhad (Registration No. 197001000148 (9378-T))

DEFINITIONS (CONT'D)

PACs	: Persons acting in concert with the Joint Offerors in relation to the Proposed SCR pursuant to subsections 216(2) and 216(3) of the CMA who hold Nylex Shares as at the LPD, namely: (i) DSKW; (ii) Datin Siew Ka Mun @ Young Ka Mun; (iii) Siew Ka Kheong; (iv) Quek Lay Kheng; (v) Siew Yuen Tuck; (vi) Tan Sri Dato' Sri Mohamad Fuzi Bin Harun; (vii) Low Huoi Seong; (viii) Rizainal Bin Mustaffa; and (ix) Asmariah Binti Ismail
PAT	: Profit after taxation
PBT	: Profit before taxation
Proposed SCR	: Proposed selective capital reduction and repayment exercise of our Company pursuant to Section 116 of the Act
RDSB	: Rhodemark Development Sdn. Bhd. (Registration No. 199901006086 (480986-V))
Record of Depositors	: A record of securities holders established and maintained by Bursa Depository under the Rules of Bursa Depository
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
SC	: Securities Commission Malaysia
SCR Offer Letter	: The offer letter dated 6 June 2025 from the Joint Offerors requesting our Company to undertake the Proposed SCR as set out in Appendix I of this Document
SCR Offer Price	: RM0.051 per Nylex Share, being the cash consideration to be paid for each existing Nylex Share held by the Entitled Shareholders on the Entitlement Date pursuant to the Proposed SCR. Based on the 103,893,756 Nylex Shares held by the Entitled Shareholders as at the LPD and the SCR Offer Price, the Entitled Shareholders will receive a total capital repayment of RM5.299 million.
Share Registrar	: The share registrar of Nylex, namely Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H))
Share(s) or Nylex Share(s)	: Ordinary share(s) in Nylex

DEFINITIONS (CONT'D)

- Special Resolution** : The special resolution in respect of the Proposed SCR to be tabled at the forthcoming EGM which, pursuant to subparagraph 2(f) of Schedule 3 of the Rules:
- (i) must be approved by a majority in number of the Non-Interested Entitled Shareholders and at least 75% in value to the votes attached to the disinterested shares of Nylex that are cast either in person or by proxy at the forthcoming EGM; and
 - (ii) the value of votes cast against the Special Resolution for the Proposed SCR at the forthcoming EGM for the Proposed SCR must not be more than 10% of the votes attaching to all disinterested shares of the total voting shares of Nylex

CURRENCY

- RM and sen** : Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia

References to “we”, “us”, “our” and “ourselves” mean our Company, or where the context otherwise requires, our Group. All references to “you” and “your” in this Document are to the shareholders of our Company.

Certain amounts and percentage figures included in this Document have been subject to rounding adjustments. Any discrepancy in the figures included in this Document between the amounts stated and the totals thereof are due to rounding.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified. Any reference in this Document to the provisions of any statute, rules, regulation, enactment or rules of stock exchange shall (where the context admits) be construed as a reference to the provisions of such statute, rules, regulation, enactment or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactments to the statute, rules, regulation, enactment or rules of stock exchange for the time being in force.

Any reference to a time of day in this Document shall be a reference to Malaysian time, unless otherwise specified.

Certain statements in this Document may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Document should not be regarded as a representation or warranty that our Company's and / or our Group's plans and objectives will be achieved.

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PART A

**CIRCULAR TO SHAREHOLDERS OF NYLEX IN
RELATION TO THE PROPOSED SCR**

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

28 July 2025

Board of Directors

Datuk Anuar Bin Ahmad	(Independent Non-Executive Chairman)
Dato' Siew Ka Wei	(Group Managing Director)
Edmond Cheah Swee Leng	(Non-Independent Non-Executive Director)
Khamis Bin Awal	(Non-Independent Non-Executive Director)
Tan Sri Dato' Dr Lin Hai Moh @ Lin See Yan	(Non-Independent Non-Executive Director)
Datin Joanne Marie Lopez	(Independent Non-Executive Director)

To: Our shareholders

Dear Sir / Madam,

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF NYLEX PURSUANT TO SECTION 116 OF THE ACT

1. INTRODUCTION

On 6 June 2025, our Board announced by way of press notice that our Company had on even date received the SCR Offer Letter from the Joint Offerors, requesting our Company to undertake a selective capital reduction and repayment exercise pursuant to Section 116 of the Act. The Joint Offerors will hold the entire equity interest in our Company upon Completion.

On 11 June 2025, our Board (save for the Interested Directors) had appointed Kenanga IB as the Principal Adviser for the Proposed SCR. Further, in accordance with paragraph 3.06 of the Rules, our Board had also appointed MainStreet as the Independent Adviser to provide their comments, opinions, information, and recommendations in respect of the Proposed SCR to the Non-Interested Directors and the Non-Interested Entitled Shareholders. The IAL is set out in **Part B** of this Document.

On 23 June 2025, our Board (save for the Interested Directors), announced by way of press notice, that our Board (save for the Interested Directors) had deliberated on the contents of the SCR Offer Letter and after taking into consideration the advice from the Independent Adviser, had resolved to table the resolution for the Proposed SCR to the Non-Interested Entitled Shareholders of our Company at the forthcoming EGM for their consideration and approval.

The SC had, vide its letter dated 25 July 2025, notified that it has no further comments to this Document. However, such notification shall not be taken to indicate that the SC recommends the Proposed SCR or that the SC agrees with the recommendations of our Board and the Independent Adviser or that SC assumes responsibility for the correctness of any statements made or opinions or reports expressed in this Document.

THE PURPOSE OF THIS DOCUMENT IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION PERTAINING TO THE PROPOSED SCR AND TO SEEK YOUR APPROVAL FOR THE PROPOSED SCR OF NYLEX VIA A SPECIAL RESOLUTION TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM AND PROXY FORM ARE ENCLOSED HEREIN.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS DOCUMENT BEFORE VOTING ON THE SPECIAL RESOLUTION TO BE TABLED AT OUR FORTHCOMING EGM. YOU SHOULD ALSO CAREFULLY CONSIDER THE RECOMMENDATION OF THE INDEPENDENT ADVISER AS SET OUT IN PART B OF THIS DOCUMENT CAREFULLY BEFORE VOTING ON THE SPECIAL RESOLUTION TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SCR

2.1 Proposed SCR

The Proposed SCR involves our Company undertaking a selective capital reduction and a corresponding capital repayment pursuant to Section 116 of the Act, in respect of the Nylex Shares held by the Entitled Shareholders on the Entitlement Date.

As at the LPD, the issued share capital of our Company is RM30,855,176, comprising 179,787,212 Nylex Shares (excluding 14,550,648 treasury shares).

As at the LPD, the Non-Entitled Shareholders collectively hold 75,893,456 Nylex Shares, representing approximately 42.21% of the issued share capital of Nylex (excluding the treasury shares).

As at the LPD, the Entitled Shareholders (comprising the PACs and public shareholders) collectively hold 103,893,756 Nylex Shares, representing approximately 57.79% of the issued share capital of Nylex (excluding the treasury shares).

The shareholdings of the Non-Entitled Shareholders and the Entitled Shareholders as at the LPD are as follows:

		Direct		Indirect	
		No. of Shares	(1) %	No. of Shares	(1) %
<u>Joint Offerors / Non-Entitled Shareholders</u>	Relationship between the Joint Offerors				
Ancom	• Holding company of RDSB	23,507,921	13.07	⁽²⁾ 52,385,535	29.14
RDSB	• Wholly-owned subsidiary of Ancom	52,385,535	29.14	-	-
		75,893,456	42.21		
<u>Entitled Shareholders PACs</u>	Relationship with the Joint Offerors				
(i) DSKW	• Executive Vice Chairman of Ancom • Director of RDSB • Major shareholder of Ancom ⁽⁴⁾	224,192	0.12	⁽³⁾ 258,244	0.14
(ii) Datin Siew Ka Mun @ Young Ka Mun	• Former wife of DSKW	71,497	0.04	-	-
(iii) Siew Ka Kheong	• Alternate director of DSKW in Ancom • Brother of DSKW	93,373	0.05	-	-
(iv) Quek Lay Kheng	• Sister-in-law of DSKW	80,035	0.04	-	-
(v) Siew Yuen Tuck	• Son of DSKW	13,339	0.01	-	-
(vi) Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	• Independent Non-Executive Director of Ancom	100,000	0.06	-	-

		Direct		Indirect	
		No. of Shares	(1) %	No. of Shares	(1) %
(vii) Low Huoi Seong	• Individual holding 20% or more voting shares in Redberry Animation Sdn. Bhd., being a subsidiary of Ancom	2,365	*	-	-
(viii) Rizainal Bin Mustafa	• Individual holding 20% or more voting shares in Airefresh Industries (M) Sdn. Bhd., being a subsidiary of Ancom	250	*	-	-
(ix) Asmariah Binti Ismail	• Individual holding 20% or more voting shares in Airefresh Industries (M) Sdn. Bhd., being a subsidiary of Ancom	175	*	-	-
Public shareholders		585,226	0.33		
Total shareholding of the Entitled Shareholders		103,308,530	57.46	-	-
		103,893,756	57.79		
Total		179,787,212	100.00	-	-

Notes:

* Less than 0.01%.

(1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(2) Deemed interested by virtue of its shareholdings in RDSB pursuant to Section 8 of the Act.

(3) Deemed interested by virtue of interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

(4) As at the LPD, DSKW holds 152,200,731 ordinary shares, representing 13.89% direct interest in Ancom. In addition, DSKW has an indirect interest of 25,575,979 shares, representing 2.33% in Ancom by virtue of interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

The PACs who collectively hold 585,226 Nylex Shares as at the LPD, representing approximately 0.33% of the issued share capital of Nylex, will participate in the Proposed SCR as Entitled Shareholders, after taking into consideration the following:

- (i) the intention to consolidate the ownership of Nylex under Ancom and RDSB; and
- (ii) the consolidation does not confer any unfair advantage to the PACs, as the PACs will receive identical treatment to all the other Entitled Shareholders, should the Special Resolution be passed at the forthcoming EGM.

Notwithstanding that the PACs will be Entitled Shareholders, the PACs will abstain from voting on matters relating to the Proposed SCR via the Special Resolution at the forthcoming EGM of Nylex.

Pursuant to the Proposed SCR, the Entitled Shareholders (including the PACs) shall receive a total capital repayment of approximately RM5.30 million which represents a cash repayment of **RM0.051** for each Nylex Share held by the Entitled Shareholders on the Entitlement Date. The final total cash payment to each Entitled Shareholder is subject to the total number of Nylex Shares held by the Entitled Shareholder on the Entitlement Date.

For the avoidance of doubt, pursuant to the Proposed SCR, the 103,893,756 Nylex Shares held by the Entitled Shareholders will be cancelled. Premised on the foregoing, the Proposed SCR will result in the reduction of the issued share capital of our Company to 75,893,456 Nylex Shares, all of which will be held by the Non-Entitled Shareholders. Accordingly, the percentage of the shareholdings of the Non-Entitled Shareholders will increase proportionately, resulting in the Non-Entitled Shareholders holding the entire equity interest in our Company upon Completion. The resultant corporate structure of our Company upon Completion is set out in Section 6 of **Part A** of this Document.

The Proposed SCR is subject to the approval of the Entitled Shareholders (save for the PACs who will abstain themselves from deliberations and voting on matters relating to the Proposed SCR) via the Special Resolution. For the avoidance of doubt, the Joint Offerors and their PACs will abstain from voting in respect of their direct and / or indirect shareholdings in our Company, if any, on the Special Resolution at the forthcoming EGM.

As at the LPD, the Joint Offerors and their persons acting in concert with them have not received any irrevocable undertaking from any Non-Interested Entitled Shareholder to vote in favour of the Special Resolution to be tabled at the forthcoming EGM.

As at the LPD, the Joint Offerors and their persons acting in concert with them are not aware of any existing or proposed agreement, arrangement or understanding in relation to Nylex Shares between the Joint Offerors and / or their persons acting in concert with them and any of the Non-Interested Entitled Shareholders.

As at the LPD, the Joint Offerors and their persons acting in concert with them do not have and have not made any arrangements with any selected shareholders of Nylex, and have not dealt or entered into arrangements to deal or make purchases or sales of Nylex Shares, or enter into arrangements with any selected shareholders of Nylex to vote in favour of the Special Resolution to be tabled at the forthcoming EGM, where such arrangements have favourable conditions which are not to be extended to all shareholders of Nylex, in accordance with paragraph 18.01 of the Rules. The Joint Offerors and their persons acting in concert with them also undertake that they will not deal or enter into any arrangements with any selected shareholders of Nylex to deal or make purchase or sale of Nylex Shares, or enter into arrangements with any selected shareholders of Nylex to vote in favour of the Special Resolution to be tabled at the forthcoming EGM, either when the Proposed SCR is reasonably in contemplation, or during the period commencing from the date of the SCR Offer Letter until the Effective Date or for 6 months after the Effective Date, where such arrangements have favourable conditions which are not to be extended to all shareholders of Nylex.

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2.2 Basis of arriving at the SCR Offer Price

The SCR Offer Price of RM0.051 was arrived after taking into consideration, among others, the NA of Nylex (excluding the deferred tax assets), based on the unaudited financial statements of Nylex as at 28 February 2025, and the cash and bank balances of Nylex available for repayment to the shareholders.

The computation of NA of Nylex are as follows:

	<u>Amount (RM'000)</u>	
Assets		
Non-current tax assets		
Deferred tax assets	7,785	
		<u>7,785</u>
Current assets		
Trade and other receivables	72	
Income tax recoverable	227	
Short-term deposits with licensed banks	8,500	
Cash and bank balances	773	
		<u>9,572</u>
Total assets		<u><u>17,357</u></u>
Liabilities		
Current liabilities		
Trade and other payables	395	
Total liabilities		<u>(395)</u>
NET ASSETS		
Equity attributable to owners of the parent		
Share capital	30,856	
(Accumulated loss) / Retained earnings	(4,216)	
Less: Treasury shares, at cost	(1) (9,678)	
TOTAL NET ASSETS		<u><u>16,962</u></u>

Details of the computation are as follows:

	<u>Amount (RM'000)</u>
NA of Nylex as at 28 February 2025	16,962
<u>Less:-</u>	
Deferred tax assets	(4) (7,785)
Total valuation	9,177
Value per share (RM) (2)	0.051
Total cash payment to Entitled Shareholders (RM'000) (3)	5,299

Notes:

- (1) The deduction of the treasury shares of RM9.68 million in arriving at the net assets of Nylex is in accordance with Paragraph 33 of Malaysian Financial Reporting Standards (MFRS) 132, where it states that if an entity reacquires its own equity instruments, those instruments shall be deducted from equity.
- (2) Calculated based on the total valuation of RM9.18 million divided by the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.
- (3) Calculated based on the value per share of RM0.051 multiplied by the number of Nylex Shares held by the Entitled Shareholders of 103,893,756 Nylex Shares.

- (4) *The deferred tax assets of RM7.79 million have been deducted in arriving at the total valuation of Nylex, as the deferred tax assets may only be realised when there is sufficient taxable income in the future against which the asset can be offset. Presently, the Board and management of Nylex cannot reliably ascertain if the deferred tax assets can be utilised to offset against the potential future profits of the Company.*

The Joint Offerors and their persons acting in concert with them have not acquired any Nylex Shares at a price higher than the SCR Offer Price during the past three (3) months prior to 6 June 2025, being the date the SCR Offer Letter was served to our Board. In this regard, the SCR Offer Price complies with subparagraph 6.03(2) of the Rules.

Should the Joint Offerors or any of their persons acting in concert with them acquire any Nylex Shares at a price higher than the SCR Offer Price during the period commencing from the date of the SCR Offer Letter until the Effective Date, the SCR Offer Price will be revised accordingly to the higher price paid by the Joint Offerors or any of their persons acting in concert with them, pursuant to Note 1 to paragraph 12.03 of the Rules.

2.3 Distribution

If Nylex declares, makes and / or pays any Distribution on or after the date of the SCR Offer Letter up to the Entitlement Date, the SCR Offer Price will be reduced by an amount equivalent to the net Distribution made per Nylex Share.

As at the LPD, no Distribution has been declared, made and / or paid by our Company on or after the date of the SCR Offer Letter.

2.4 Source of funding

The Proposed SCR will be funded entirely via the internal funds of Nylex.

The Joint Offerors and our Board confirm that the Proposed SCR will not fail by reason of insufficient financial capability of our Company, and that every Entitled Shareholder will be paid in full by cash.

Kenanga IB, being the Principal Adviser for the Proposed SCR, is satisfied that the Proposed SCR will not fail by reason of insufficient financial capability of our Company, and that every Entitled Shareholder will be fully paid in cash.

2.5 Listing status

Nylex is currently an unlisted public entity. For information purpose, Nylex was listed on the Main Board of the Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities) on 17 December 1990. On 27 January 2022, Nylex was classified as an affected listed issuer after disposal of our entire business to our holding company, Ancom on 26 January 2022, triggering subparagraph 8.03A(2) of the Main Market Listing Requirements of Bursa Securities, whereby Nylex had an insignificant business or operations after the disposal. Nylex was de-listed and removed from the official list of Bursa Securities on 11 March 2025 following the dismissal of Nylex's appeal by Bursa Securities for a further extension of time to submit our regularisation plan.

2.6 Nylex's covenants pursuant to the SCR Offer Letter

From the date of our Board's (save for the Interested Directors) acceptance of the terms of the SCR Offer Letter until the Completion, our Company agrees with and undertakes to the Joint Offerors that:

- (i) Nylex will not conduct any capital or fund-raising exercise, whether in the form of debt or equity and will not grant any option over any Nylex Share or issue any new Nylex Share;

- (ii) Nylex will not:
 - (a) enter into any material commitment or material contract; or
 - (b) undertake any obligation to acquire or dispose of any of its assets or create a security interest over any of its assets,outside the ordinary course of our business;
 - (iii) Nylex will not pass any resolution in general meeting (other than in respect of any usual business tabled in an annual general meeting and the Proposed SCR) or make any alteration to the provisions of the Constitution of Nylex to effect any of the matters set out in items (i) or (ii) above;
 - (iv) Nylex shall not acquire or resell any of its own Shares pursuant to its share buy-back mandate; and
 - (v) Nylex will not do or cause, or allow to be done or omitted, any act or thing which would result (or be likely to result) in a breach of any lawful or contracted obligation of Nylex,
- without the prior written consent of the Joint Offerors.

In addition, from the date of our Board's (save for the Interested Directors) acceptance of the terms of the SCR Offer Letter until Completion or the earlier termination / abortion of the Proposed SCR, our Company shall not enter into any discussion, negotiation, agreement or arrangement with any other party with respect to the sale or merger of our business, assets and liabilities or any privatisation proposal involving Nylex without the prior written consent of the Joint Offerors.

3. MODE AND TIMING OF SETTLEMENT

The settlement of the SCR Offer Price will be effected via electronic remittance to the Entitled Shareholders' eDividend Accounts duly registered with Bursa Depository **within ten (10) days from the Effective Date**. For the Entitled Shareholders who do not maintain eDividend Accounts, the settlement of the SCR Offer Price will be effected via remittance in the form of cheques, banker's drafts and / or cashier's orders which will be despatched by ordinary mail to the Entitled Shareholders (or their designated agents, as they may direct) at the Entitled Shareholders' registered addresses last maintained with Bursa Depository at their own risk **within ten (10) days from the Effective Date**. For the avoidance of doubt, if the last date of payment falls on a public holiday, the payment shall be made on the next market day.

The settlement of the SCR Offer Price to which the Entitled Shareholders are entitled under the Proposed SCR will be implemented in full in accordance with the terms of the Proposed SCR without regard to any lien, right of set-off, counter claim or other analogous rights to which our Company may otherwise be, or claim to be, entitled against the Entitled Shareholders.

Entitled Shareholders who are not residents of Malaysia are advised that the settlement of the SCR Offer Price will be made in RM. Such Entitled Shareholders who wish to convert the consideration received into foreign currency for repatriation may do so after payment of the appropriate fee and / or charges as levied by the respective financial institutions.

4. RATIONALE FOR THE PROPOSED SCR

The Proposed SCR is proposed by the Joint Offerors to be undertaken based on the following rationale:

(i) Opportunity for the Entitled Shareholders to immediately realise their investment in Nylex

On 27 January 2022, Nylex was classified as an affected listed issuer after disposal of our entire business to our holding company, Ancom on 26 January 2022, triggering subparagraph 8.03A(2) of the Main Market Listing Requirements of Bursa Securities, whereby Nylex had an insignificant business or operations after the disposal. On 11 March 2025, Nylex was delisted and removed from the official list of Bursa Securities following dismissal of Nylex's appeal for a further extension of time to submit our regularisation plan.

As Nylex is presently an unlisted public entity, the Entitled Shareholders may experience difficulties and limited opportunities in realising their investments in our Company as there is no formal market i.e. Main Market of Bursa Securities, for the Entitled Shareholders to trade in their unlisted securities in Nylex. Premised on the above, the Non-Entitled Shareholders are of the opinion that the Proposed SCR will provide the most appropriate avenue for the Entitled Shareholders to exit our Company and realise their investments in the unlisted securities of Nylex.

(ii) Return capital resources of Nylex to shareholders in a timely manner

Following the completion of the disposal of our business to Ancom, our Company is now in a position where we hold capital in excess of our working capital needs and foreseeable financial obligations. The surplus capital is not required for our Company's current operational needs or strategic objectives.

The Proposed SCR represents a timely method to return surplus capital to shareholders by aiming to efficiently distribute excess cash to shareholders while minimising the unnecessary erosion of capital due to statutory and administrative expenses.

(iii) Greater flexibility in managing Nylex's business

Upon the successful implementation of the Proposed SCR, the Joint Offerors will be the remaining shareholders of our Company which will provide the Joint Offerors with greater flexibility in the implementation of any business plans and / or operational changes which may otherwise require approvals from public shareholders and other regulatory approvals, moving forward. For information, as at the LPD, our Company has approximately 12,000 shareholders.

5. FUTURE PLANS FOR NYLEX AND OUR EMPLOYEES

Our Board (save for the Interested Directors) has taken note of the intentions of the Joint Offerors with respect to the future plans for our Company after the Completion, which are as follows:

(i) Continuation of Nylex's business

Since the disposal of Nylex's business to our holding company, Ancom, on 26 January 2022, our Company's business activities has been substantially reduced and we have involved mainly in trading activities after the disposal of the business. The Joint Offerors intend to continue with the existing businesses and operations of our Company and do not have any immediate plans and / or intention to liquidate our Company. However, the Joint Offerors may from time to time, undertake a review of the businesses and operations of our Company and make such arrangements, rationalisation and reorganisation as the Joint Offerors consider suitable and / or in the best interests of the Company.

(ii) Major changes to Nylex's business

On 21 March 2022, Nylex entered into a HOA with Sinar Bina Infra Sdn. Bhd., LBS Bina Group Berhad, BTS Group Holdings Public Company Limited and Ancom for the collaboration to build and operate a light rail transport system connected with the railway shuttle link from Singapore to Johor Bahru, with an integrated property development using the transit-oriented development concept in Johor Bahru metropolitan region. However, as of 30 April 2025, the HOA has lapsed and ceased to have any further force or effect on the parties to the HOA.

In March 2025, the Public Private Partnership Unit issued a Request for Proposal for a Proposed Elevated Autonomous Rapid Transit System in Wilayah Iskandar Malaysia to be undertaken via a public-private partnership ("**EART Project**"). In this regard, Nylex, along with other potential partners, explored the formation of an unregistered and unincorporated consortium to undertake the afore-mentioned project and discussed the details of the Request for Proposal, which was to be submitted to the Public Private Partnership Unit by 30 June 2025.

Subsequently on 30 June 2025, Nylex along with 3 other parties have jointly submitted the Request for Proposal for the afore-mentioned project to the Public Private Partnership Unit. Nonetheless, the Board and management of Nylex is uncertain on the outcome of the afore-mentioned Request for Proposal that was submitted by Nylex together with the 3 other parties, as there may be other competing bidders for the EART Project.

Save as disclosed above, as at the LPD, the Joint Offerors do not have any immediate plans and / or intention to introduce or effect any major changes to the existing business of Nylex upon the Completion, except where such changes are necessary as to rationalise the business activities and / or direction of our Company or to improve the utilisation of resources, prospects and future growth of Nylex.

(iii) Employees

The Joint Offerors do not have any immediate plans to dismiss or make redundant any of Nylex's existing employees by way of a retrenchment exercise as a direct consequence of the Proposed SCR. Nevertheless, it should be noted that some changes in staff employment and redeployment of staff may take place as a result of rationalisation and / or streamlining of business activities to further improve productivity and efficiency of the operations of our Company.

Notwithstanding the above, the Joint Offerors shall retain the flexibility to consider any options or explore any potential opportunities as they consider suitable and which are in the best interests of our Company that may present themselves. For the avoidance of doubt, such option or potential opportunities shall be in accordance with the future plans of the Joint Offerors as stated above.

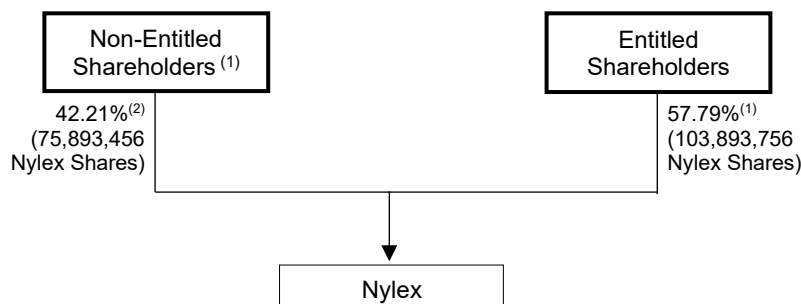
Save as disclosed above, our Board (save for the Interested Directors) has also taken note that, as at the LPD, the Joint Offerors have no knowledge and have not entered into any negotiation, arrangement or understanding with any third party with regards to any significant change in our Company's business, assets or shareholding structure.

Our Board (save for the Interested Directors) is of the view that the rationale for the Proposed SCR as set out in Section 4 of **Part A** of this Document and the intentions of the Joint Offerors with respect to the future plans for our Company and our employees are in the best interest of our Company.

6. SHAREHOLDING STRUCTURE

The shareholding structure of Nylex before and after the Completion is set out below:

(i) Before the Proposed SCR (as at the LPD)



Notes:

(1) The breakdown of the Non-Entitled Shareholders' shareholdings in Nylex are as follows:

Non-Entitled Shareholders	Direct		Indirect	
	No. of Nylex Shares	(a) %	No. of Nylex Shares	(a) %
Ancom	23,507,921	13.07	^(b) 52,385,535	29.14
RDSB	52,385,535	29.14		

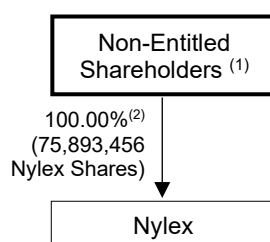
Notes:

(a) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(b) Deemed interested by virtue of its shareholdings in RDSB pursuant to Section 8 of the Act.

(2) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(ii) Upon Completion



Notes:

(1) The breakdown of the Non-Entitled Shareholders' shareholdings in Nylex are as follows:

Non-Entitled Shareholders	Direct		Indirect	
	No. of Nylex Shares	(a) %	No. of Nylex Shares	(a) %
Ancom	23,507,921	30.97	^(b) 52,385,535	69.03
RDSB	52,385,535	69.03		

Notes:

- (a) *Calculated based on 75,893,456 Nylex Shares held by the Non-Entitled Shareholders, which represents the entire issued share capital of Nylex after Completion (excluding 14,550,648 treasury shares). For the avoidance of doubt, the treasury shares held by our Company will not be cancelled upon Completion.*
- (b) *Deemed interested by virtue of its shareholdings in RDSB pursuant to Section 8 of the Act.*
- (2) *Calculated based on the total number of 75,893,456 Nylex Shares held by the Non-Entitled Shareholders, which represents the entire issued share capital of Nylex after Completion (excluding 14,550,648 treasury shares). For the avoidance of doubt, the treasury shares held by our Company will not be cancelled upon Completion.*

7. EFFECTS OF THE PROPOSED SCR

7.1 Issued share capital

The pro forma effects of the Proposed SCR on the issued share capital of Nylex are as follows:

	No. of Nylex Shares	RM
Share capital as at the LPD ⁽¹⁾	179,787,212	30,855,176
Less: Shares to be cancelled pursuant to the Proposed SCR ⁽²⁾	103,893,756	5,298,582
Resultant share capital of Nylex after the Proposed SCR	75,893,456	25,556,594

Notes:

- (1) *Excluding 14,550,648 treasury shares held by our Company as at the LPD. For the avoidance of doubt, the treasury shares held by our Company will not be cancelled upon Completion.*
- (2) *Based on the 103,893,756 Nylex Shares held by the Entitled Shareholders as at the LPD and the cash repayment amount of RM0.051 per Nylex Share, the total cash payment pursuant to the Proposed SCR is RM5.30 million.*

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7.2 Substantial shareholders' shareholdings

The pro forma effects of the Proposed SCR based on the shareholdings of the substantial shareholders of our Company as at the LPD are as follows:

Substantial shareholder	As at the LPD			After Completion		
	Direct		Indirect	Direct		Indirect
	No. of Nylex Shares	(1) %		No. of Nylex Shares	(2) %	
Ancom	23,507,921	13.07	(3) 52,385,535	23,507,921	30.97	(3) 52,385,535
RDSB	52,385,535	29.14	-	52,385,535	69.03	-

Notes:

- (1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.
- (2) Calculated based on 75,893,456 Nylex Shares held by the Non-Entitled Shareholders, which represents the entire issued share capital of Nylex after Completion (excluding 14,550,648 treasury shares). For the avoidance of doubt, the treasury shares held by our Company will not be cancelled upon Completion.
- (3) Deemed interested by virtue of its shareholdings in RDSB pursuant to Section 8 of the Act.

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7.3 NA and gearing

The pro forma effects of the Proposed SCR on the NA, NA per Share and gearing of Nylex based on the latest audited financial position of Nylex as at 31 May 2025 and on the assumption that the Proposed SCR had been effected on that date are as follows:

	Audited as at 31 May 2025 (RM'000)	After Completion (RM'000)
Share capital	30,856	⁽¹⁾ 25,557
(Accumulated losses)	(4,222)	⁽²⁾ (5,022)
Treasury shares, at cost	(9,678)	(9,678)
Total equity / NA	16,956	10,857
Number of ordinary shares	179,787,212	75,893,456
NA per Share (RM)	0.09	⁽³⁾ 0.14
Total borrowings	-	-
Gearing (times)	-	-

Notes:

- (1) After cancellation of Nylex Shares pursuant to the Proposed SCR.
- (2) After the deduction of estimated expenses of approximately RM0.80 million for the Proposed SCR.
- (3) The NA per share of RM0.14 is computed based on the total net assets of Nylex (including deferred tax assets) after cancellation of Nylex Shares pursuant to the Proposed SCR and after the deduction of estimated expenses of approximately RM0.80 million for the Proposed SCR.

7.4 Earnings / losses and EPS / LPS

The Proposed SCR is not expected to have any material effect on the earnings / losses and EPS / (LPS) of our Company for the FYE 31 May 2026 other than the estimated expenses of RM0.80 million for the Proposed SCR that will reduce the earnings of our Company for the FYE 31 May 2026.

Upon Completion and as a result of the cancellation of up to 103,893,756 Nylex Shares pursuant to the Proposed SCR, the total number of Nylex Shares in issue will be reduced, which will affect the EPS / (LPS) of Nylex accordingly.

For illustrative purposes only, the pro forma effect of the Proposed SCR on the LPS of our Company based on the latest audited statement of comprehensive income of our Company for the FYE 31 May 2025 and on the assumption that the Proposed SCR had been effected at the beginning of the said financial year are as follows:

	Audited as at FYE 31 May 2025	After the Proposed SCR
LAT (RM'000)	(1,456)	⁽¹⁾ (2,256)
Number of Nylex Shares in issue	179,787,212	75,893,456
Net LPS (sen)	(0.81)	(2.97)

Note:

- (1) *After taking into account the estimated expenses of approximately RM0.80 million for the Proposed SCR.*

7.5 Convertible securities

As at the LPD, our Company does not have any outstanding convertible securities.

8. CONDITIONS OF THE PROPOSED SCR

The Proposed SCR is subject to and conditional upon the following being obtained:

- (i) approval of the Non-Interested Entitled Shareholders for the Proposed SCR via the Special Resolution to be tabled at the forthcoming EGM, which:
 - (a) must be approved by a majority in number of the Non-Interested Entitled Shareholders and at least 75% in value to the votes attached to the Nylex Shares that are cast either in person or by proxy at the EGM; and
 - (b) the value of the votes cast against the Special Resolution at the EGM must not be more than 10% of the votes attaching to all disinterested shares of the total voting shares of Nylex;
- (ii) grant of the High Court Order giving effect to the Proposed SCR; and
- (iii) approval and / or consent of the existing financiers and / or creditors of Nylex, if required.

The Proposed SCR will become effective on the Effective Date. It is contemplated that the payment of the SCR Offer Price to the Entitled Shareholders will be made as soon as practicable following the Effective Date, but in any event no later than **ten (10) days** from the Effective Date.

The Proposed SCR is **not conditional** upon any other corporate exercise undertaken or to be undertaken by our Company.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND / OR PERSONS CONNECTED WITH THEM

Save for the Interested Directors as disclosed below, to the best of our knowledge, there is no other director of Nylex who has any interest, directly or indirectly, in the Proposed SCR:

- (i) DSKW is the Group Managing Director and is one of the Entitled Shareholders of our Company holding 224,192 Nylex Shares, representing approximately 0.12% of the issued share capital of Nylex (excluding the treasury shares). He is also the Executive Vice Chairman and major shareholder of Ancom as well as a director of RDSB; and
- (ii) Datuk Anuar Bin Ahmad is the Independent Non-Executive Chairman of our Company. He is also the Independent Non-Executive Chairman of Ancom.

Accordingly, the Interested Directors will abstain from all deliberations and voting on the Proposed SCR at the relevant Board meetings. DSKW will also abstain from voting in respect of his direct and / or indirect interests in our Company on the Special Resolution at the forthcoming EGM. The Interested Directors will also ensure that persons connected with them will abstain from voting in respect of their direct and / or indirect interests in our Company on the Special Resolution at the forthcoming EGM.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the fulfilment of the conditions of the Proposed SCR as set out in Section 8 of **Part A** of this Document above, the Proposed SCR is expected to be completed in the fourth quarter of 2025.

The tentative timetable for the implementation of the Proposed SCR is as follows:

Tentative timeline	Event ⁽¹⁾
Mid August 2025	EGM for the Proposed SCR
End August 2025	Filing of application to seek the High Court's confirmation for the reduction of the share capital of our Company under Section 116 of the Act
Mid November 2025	- Expected receipt of the High Court Order and announcement thereto - Announcement of the Entitlement Date for the capital repayment to the Entitled Shareholders
Early December 2025	- Entitlement Date - Lodgement of an office copy of the High Court Order with the Registrar of Companies ("Effective Date")
Mid December 2025	- Cash payment to the Entitled Shareholders at the SCR Offer Price in compliance with paragraph 14.01 of the Rules - Completion

Note:

(1) *This timetable is indicative, and the actual timing will depend on, among others, the date on which the High Court grants the High Court Order pursuant to Section 116 of the Act. If any of the events are changed or delayed, the subsequent events will be adjusted accordingly.*

11. OUTSTANDING PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed SCR, there is no other corporate proposal which has been announced by our Company but is pending completion as at the LPD.

12. INDEPENDENT ADVISER

In accordance with paragraph 3.06 of the Rules, our Non-Interested Directors had on 11 June 2025, appointed MainStreet as the Independent Adviser to provide comments, opinions, information and recommendation on the Proposed SCR to the Non-Interested Directors and the Non-Interested Entitled Shareholders. MainStreet had on 13 June 2025, declared their independence to the SC as the Independent Adviser in relation to the Proposed SCR.

Please refer to **Part B** of this Document for the IAL in relation to the Proposed SCR. The Non-Interested Entitled Shareholders are advised to read and carefully consider the contents of the IAL before voting on the Special Resolution at our forthcoming EGM.

13. DIRECTORS' RECOMMENDATION

Our Board (save for the Interested Directors), having considered all aspects of the Proposed SCR, in particular:

- (i) the rationale for the Proposed SCR as set out in Section 4 of **Part A** of this Document;
- (ii) the advice of the Independent Adviser that the Proposed SCR is fair and reasonable; and
- (iii) the Independent Adviser's recommendation for the Non-Interested Entitled Shareholders to vote in favour of the Special Resolution,

is of the opinion that the Proposed SCR is in the best interest of the Non-Interested Entitled Shareholders.

Accordingly, our Board (save for the Interested Directors) concurs with the evaluation and recommendation of the Independent Adviser and recommends that you **VOTE IN FAVOUR** of the Special Resolution pertaining to the Proposed SCR at the forthcoming EGM.

14. EGM

The EGM, the notice of which is enclosed in this Document, will be held at Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 22 August 2025 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the Special Resolution to give effect to the Proposed SCR.

If you decide to appoint a proxy or proxies to participate and vote on your behalf at our forthcoming EGM, please complete and deposit the enclosed Proxy Form in accordance with the instructions therein, so as to arrive at office of our Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, depositing the Proxy Form in the dropbox located 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 set for holding the EGM or at any adjournment thereof. You can also lodge the Proxy Form electronically via <http://tiih.online> before the lodgement cut-off time. The lodging of the Proxy Form will not preclude you from attending participating, speaking and voting at the EGM, should you subsequently wish to do so and if you do, your proxy shall be precluded from attending the EGM.

15. FURTHER INFORMATION

You are also advised to refer to the attached appendices which form part of this Document for further information.

Yours faithfully
For and on behalf of the Board
NYLEX (MALAYSIA) BERHAD

DATIN JOANNE MARIE LOPEZ
Independent Non-Executive Director

PART B

**INDEPENDENT ADVICE LETTER FROM MAINSTREET
TO THE NON-INTERESTED DIRECTORS AND THE
NON-INTERESTED ENTITLED SHAREHOLDERS OF
NYLEX IN RELATION TO THE PROPOSED SCR**

EXECUTIVE SUMMARY

All definitions used in this Executive Summary shall have the same meaning as the words and expressions defined in the “Definitions” section of this Document, except where the context otherwise requires or where otherwise defined in this IAL.

All references to “you” or “your” in this IAL are references to the Entitled Shareholders of Nylex, whilst references to “we”, “us” or “our” in this IAL are references to MainStreet, being the Independent Adviser for the Proposed SCR.

THIS EXECUTIVE SUMMARY SUMMARISES THIS IAL. YOU ARE ADVISED TO READ AND UNDERSTAND THIS IAL IN ITS ENTIRETY, TOGETHER WITH THE CIRCULAR AND ITS ACCOMPANYING APPENDICES FOR OTHER RELEVANT INFORMATION AND NOT TO RELY SOLELY ON THIS EXECUTIVE SUMMARY IN FORMING AN OPINION ON THE PROPOSED SCR.

YOU ARE ALSO ADVISED TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN THIS DOCUMENT BEFORE VOTING ON THE PROPOSED SCR AT THE FORTHCOMING EGM.

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 ADVISERS IMMEDIATELY.

1. INTRODUCTION

On 6 June 2025, the Board announced by way of press notice that the Company had on even date received the SCR Offer Letter from the Joint Offerors, requesting the Company to undertake the Proposed SCR. The Non-Entitled Shareholders will hold the entire equity interest in the Company upon completion of the Proposed SCR.

On 11 June 2025, in accordance with paragraph 3.06 of the Rules, the Company had appointed MainStreet as the Independent Adviser to provide comments, opinions, information and recommendations on the Proposed SCR to the Board (save for the Interested Directors) and to the Entitled Shareholders.

Following thereto, in accordance with paragraph 3.07 of the Rules, MainStreet had vide its letter dated 13 June 2025, declared to the SC its independence from any conflict of interest or potential conflict of interest in its capacity as the Independent Adviser in relation to the Proposed SCR.

On 23 June 2025, the Board (save for the Interested Directors) announced by way of press notice that the Board (save for the Interested Directors) had deliberated on the contents of the SCR Offer Letter after taking into consideration the advice from MainStreet and had resolved to table the Proposed SCR to the Entitled Shareholders at the forthcoming EGM.

Pursuant to subparagraph 2(a) under Schedule 3 of the Rules, the SC had vide its letter dated 25 July 2025 given its notification that it has no further comments on the contents of this IAL. However, such notification shall not be taken to suggest that the SC agrees with the recommendation contained herein or assumes responsibility for the correctness of any statements made or opinions expressed or reports presented in this IAL.

The purpose of this IAL is to provide you with our independent evaluation on the Proposed SCR together with our recommendation on whether the Entitled Shareholders should vote in favour or against the Proposed SCR at the forthcoming EGM, subject to the scope of our role and limitations as specified herein.

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2. EVALUATION OF THE PROPOSED SCR

In arriving at our conclusion and recommendation, we have assessed and evaluated the fairness and reasonableness of the Proposed SCR in accordance with paragraphs 1 to 7 under Schedule 2: Part III of the Rules, whereby:

- (i) the term “fair and reasonable” should generally be analysed as 2 distinct criteria, i.e. whether the Proposed SCR is “fair” and whether the Proposed SCR is “reasonable”, rather than as a composite term;
- (ii) the Proposed SCR is considered as “fair” if the SCR Offer Price is equal to or higher than the market price and is also equal to or higher than the value of Nylex Shares. However, if the SCR Offer Price is equal to or higher than the market price but is lower than the value of Nylex Shares, the Proposed SCR is considered as “not fair”. In making the assessment, the value of Nylex Shares is determined based on the assumption that 100% of the issued share capital of the Company is being acquired;
- (iii) in considering whether the Proposed SCR is “reasonable”, we have taken into consideration matters other than the valuation of Nylex Shares; and
- (iv) generally, the Proposed SCR would be considered “reasonable” if it is “fair”. Nevertheless, an independent adviser may also recommend for the Entitled Shareholders to vote in favour of the Proposed SCR despite it being “not fair”, if the independent adviser is of the view that there are sufficiently strong reasons to vote in favour of the Proposed SCR in the absence of a higher bid and such reasons should be clearly explained.
- (v) if an independent adviser concludes that the Proposed SCR is “not fair but reasonable”, the independent adviser must clearly explain the following:
 - (a) what is meant by “not fair but reasonable”;
 - (b) how has the independent adviser arrived at this conclusion; and
 - (c) the course of action that the Entitled Shareholders are recommended to take pursuant to the conclusion.

3. FAIRNESS OF THE PROPOSED SCR

Based on our evaluation using the asset-based valuation methodology as set out in Section 5 of this IAL, the SCR Offer Price:

- (i) represents a **discount** of 45.74% to the net assets (“**NA**”) per Nylex Share as at 31 May 2025 (audited) of RM0.094; and
- (ii) is **equal** to the NA per Nylex Share after excluding deferred tax assets (“**DTA**”) (“**Adjusted NA**”) as at 31 May 2025 (audited) of RM0.051.

It should be noted that the DTA may only be realised when there is sufficient taxable income in the future against which the asset can be offset.

Save for the involvement in small scale trading of pest control-related products and the bidding for the EART Project, the Board and management of Nylex confirms that there are no other projects which the Company is pursuing as at the LPD. Following this, the Board and management of Nylex cannot reliably ascertain if the DTA can be utilised to offset against the potential future profits of the Company. As such, the DTA has been excluded from the computation of the NA of the Company.

EXECUTIVE SUMMARY (CONT'D)

We view the exclusion of the DTA from the NA to be reasonable, due to the following reasons:

- (i) Nylex has insignificant business or operations and is only involved in small scale trading of pest control-related products at this juncture;
- (ii) Nylex has been in a loss-making position for the past 4 financial years (from FYE 31 May 2022 to FYE 31 May 2025);
- (iii) while Nylex together with 3 other parties (no new consortium has been formed at this juncture) have submitted a joint proposal in relation to the RFP to UKAS, there is no assurance that the Company together with its counterparts will win the bid for the EART Project; and
- (iv) the DTA may only be utilised to offset against taxable profits recorded in FYE 31 May 2028 or earlier. Given the uncertainty of securing the EART Project and even if Nylex and its counterparts were to secure the EART Project, the Board and management of Nylex cannot reliably predict the future financial performance of the Company (notwithstanding that this is expected to contribute positively to its future financial performance).

Based on our enquiries with the Board and management, the Company expects that there will be a passage of time before:

- (a) the outcome of the bid for the EART Project is known; and
- (b) the project plan and implementation schedule for the EART Project will be finalised, due to the size and complexity of the project as well as the approvals required and number of parties involved (provided Nylex and its counterparts were to secure the EART Project).

The Company is uncertain as to when the above events will take place (if at all) or whether any revenue / profits stemming from the EART Project may be recorded in FYE 31 May 2028 or earlier. As such, it is prudent and reasonable for the Board and management to not assume that the DTA may be utilised prior to its expiry.

Following the above, we deemed the use of the Adjusted NA for our fairness assessment to be reasonable. In view that the SCR Offer Price is equal to the Adjusted NA per Nylex Share, we conclude that the Proposed SCR is **FAIR**.

Please refer to Section 5 of this IAL for further details.

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4. REASONABLENESS OF THE PROPOSED SCR

Based on our analysis as set out in Section 6 of this IAL, we have taken into consideration the following factors:

- (i) the Proposed SCR provides an opportunity for the Entitled Shareholders to realise their holdings in the unlisted Nylex Shares at the SCR Offer Price. The Entitled Shareholders may not otherwise have the opportunity to realise and monetise their investment as there is no active market for the unlisted Nylex Shares since it was delisted from the Main Market of Bursa Securities on 11 March 2025;
- (ii) as at the LPD, save for the SCR Offer Letter, we noted that the Board has not received any alternative offer for the securities of Nylex or any other offer to acquire its assets and liabilities; and
- (iii) in view of the collective equity interest of the Non-Entitled Shareholders in Nylex, they are able to have significant influence over the outcomes of all ordinary resolutions sought and block special resolutions^(a) at the shareholder meetings of the Company for which the Non-Entitled Shareholders are not required to abstain from voting.

Note:

- (a) An ordinary resolution requires approval from more than 50% of the total votes cast while a special resolution requires approval from at least 75% of the total votes cast.

Based on the above, we are of the view that the Proposed SCR is **REASONABLE**.

Please refer to Section 6 of this IAL for further details.

5. CONCLUSION AND RECOMMENDATION

Based on the above and our evaluation, we are of the opinion that the Proposed SCR is **FAIR AND REASONABLE**. Accordingly, we recommend that the Entitled Shareholders **VOTE IN FAVOUR** of the Proposed SCR at the forthcoming EGM.

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Registered Office

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Pusat Perdagangan Phileo Damansara 1
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46350 Petaling Jaya
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Place of Business

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Selangor, Malaysia
Tel: (603) 7968 3398
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28 July 2025

To: The Non-Interested Directors and Entitled Shareholders of Nylex (Malaysia) Berhad

Dear Sir / Madam,

NYLEX (MALAYSIA) BERHAD (“NYLEX” OR THE “COMPANY”)

INDEPENDENT ADVICE LETTER IN RELATION TO THE PROPOSED SCR

This IAL is prepared for inclusion in Part B of this Document and should be read in conjunction with Part A of this Document. All definitions used in this IAL shall have the same meaning as the words and expressions defined in the “Definitions” section of this Document, except where the context otherwise requires or where otherwise defined in this IAL. All references to “we”, “us” or “our” in this IAL are references to MainStreet, being the Independent Adviser for the Proposed SCR.

1. INTRODUCTION

On 6 June 2025, the Board announced by way of press notice that the Company had on even date received the SCR Offer Letter from the Joint Offerors, requesting the Company to undertake the Proposed SCR. The Non-Entitled Shareholders will hold the entire equity interest in the Company upon completion of the Proposed SCR.

On 11 June 2025, in accordance with paragraph 3.06 of the Rules, the Company had appointed MainStreet as the Independent Adviser to provide comments, opinions, information and recommendations on the Proposed SCR to the Board (save for the Interested Directors) and to the Entitled Shareholders.

Following thereto, in accordance with paragraph 3.07 of the Rules, MainStreet had vide its letter dated 13 June 2025, declared to the SC its independence from any conflict of interest or potential conflict of interest in its capacity as the Independent Adviser in relation to the Proposed SCR.

On 23 June 2025, the Board (save for the Interested Directors) announced by way of press notice that the Board (save for the Interested Directors) had deliberated on the contents of the SCR Offer Letter after taking into consideration the advice from MainStreet and had resolved to table the Proposed SCR to the Entitled Shareholders at the forthcoming EGM.

Pursuant to subparagraph 2(a) under Schedule 3 of the Rules, the SC had vide its letter dated 25 July 2025 given its notification that it has no further comments on the contents of this IAL. However, such notification shall not be taken to suggest that the SC agrees with the recommendation contained herein or assumes responsibility for the correctness of any statements made or opinions expressed or reports presented in this IAL.

The purpose of this IAL is to provide you with our independent evaluation on the Proposed SCR together with our recommendation on whether the Entitled Shareholders should vote in favour or against the Proposed SCR at the forthcoming EGM, subject to the scope of our role and limitations as specified herein.

YOU ARE ADVISED TO READ AND UNDERSTAND THIS IAL IN ITS ENTIRETY, AND TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN THIS DOCUMENT BEFORE VOTING ON THE PROPOSED SCR AT THE FORTHCOMING EGM.

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 ADVISERS IMMEDIATELY.

2. SCOPE AND LIMITATIONS OF OUR EVALUATION

We have evaluated the Proposed SCR and in rendering our advice, we have considered various factors which we believe are relevant and important in assessing the Proposed SCR and would be of general concern to the Entitled Shareholders.

Our scope as the Independent Adviser is limited to providing comments, opinions, information and recommendation on the Proposed SCR as to whether the Proposed SCR is fair and reasonable insofar as the Entitled Shareholders are concerned based on information and documents provided to us or which are available to us and making enquiries as were reasonable in the circumstances. In performing our evaluation, we have relied on the following sources of information:

- (i) information contained in Part A of this Document as well as the accompanying appendices;
- (ii) audited financial statements of Nylex for the FYE 31 May 2022, 31 May 2023, 31 May 2024 and 31 May 2025;
- (iii) unaudited financial statements of Nylex for the 9-month financial period ended 28 February 2025;
- (iv) discussions with and representation by the Board and management of Nylex;
- (v) other relevant information, documents, confirmations and representations furnished to us by the Board and management of Nylex; and
- (vi) other publicly available information.

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We have relied on the Board and management of Nylex to take due care to ensure that all information, documents, confirmations and representations provided by them to facilitate our evaluation of the Proposed SCR are accurate, valid and complete in all material aspects.

Nonetheless, we have made enquiries as were reasonable in the circumstances and we are satisfied that the information provided to us or which are available to us is sufficient and we believe that none of the information provided to us or which are available to us is unreliable, inaccurate, incomplete and/or misleading.

In rendering our advice, we had taken note of pertinent factors, which we believe are necessary and of importance to our assessment of the Proposed SCR and therefore of general concern to the Entitled Shareholders. As such:

- (i) our views and recommendation as contained in this IAL only cater to the Entitled Shareholders as a whole and not to any Entitled Shareholder individually. Hence, in carrying out our evaluation, we have not given consideration to the specific investment objectives, risk profiles, financial and tax situations and particular needs of any individual Entitled Shareholder or any specific group of Entitled Shareholders; and
- (ii) we recommend that any individual Entitled Shareholder or group of Entitled Shareholders who is in doubt as to the action to be taken or require advice in relation to the Proposed SCR in the context of their individual objectives, risk profiles, financial and tax situations or particular needs, to consult their respective stockbroker, banker, solicitor, accountant or other professional advisers immediately.

Our advice should be considered in the context of the entirety of this IAL. Our evaluation and opinion expressed in this IAL are, amongst others, based on prevailing economic, capital market, industry, regulatory, socio-political and other conditions (if applicable) and the information / documents available to us as at the LPD or such other period as specified herein. Such conditions may change significantly over a period of time. Accordingly, our evaluation and opinion expressed herein do not consider the information, events or conditions arising after the LPD.

We shall immediately disclose to the SC in writing and notify the Entitled Shareholders by way of an announcement via press notice before 9 a.m. on the next market day if, after despatching this IAL, as guided by subparagraph 11.07(1) of the Rules, we become aware that this IAL:

- (i) contains a material statement which is false or misleading;
- (ii) contains a statement from which there is a material omission; or
- (iii) does not contain a statement relating to a material development.

If circumstances require, we shall send a supplementary IAL to the Entitled Shareholders in accordance with subparagraph 11.07(2) of the Rules.

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3. DETAILS OF THE PROPOSED SCR

The Proposed SCR involves the Company undertaking a selective capital reduction and a corresponding capital repayment exercise pursuant to Section 116 of the Act in respect of Nylex Shares held by the Entitled Shareholders on the Entitlement Date.

The details of the Proposed SCR are as follows:

No.	Parameters	Details
(i)	Consideration for the Proposed SCR	The Proposed SCR involves a cash consideration of RM0.051 for each Nylex Share held by the Entitled Shareholders on the Entitlement Date. Should Nylex declare, make and/or pay any further Distribution which the Entitled Shareholders are entitled to and the entitlement date of such Distribution is on or after the date of the SCR Offer Letter up to the completion of the Proposed SCR, the SCR Offer Price shall be reduced by an amount equivalent to the net Distribution made per Nylex Share. As at the LPD, no Distribution has been declared, made and/or paid by Nylex on or after the SCR Offer Letter.
(ii)	Mode and timing of settlement	The settlement for the SCR Offer Price will be effected through remittance into the bank account of the Entitled Shareholders, details of which have been registered with Bursa Depository for the purpose of cash dividend / distribution or in the form of cheque, which will be despatch to the Entitled Shareholders (or their designated agents, as they may direct) by ordinary mail at the Entitled Shareholders' registered Malaysian address last maintained with Bursa Depository, at their own risk within 10 days from the Effective Date. Except with the consent of the SC, settlement of the SCR Offer Price to which the Entitled Shareholders are entitled under the Proposed SCR will be implemented in full in accordance with the terms of the Proposed SCR without regard to any lien, right of set-off, counter claim or other analogous rights to which the Company may otherwise be, or claim to be, entitled against the Entitled Shareholders. Entitled Shareholders who are non-residents of Malaysia are advised that the settlement of the SCR Offer Price will be made in RM. Such Entitled Shareholders who wish to convert the consideration received into foreign currency for repatriation may do so after payment of the appropriate fees and/or charges levied by the respective financial institutions.

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No.	Parameters	Details
(iii)	Conditions to the Proposed SCR	The Proposed SCR is subject to the following approvals being obtained or conditions being satisfied: (i) approval of the Non-Interested Entitled Shareholders via a special resolution by: (a) at least a majority in number of the Non-Interested Entitled Shareholders and 75% in value of all Nylex Shares held by the Non-Interested Entitled Shareholders that are cast either in person or by a proxy at the forthcoming EGM; and (b) the value of the votes cast against the Proposed SCR at the forthcoming EGM is not more than 10% of the votes attaching to all Nylex Shares held by the Non-Interested Entitled Shareholders of the total voting shares of the Company; (ii) grant of the High Court Order giving effect to the Proposed SCR, followed by the lodgement of an office copy of the High Court Order with the Registrar of Companies; and (iii) approval and/or consent of the existing financiers and/or creditors of Nylex and/or its subsidiaries (if required). Upon the abovementioned conditions being fulfilled, the Proposed SCR shall be binding on the shareholders notwithstanding that there may have been Entitled Shareholders who voted against the Proposed SCR. The Proposed SCR will become effective upon the Lodgement Date. It is contemplated that the payment of the SCR Offer Price to the Entitled Shareholders will be made as soon as practicable following the lodgement of an office copy of the High Court Order with the Registrar of Companies and shall not be later than 10 days from the Lodgement Date. The Proposed SCR is not conditional upon any other corporate exercise of Nylex.
(iv)	Irrevocable undertaking	As at the LPD, the Joint Offerors and/or their persons acting in concert have not received any irrevocable undertaking from any Entitled Shareholders to vote in favour or against the Proposed SCR at the forthcoming EGM.
(v)	Financial resources for the Proposed SCR	The Proposed SCR will be funded via the Company's internal funds. Kenanga IB, being the Principal Adviser to Nylex and the adviser to the Joint Offerors for the Proposed SCR, and the Board confirm that the Proposed SCR, once effective, will not fail by reason of insufficient financial capability of the Company and that every Entitled Shareholder will be paid in full by way of cash.

Further details on the Proposed SCR are set out in Section 2, Part A of this Document.

4. EVALUATION OF THE PROPOSED SCR

In arriving at our conclusion and recommendation, we have assessed and evaluated the fairness and reasonableness of the Proposed SCR in accordance with paragraphs 1 to 7 under Schedule 2: Part III of the Rules, whereby:

- (i) the term “fair and reasonable” should generally be analysed as 2 distinct criteria, i.e. whether the Proposed SCR is “fair” and whether the Proposed SCR is “reasonable”, rather than as a composite term;
- (ii) the Proposed SCR is considered as “fair” if the SCR Offer Price is equal to or higher than the market price and is also equal to or higher than the value of Nylex Shares. However, if the SCR Offer Price is equal to or higher than the market price but is lower than the value of Nylex Shares, the Proposed SCR is considered as “not fair”. In making the assessment, the value of Nylex Shares is determined based on the assumption that 100% of the issued share capital of the Company is being acquired;
- (iii) in considering whether the Proposed SCR is “reasonable”, we have taken into consideration matters other than the valuation of Nylex Shares; and
- (iv) generally, the Proposed SCR would be considered “reasonable” if it is “fair”. Nevertheless, an independent adviser may also recommend for the Entitled Shareholders to vote in favour of the Proposed SCR despite it being “not fair”, if the independent adviser is of the view that there are sufficiently strong reasons to vote in favour of the Proposed SCR in the absence of a higher bid and such reasons should be clearly explained.
- (v) if an independent adviser concludes that the Proposed SCR is “not fair but reasonable”, the independent adviser must clearly explain the following:
 - (a) what is meant by “not fair but reasonable”;
 - (b) how has the independent adviser arrived at this conclusion; and
 - (c) the course of action that the Entitled Shareholders are recommended to take pursuant to the conclusion.

Please refer to the following sections for further details pertaining to the fairness and reasonableness of the Proposed SCR:

Fairness of the Proposed SCR		Section
(i)	Valuation of Nylex Shares	5.1
Reasonableness of the Proposed SCR		Section
(i)	An opportunity for the Entitled Shareholders to realise their investment in the unlisted Nylex Shares	6.1
(ii)	No alternative offer and level of control	6.2

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5. FAIRNESS OF THE PROPOSED SCR

5.1 Valuation of Nylex Shares

In making this assessment, the value of Nylex Shares was assessed based on the assumption that 100.0% of the issued share capital of Nylex is the subject matter of the Proposed SCR. At this juncture, Nylex is only involved in small scale trading of pest control-related products.

We are of the view that the asset-based valuation methodology using the Adjusted NA per Nylex Share is the most appropriate approach to estimate the value of Nylex Shares, given the composition of the Company's assets and liabilities (as set out in the table below). The above methodology involves the valuation of the Company's assets and liabilities as at the balance sheet date, reflecting the estimated recoverable value of assets and the full settlement of liabilities at their respective carrying amounts.

The unaudited Adjusted NA per Nylex Share of RM0.051 as at 28 February 2025 was used as the basis for determining the SCR Offer Price. Nylex subsequently completed the statutory audit of its financial statements for FYE 31 May 2025 and we take note of the subsequent reduction in audited NA as well as Adjusted NA as at 31 May 2025, as disclosed below:

	Audited As at 31 May 2024 (RM'000)	Audited As at 31 May 2025 (RM'000)
Assets		
Non-current assets		
DTA	7,785	7,785
Current assets		
Trade and other receivables ⁽¹⁾	308	37
Current tax assets	179	228
Short-term deposits with licensed banks ⁽²⁾	-	8,500
Cash and bank balances ⁽²⁾	10,998	585
Total assets	19,270	17,135
Liabilities		
Current liabilities		
Other payables ⁽¹⁾	858	179
Total liabilities	858	179
NA	18,412	16,956
Adjusted NA	10,627	9,171

Notes:

- (1) The carrying amount of trade and other receivables as well as other payables as at 31 May 2025 approximate their fair value due to the relatively short-term nature of these financial instruments and is expected to be received within 12 months.
- (2) Short-term deposits with licensed banks as well as cash and bank balances approximate their fair value as they are liquid in nature with insignificant risks of changes in value in the short term.

We take note of the DTA amounting to RM7.8 million as at 31 May 2025. DTA is an intangible financial asset that may be recoverable at a future date, arising from the unutilised tax losses brought forward from previous years. DTA may only be realised when there is sufficient taxable income in the future against which the asset can be offset. In this instance, the DTA of the Company will expire by tax assessment year 2028 (i.e. the DTA may only be utilised to offset against taxable profits recorded in FYE 31 May 2028 or earlier).

It should be noted that the Company has been in a loss-making position for the past 4 financial years and there is no assurance that the Company will be able to realise the DTA at its recorded value presently or in the foreseeable future. The financial performance of the Company for the past 4 financial years is as follows:

	Audited			
	FYE 31 May 2022 ⁽¹⁾ (RM'000)	FYE 31 May 2023 (RM'000)	FYE 31 May 2024 (RM'000)	FYE 31 May 2025 (RM'000)
Revenue	21,509	211	114	174
(LBT) / PBT	5,509	(1,508)	(2,926)	(1,456)
(LAT) / PAT	(8,165)	(1,508)	(2,926)	(1,456)

Note:

- (1) Includes the results of discontinued operations in relation to the disposal of Nylex's entire business to Ancom.

On 21 March 2022, Nylex entered into a Heads of Agreement ("**HOA**") with Sinar Bina Infra Sdn Bhd, LBS Bina Group Berhad, BTS Group Holdings Public Company Limited and Ancom (collectively, the "**Parties**") for the collaboration to build and operate a light rail transport system connected with the railway shuttle link from Singapore to Johor Bahru, with an integrated property development using the transit-oriented development concept in Johor Bahru metropolitan region ("**Johor LRT Project**"). However, as of 30 April 2025, the HOA has lapsed and ceased to have any further force or effect on the parties to the HOA.

In March 2025, the Public Private Partnership Unit ("**UKAS**") issued a Request for Proposal ("**RFP**") for a Proposed Elevated Autonomous Rapid Transit System in Wilayah Iskandar Malaysia to be undertaken via a public-private partnership ("**EART Project**"). In this regard, Nylex explored the formation of an unregistered and unincorporated consortium to undertake the EART Project and discussed on the details of the RFP, which was to be submitted to UKAS by 30 June 2025.

On 30 June 2025, Nylex together with 3 other parties (no new consortium has been formed at this juncture) have submitted a joint proposal in relation to the RFP to UKAS. Nonetheless, the Board and management of Nylex is uncertain whether Nylex together with the aforesaid parties will win the bid for the EART Project as there may be other competing bidders for the EART Project.

For further information, kindly refer to Section 5 (ii) of Part A of this Document.

Save for the involvement in small scale trading of pest control-related products and the bidding for the EART Project, the Board and management of Nylex confirms that there are no other projects which the Company is pursuing as at the LPD. Following this, the Board and management of Nylex cannot reliably ascertain if the DTA can be utilised to offset against the potential future profits of the Company. As such, the DTA has been excluded from the computation of the NA of the Company.

5.2 MainStreet's view on the fairness of the Proposed SCR

We are of the view that the asset-based valuation methodology using the NA per Nylex Share is appropriate and consistent with generally applied valuation methodologies for similar companies, given the composition of the Company's assets and liabilities and that the Company has insignificant business or operations, apart from the trading activities mentioned above.

Premised on our assessment as set out in Section 5.1 of this IAL, the SCR Offer Price represents the following discounts:

	Audited As at 31 May 2024	Audited As at 31 May 2025
<u>Where the DTA is included</u>		
NA (RM'000)	18,412	16,956
Number of shares outstanding ('000)	179,787	179,787
NA per Nylex Share (RM)	0.102	0.094
Discount of SCR Offer Price over NA per Nylex Share (RM)	0.051	0.043
% discount	50.00	45.74
<u>Where the DTA is excluded</u>		
Adjusted NA (RM'000)	10,627	9,171
Number of shares outstanding ('000)	179,787	179,787
Adjusted NA per Nylex Share (RM)	0.059	0.051
Discount of SCR Offer Price over Adjusted NA per Nylex Share (RM)	0.008	-
% discount	13.56	-

From the table above, the SCR Offer Price:

- (i) represents a **discount** of 45.74% to the NA per Nylex Share as at 31 May 2025 (audited) of RM0.094; and
- (ii) is **equal** to the Adjusted NA per Nylex Share as at 31 May 2025 (audited) of RM0.051.

It should be noted that the DTA may only be realised when there is sufficient taxable income in the future against which the asset can be offset. We view the exclusion of the DTA from the NA to be reasonable, due to the following reasons:

- (i) Nylex has insignificant business or operations and is only involved in small scale trading of pest control-related products at this juncture;
- (ii) Nylex has been in a loss-making position for the past 4 financial years (from FYE 31 May 2022 to FYE 31 May 2025);
- (iii) while Nylex together with 3 other parties (no new consortium has been formed at this juncture) have submitted a joint proposal in relation to the RFP to UKAS, there is no assurance that the Company together with its counterparts will win the bid for the EART Project; and

- (iv) the DTA may only be utilised to offset against taxable profits recorded in FYE 31 May 2028 or earlier. Given the uncertainty of securing the EART Project and even if Nylex and its counterparts were to secure the EART Project, the Board and management of Nylex cannot reliably predict the future financial performance of the Company (notwithstanding that this is expected to contribute positively to its future financial performance).

Based on our enquiries with the Board and management, the Company expects that there will be a passage of time before:

- (a) the outcome of the bid for the EART Project is known; and
- (b) the project plan and implementation schedule for the EART Project will be finalised, due to the size and complexity of the project as well as the approvals required and number of parties involved (provided Nylex and its counterparts were to secure the EART Project).

The Company is uncertain as to when the above events will take place (if at all) or whether any revenue / profits stemming from the EART Project may be recorded in FYE 31 May 2028 or earlier. As such, it is prudent and reasonable for the Board and management to not assume that the DTA may be utilised prior to its expiry.

Following the above, we deemed the use of the Adjusted NA for our fairness assessment to be reasonable. In view that the SCR Offer Price is equal to the Adjusted NA per Nylex Share, we conclude that the Proposed SCR is **FAIR**.

It should also be noted that if the Proposed SCR is approved at the forthcoming EGM, the Entitled Shareholders will receive the SCR Offer Price (which is equal to the Adjusted NA per Share derived above) but will not be able to benefit from any potential future prospects of the EART Project, subject to the uncertainties mentioned above.

Conversely, if the Proposed SCR is not approved at the forthcoming EGM, the shareholders of the Company will continue to hold Nylex Shares and may be able to benefit from the future prospects of the EART Project (if Nylex were to win the bid for the EART Project).

Entitled Shareholders should note that if Nylex were to win the bid for the EART Project, this is expected to contribute positively to the future financial performance of the Company and increase its valuation. However, the Board and management of Nylex emphasise that they cannot reliably predict the outcome of the bid for the EART Project and by extension, the future financial performance as well as the valuation of the Company (based on the reasons set out above).

The Entitled Shareholders are advised to read the ensuing sections of this IAL for a comprehensive evaluation of the Proposed SCR and not solely rely on the valuation of Nylex Shares derived based on the asset-based valuation methodology when assessing the Proposed SCR.

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6. REASONABLENESS OF THE PROPOSED SCR

6.1 An opportunity for the Entitled Shareholders to realise their investment in the unlisted Nylex Shares

We have considered the rationale for the Proposed SCR as set out in Section 4, Part A of this Document.

The Proposed SCR provides an opportunity for the Entitled Shareholders to realise their holdings in the unlisted Nylex Shares at the SCR Offer Price. The Entitled Shareholders may not otherwise have the opportunity to realise and monetise their investment as there is no active market for the unlisted Nylex Shares since it was delisted from the Main Market of Bursa Securities on 11 March 2025.

6.2 No alternative offer and level of control

As at the LPD, save for the SCR Offer Letter, we noted that the Board has not received any alternative offer for the securities of Nylex or any other offer to acquire its assets and liabilities.

We further note that, with the Board's (save for the Interested Directors) acceptance of the SCR Offer Letter, Nylex has agreed and undertaken to the Non-Entitled Shareholders that, among others, Nylex shall not enter into any discussion, negotiation, agreement or arrangement with any other party with respect to the sale or merger of its business, assets and liabilities or any privatisation proposal involving Nylex at any time until the completion of the Proposed SCR without the Non-Entitled Shareholders' prior written consent, as part of the terms set out in the SCR Offer Letter.

In addition, we also note that Ancom and RDSB (being the Joint Offerors and the Non-Entitled Shareholders), collectively has the largest shareholding in Nylex with a 42.2% equity interest in Nylex as at the LPD.

In view of the collective equity interest of the Non-Entitled Shareholders in Nylex, they are able to have significant influence over the outcomes of all ordinary resolutions sought and block special resolutions at the shareholder meetings of the Company for which the Non-Entitled Shareholders are not required to abstain from voting.

6.3 MainStreet's view on the reasonableness of the Proposed SCR

Premised on our assessment as set out in Sections 6.1 and 6.2 of this IAL, we are of the view that the Proposed SCR is **REASONABLE**.

7. RATIONALE FOR THE PROPOSED SCR AND FUTURE PLANS FOR NYLEX AND ITS EMPLOYEES

7.1 Rationale for the Proposed SCR

We take note of the rationale for the Proposed SCR (as set out in Section 4 of Part A of this Document). This is summarised as follows:

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(i) Opportunity for the Entitled Shareholders to immediately realise their investment in Nylex

On 27 January 2022, Nylex was classified as an affected listed issuer after disposal of its entire business to Ancom (its holding company) on 26 January 2022, triggering Paragraph 8.03A(2) of the Main Market Listing Requirements of Bursa Securities, whereby Nylex has an insignificant business or operations after the disposal. On 11 March 2025, Nylex was delisted and removed from the official list of Bursa Securities following dismissal of Nylex's appeal for a further extension of time to submit its regularisation plan.

As Nylex is currently an unlisted public entity, the Entitled Shareholders may experience difficulties and limited opportunities in realising their investments in the Company as there is no active market for the Entitled Shareholders to trade in their unlisted securities in Nylex. Premised on the above, the Non-Entitled Shareholders are of the opinion that the Proposed SCR will provide the most appropriate avenue for the Entitled Shareholders to exit the Company and realise their investments in the unlisted securities of Nylex.

(ii) Return capital resources of Nylex to shareholders in a timely manner

Following the completion of the disposal of its business to Ancom, Nylex is now in a position where the Company holds capital in excess of its working capital needs and foreseeable financial obligations. The surplus capital is not required for the Company's current operational needs or strategic objectives.

The Proposed SCR represents a timely method to return surplus capital to shareholders by aiming to efficiently distribute excess cash to shareholders while minimising the unnecessary erosion of capital due to statutory and administrative expenses.

(iii) Greater flexibility in managing Nylex's business

Upon the successful implementation of the Proposed SCR, the Joint Offerors will be the remaining shareholders of Nylex which will provide the Joint Offerors with greater flexibility in the implementation of any business plans and/or operational changes which may otherwise require approvals from public shareholders and other regulatory approvals, moving forward. For information purposes, as at the LPD, Nylex has approximately 12,000 shareholders.

Our comments on the rationale for the Proposed SCR

We note that on 11 March 2025, Nylex was delisted and removed from the official list of Bursa Securities following dismissal of Nylex's appeal for a further extension of time to submit its regularisation plan. We also note that Nylex is now in a position where the Company holds capital in excess of its working capital needs and foreseeable financial obligations, where the surplus capital is not required for the Company's current operational needs or strategic objectives.

The Proposed SCR provides an exit opportunity to the Entitled Shareholders to realise their investment in the unlisted Nylex Shares at the SCR Offer Price in the immediate term. This is an opportunity which may not otherwise have been available to the Entitled Shareholders due to there being no active market for the Entitled Shareholders to trade their unlisted Nylex Shares.

7.2 Future plans for Nylex and its employees

We take note of the Joint Offerors' intention in respect of the future plans for Nylex after the completion of the Proposed SCR (as set out in Section 5 of Part A of this Document). This is summarised as follows:

(i) Continuation of Nylex's business

Since the completion of the disposal of Nylex's business to Ancom (its holding company) on 26 January 2022, Nylex's business activities have substantially reduced and have been involved mainly in trading activities.

The Joint Offerors intend to continue with the existing businesses and operations of Nylex and do not have any immediate plans and/or intention to liquidate the Company. However, the Joint Offerors may from time to time, undertake a review of the businesses and operations of the Company and make such arrangements, rationalisation and reorganisation as the Joint Offerors consider suitable and/or in the best interests of the Company;

(ii) Major changes to Nylex's business

On 21 March 2022, Nylex announced that it has entered into a HOA for the Johor LRT Project. However, as of 30 April 2025, the HOA has lapsed and ceased to have any further force or effect on the parties to the HOA.

Further, in March 2025, UKAS issued an RFP for the EART Project. In this regard, Nylex explored the formation of an unregistered and unincorporated consortium to undertake the EART Project and discussed on the details of the RFP, which was to be submitted to UKAS by 30 June 2025.

On 30 June 2025, Nylex together with 3 other parties (no new consortium has been formed at this juncture) have submitted a joint proposal in relation to the RFP to UKAS.

Save as disclosed above, the Joint Offerors do not have any immediate plans and/or intention to introduce or effect any major changes to the existing business of Nylex, dispose of any major assets or undertake any major redeployment of the fixed assets of Nylex upon the completion of the Proposed SCR, except where such changes, disposal and/or redeployment is necessary as to rationalise the business activities and/or direction of the Company or to improve the utilisation of resources, prospects and future growth of Nylex; and

(iii) Employees

The Joint Offerors do not have any immediate plans to dismiss or make redundant any of Nylex's existing employees by way of a retrenchment exercise as a direct consequence of the Proposed SCR. Nevertheless, it should be noted that some changes in staff employment and redeployment of staff may take place as a result of rationalisation and/or streamlining of business activities to further improve productivity and efficiency of the operations of the Company.

Notwithstanding the above, the Joint Offerors shall retain the flexibility to consider any options or explore any potential opportunities as they consider suitable and which are in the best interests of the Company that may present themselves. For the avoidance of doubt, such option or potential opportunities shall be in accordance with the future plans of the Joint Offerors as stated above.

Save as disclosed above, the Board (save for the Interested Directors) has also taken note that, as at the LPD, the Joint Offerors have no knowledge and have not entered into any negotiation, arrangement or understanding with any third party with regards to any significant change in the Company's business, assets or shareholding structure.

The Board (save for the Interested Directors) is of the view that the rationale for the Proposed SCR as set out in Section 4 of Part A of this Document and the intention of the Joint Offerors in respect of the future plans for the Company and its employees are in the best interest of the Company.

Our comments on the future plans for Nylex and its employees

Premised on the above, we are of the view that the business and management of Nylex will remain the same in all material aspects.

On 30 June 2025, Nylex together with 3 other parties (no new consortium has been formed at this juncture) have submitted a joint proposal in relation to the RFP to UKAS. Nonetheless, the Board and management of Nylex is uncertain whether Nylex together with the aforesaid parties will win the bid for the EART Project as there may be other competing bidders for the EART Project.

Further, there is no immediate plan and/or intention to dispose of any major assets of the Company, except where such change, disposal and/or redeployment is necessary as part of the process to rationalise the business activities and/or direction of the Company or to improve the utilisation of resources, prospects and future growth of the Company.

Save as disclosed above, we note that the Joint Offerors have not entered into any negotiation, arrangement or understanding with any third party with regards to any significant change in the Company's business, assets or shareholding structure as at the LPD.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The interests of Directors and major shareholders of Nylex and/or persons connected with them (together with their course of actions in relation to the Proposed SCR) are set out in Section 9 of Part A of this Document.

The Interested Directors have abstained and will continue to abstain from all deliberations and voting at the relevant Board meetings of Nylex in respect of the Proposed SCR and will also abstain from voting in respect of their direct and/or indirect shareholdings (if any) in Nylex on the Proposed SCR at the forthcoming EGM.

The Interested Directors have also undertaken that they will ensure that the persons connected with them (if any) will abstain from voting in respect of their direct and/or indirect shareholdings (if any) in Nylex on the Proposed SCR at the forthcoming EGM.

9. FURTHER INFORMATION

The Entitled Shareholders are advised to refer to the views and recommendation of the Board (save for the Interested Directors) as set out in Part A of this Document as well as the accompanying appendices and other relevant information as contained in this Document for further details in relation to the Proposed SCR.

10. CONCLUSION AND RECOMMENDATION

Before arriving at the decision to vote on the Proposed SCR at the forthcoming EGM, it is imperative that the shareholders of Nylex consider all relevant issues and implications raised in this IAL carefully, as well as those highlighted by the Board in its letter to shareholders of Nylex in relation to the Proposed SCR, as set out in Part A of this Document together with the accompany appendices.

Summarised below are the pertinent factors which you should carefully consider prior to making a decision whether to accept or reject the Proposed SCR:

Fairness

The SCR Offer Price:

- (i) represents a **discount** of 45.74% to the NA per Nylex Share as at 31 May 2025 (audited) of RM0.094; and
- (ii) is **equal** to the Adjusted NA per Nylex Share (which excludes the DTA) as at 31 May 2025 (audited) of RM0.051.

It should be noted that the DTA may only be realised when there is sufficient taxable income in the future against which the asset can be offset. We view the exclusion of the DTA from the NA to be reasonable, due to the reasons set out in Section 5.2 of this IAL.

As such, the use of the Adjusted NA for our fairness assessment is reasonable. In view that the SCR Offer Price is **equal** to the Adjusted NA per Nylex Share, we conclude that the Proposed SCR is **FAIR**.

Reasonableness

We are of the view that the Proposed SCR is **REASONABLE** in view that:

- (i) the Proposed SCR provides an opportunity for the Entitled Shareholders to realise their investment in the unlisted Nylex Shares since it was delisted from the Main Market of Bursa Securities on 11 March 2025. The Entitled Shareholders may not otherwise have the opportunity to realise their investment as there is no active market for the unlisted Nylex Shares.

It should also be noted that the SCR Offer Price is **equal** to the Adjusted NA per Nylex Share (which excludes the DTA) as at 31 May 2025 (audited) of RM0.051; and

- (ii) as at the LPD, save for the SCR Offer Letter, we noted that the Board has not received any alternative offer for the securities of Nylex or any other offer to acquire its assets and liabilities.

The Joint Offerors collectively has the largest shareholding in Nylex with a 42.2% equity interest in Nylex. Therefore, the Joint Offerors are able to have significant influence over the outcomes of all ordinary resolutions sought and block special resolutions at the shareholder meetings of the Company for which the Non-Entitled Shareholders are not required to abstain from voting.

Premised on the above and our evaluation of the Proposed SCR, we are of the opinion that, on the basis of the information available to us, the Proposed SCR is **FAIR AND REASONABLE**.

Accordingly, we recommend that the Entitled Shareholders **VOTE IN FAVOUR** of the Proposed SCR at the forthcoming EGM.

Yours faithfully,
For and on behalf of
MAINSTREET ADVISERS SDN BHD

LAI SWEE SIM
Managing Director

TAN VEE HAN
Head, Corporate Finance

ATTACHMENT I – FURTHER INFORMATION

1. DISCLOSURE OF INTERESTS AND DEALINGS IN SECURITIES

There were no dealings made by Nylex, the directors of Nylex and the persons with whom Nylex or any persons acting in concert, from 6 June 2025 (being the date of the SCR Offer Letter) up to the LPD, which requires disclosure in accordance with paragraph 19.05 of the Rules.

Nylex, the directors of Nylex and the persons with whom Nylex or any persons acting in concert will ensure that all disclosure of dealings requirements will be complied with in accordance with paragraph 19.05 of the Rules up to the Effective Date.

1.1 By Nylex**(i) Disclosure of interests in the Joint Offerors**

Nylex does not have any interest, whether direct or indirect, in any voting shares and/or convertible securities of the Joint Offerors as at the LPD.

(ii) Dealings in the voting shares and convertible securities of the Joint Offerors

Nylex has not dealt, whether directly or indirectly, in any voting shares and/or convertible securities of the Joint Offerors during the period commencing 6 months prior to 6 June 2025 (being the date of the SCR Offer Letter) and up to the LPD.

(iii) Dealings in Nylex Shares

Nylex has not dealt, whether directly or indirectly, in any of its own voting shares during the period commencing 6 months prior to 6 June 2025 (being the date of the SCR Offer Letter) and up to the LPD.

1.2 By the Directors of Nylex**(i) Disclosure of interests in the Joint Offerors**

Save as disclosed below, as at the LPD, none of the directors of Nylex have any interest, whether direct or indirect, in any voting shares and/or convertible securities of the Joint Offerors:

Name	Direct		Indirect	
	No. of Ancom shares	% ⁽¹⁾	No. of Ancom shares	% ⁽¹⁾
Dato' Siew Ka Wei	152,200,731	13.89	25,575,979 ⁽²⁾	2.33

Notes:

(1) Calculated based on the total number of 1,095,877,694 issued ordinary shares in Ancom (excluding 76,276,039 treasury shares) as at the LPD.

(2) Deemed interested by virtue of his interest held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

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ATTACHMENT I – FURTHER INFORMATION (CONT'D)

(ii) Disclosure of dealings in securities of the Joint Offerors

Save as disclosed below, none of the directors of Nylex have dealt, whether directly or indirectly, in any voting shares and/or convertible securities of the Joint Offerors during the period commencing 6 months prior to 6 June 2025 (being the date of the SCR Offer Letter) and up to the LPD:

On 25 June 2025, Dato' Siew Ka Wei had disposed of 1,350,000 ordinary shares in Ancom (representing 0.13% of the issued share capital of Ancom) via a direct business transaction for a consideration amount of RM1,215,000.

(iii) Disclosure of interests in Nylex

Save as disclosed below, as at the LPD, none of the directors of Nylex have any interest, whether direct or indirect, in Nylex:

Name	Direct		Indirect	
	No. of Nylex Shares	% ⁽¹⁾	No. of Nylex Shares	% ⁽¹⁾
Dato' Siew Ka Wei	224,192	0.12	258,244 ⁽²⁾	0.14

Notes:

(1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(2) Deemed interested by virtue of his interest held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

(iv) Disclosure of dealings in Nylex Shares

The directors of Nylex have not dealt, whether directly or indirectly, in any voting shares of Nylex during the period commencing 6 months prior to 6 June 2025 (being the date of the SCR Offer Letter) and up to the LPD.

1.3 By the persons with whom Nylex or any persons acting in concert with it has any arrangement over Nylex Shares

As at the LPD, there is no person with whom Nylex or any persons acting in concert with it has entered into any arrangement, including any arrangement involving rights over Nylex Shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to Nylex Shares which may be an inducement to deal or to refrain from dealing.

1.4 By the persons with whom Nylex or any persons acting in concert with it has borrowed or lent

As at the LPD, there is no person with whom Nylex or any persons acting in concert with it has borrowed or lent any voting shares in Nylex.

1.5 By MainStreet**(i) Disclosure of interests in Nylex**

MainStreet does not have any interest, whether directly or indirectly, in any voting shares of Nylex as at the LPD.

(ii) Disclosure of dealings in Nylex Shares

MainStreet has not dealt, whether directly or indirectly, in any of the voting shares of Nylex during the period commencing 6 months prior to 6 June 2025 (being the date of the SCR Offer Letter) and up to the LPD.

MainStreet confirms that it is in compliance with paragraphs 19.04 and 19.05 of the Rules and will ensure continuous compliance with the aforesaid provisions up to the Effective Date.

2. SERVICE CONTRACTS

As at the LPD, Nylex does not have any service contracts with any of its directors or proposed directors, which have been entered into or amended within 6 months before 6 June 2025 (being the date of the SCR Offer Letter) or which are fixed term contracts with more than 12 months to run.

For the purpose of this section, the term “service contracts” excludes those expiring or determinable by Nylex without payment of compensation within 12 months from the date of this IAL.

3. ARRANGEMENT AFFECTING DIRECTORS

As at the LPD, there is no:

- (i) payment or other benefit which will be made or given to any director of Nylex as compensation for loss of office or otherwise in connection with the Proposed SCR;
- (ii) agreement or arrangement between any director of Nylex and any other person which is conditional on or dependent upon the outcome of the Proposed SCR or otherwise connected with the outcome of the Proposed SCR; and
- (iii) material contract entered into by the Joint Offerors in which any director of Nylex has a material personal interest.

4. SHARE CAPITAL

Nylex has an issued share capital of RM30,855,176 comprising 179,787,212 Nylex Shares as at the LPD. There is only one class of shares in Nylex i.e., Nylex Shares.

All the Nylex Shares rank equally in terms of voting rights and entitlements to any dividends, rights, allotments and/or distributions (including any capital distributions) which may be declared, made or paid to shareholders.

Since the end of FYE 31 May 2022 and up to the LPD, there has been no change in the share capital of Nylex.

5. DIRECTORS' INTENTION TO VOTE

The Interested Directors have abstained and will continue to abstain from all deliberations and voting at the relevant Board meetings pertaining to the Proposed SCR and will abstain from voting in respect of their direct and/or indirect shareholdings in Nylex, on the Special Resolution to be tabled at the forthcoming EGM.

SCR OFFER LETTER

ANCOM NYLEX BERHAD

Registration No.: 196901000122 (8440-M)

RHODEMARK DEVELOPMENT SDN. BHD.

Registration No.: 1999010006086 (480986-V)

Registered Office:

Level 13, Menara 1 Sentrum,
201, Jalan Tun Sambanthan,
Brickfields,
50470 Kuala Lumpur.

6 June 2025

The Board of Directors
NYLEX (MALAYSIA) BERHAD
Unit C508 Block C
Kelana Square
Jalan SS7/26
Kelana Jaya
47301 Petaling Jaya


NYLEX (MALAYSIA) BERHAD
Reg. No.: 197001000148 (9378-T)

6 JUN 2025

5.20 pm

Dear Sirs,

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF NYLEX (MALAYSIA) BERHAD ("NYLEX" OR THE "COMPANY") PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("ACT")

1. INTRODUCTION

- 1.1 Following the delisting of Nylex from the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") on 11 March 2025, we, Ancom Nylex Berhad ("**Ancom**") and Rhodemark Development Sdn. Bhd. ("**RDSB**"), being the major shareholders of Nylex (collectively, the "**Joint Offerors**"), hereby notify you of our intention to request Nylex to undertake a selective capital reduction and repayment exercise pursuant to Section 116 of the Act ("**Proposed SCR**") which will increase the percentage of the shareholdings of the Joint Offerors proportionately, resulting in the Joint Offerors holding the entire share capital of Nylex upon completion of the Proposed SCR.
- 1.2 In this regard, we wish to propose and request that Nylex, upon deliberation by the Board of Directors of Nylex ("**Board**"), save for Dato' Siew Ka Wei ("**Dato' Siew**") and Datuk Anuar Bin Ahmad ("**Datuk Anuar**") (collectively the "**Interested Directors**"), table the Proposed SCR to all the shareholders of the Company (other than the Joint Offerors) for their consideration and approval.
- 1.3 The salient terms of the Proposed SCR are set out in the ensuing sections of this Letter.

2. DETAILS OF THE PROPOSED SCR

- 2.1 The Proposed SCR will involve Nylex undertaking a selective capital reduction and a corresponding capital repayment pursuant to Section 116 of the Act, in respect of the ordinary shares in Nylex ("**Nylex Shares**" or "**Shares**") held by all the shareholders of Nylex (other than the Joint Offerors ("**Non-Entitled Shareholders**")) whose names appear in the Record of Depositors of Nylex as at the close of business on an entitlement date to be determined and announced later by the Board ("**Entitlement Date**") ("**Entitled Shareholders**").
- 2.2 The Entitled Shareholders will receive a cash amount of **RM0.051** for each Nylex Share ("**SCR Offer Price**") held by them on the Entitlement Date. For the avoidance of doubt, the Joint Offerors will not be entitled to the capital repayment pursuant to the Proposed SCR.

SCR OFFER LETTER (CONT'D)

- 2.3 As at 30 May 2025, being the latest practicable date prior to the date of this Letter ("LPD"), the issued share capital of Nylex is RM30,855,176 comprising 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares).
- 2.4 As at the LPD, we hold 75,893,456 Nylex Shares, representing approximately 42.21% of the issued share capital of Nylex (excluding 14,550,648 treasury shares), the details of which are as follows:

	Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
<u>Joint Offerors / Non-Entitled Shareholders</u>				
Ancom	23,507,921	13.07	52,385,535 ⁽²⁾	29.14
RDSB	52,385,535	29.14	-	-
	75,893,456	42.21		
<u>Entitled Shareholders</u>				
The following Entitled Shareholders who are persons acting in concert with the Joint Offerors ("PACs"):				
• Dato' Siew	224,192	0.12	258,244 ⁽³⁾	0.14
• Datin Siew Ka Mun @ Young Ka Mun	71,497	0.04	-	-
• Siew Ka Kheong	93,373	0.05	-	-
• Quek Lay Kheng	80,035	0.04	-	-
• Siew Yuen Tuck	13,339	0.01	-	-
• Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	100,000	0.06	-	-
• Low Huoi Seong	2,365	*	-	-
• Rizainal Bin Mustaffa	250	*	-	-
• Asmariah Binti Ismail	175	*	-	-
	585,226	0.33		
Public shareholders	103,308,530	57.46	-	-
Total	179,787,212	100.00	-	-

Notes:

* Less than 0.01%.

(1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(2) Deemed interested by virtue of its shareholdings in RDSB pursuant to Section 8(4) of the Act.

(3) Deemed interested by virtue of his interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

- 2.5 The PACs who collectively hold 585,226 Nylex Shares as at the LPD, representing approximately 0.33% of the issued share capital of Nylex, will participate in the Proposed SCR as Entitled Shareholders, after taking into consideration the following:
- (i) the intention to consolidate the ownership of Nylex under Ancom and RDSB; and

SCR OFFER LETTER (CONT'D)

- (ii) the consolidation does not confer any unfair advantage to the PACs, as the PACs will receive identical treatment to all the other Entitled Shareholders, should the Special Resolution referred to in Section 7.1 be passed at the forthcoming extraordinary general meeting ("EGM") of Nylex.

Notwithstanding that the PACs will be Entitled Shareholders, the PACs will abstain from voting on matters relating to the Proposed SCR via the Special Resolution at the forthcoming EGM of Nylex.

- 2.6 As such, the Entitled Shareholders (including the PACs) who collectively hold 103,893,756 Nylex Shares as at the LPD, representing approximately 57.79% of the issued share capital of Nylex (excluding 14,550,648 treasury shares), will receive a total capital repayment of approximately RM5.30 million, representing a cash payment of RM0.051 for each Nylex Share held by them on the Entitlement Date. Details on the basis of determining the SCR Offer Price are set out in Section 3.1 of this letter.

Premised on the above, the Proposed SCR will result in the reduction of the issued share capital of Nylex (excluding all the treasury shares) by approximately RM5.30 million.

- 2.7 Upon completion of the Proposed SCR ("**Completion**"), we will collectively hold 75,893,456 Nylex Shares, representing the entire equity interest in Nylex (excluding all the treasury shares). For the avoidance of doubt, the treasury shares held by Nylex will not be cancelled upon Completion.
- 2.8 Ancom is a public company listed on the Main Market of Bursa Securities, and RDSB is a wholly-owned subsidiary of Ancom.

3. SCR OFFER PRICE

- 3.1 The SCR Offer Price of RM0.051 was arrived after taking into consideration, among others, the net assets of Nylex (excluding its deferred tax assets), based on the unaudited financial statements of Nylex as at 28 February 2025, and the cash and bank balances of Nylex available for repayment to shareholders.

Details of the computation are as follows:

	<u>Amount (RM'000)</u>
Net assets of Nylex as at 28 February 2025	16,962
<u>Less:-</u>	
Deferred tax assets	(7,785)
Total valuation	<u>9,177</u>
Value per share (RM) ⁽¹⁾	0.051
Total cash payment to Entitled Shareholders (RM'000) ⁽²⁾	5,299

Notes:

- (1) Calculated based on the total valuation of RM9.18 million divided by the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.
- (2) Calculated based on the value per share of RM0.051 multiplied by the number of Nylex Shares held by the Entitled Shareholders of 103,893,756 Nylex Shares.
- 3.2 The Proposed SCR is expected to be funded via the internal funds of Nylex.

SCR OFFER LETTER (CONT'D)

4. RATIONALE FOR THE PROPOSED SCR

The rationale for the Proposed SCR is as follows:

(i) Opportunity for the Entitled Shareholders to immediately realise their investment in Nylex

On 27 January 2022, Nylex was classified as an affected listed issuer after disposal of its entire business to its holding company, Ancom, triggering Paragraph 8.03A(2) of the Main Market Listing Requirements of Bursa Securities, whereby Nylex has an insignificant business or operations after the disposal. On 11 March 2025, Nylex was delisted and removed from the official list of Bursa Securities following dismissal of Nylex's appeal for a further extension of time to submit its regularisation plan.

As Nylex is presently an unlisted public entity, the Entitled Shareholders may experience difficulties and limited opportunities in realising their investments in the Company as there is no formal market i.e. Main Market of Bursa Securities, for the Entitled Shareholders to trade in their unlisted securities in Nylex. Premised on the above, the Non-Entitled Shareholders are of the opinion that the Proposed SCR will provide the most appropriate avenue for the Entitled Shareholders to exit the Company and realise their investments in the unlisted securities of Nylex.

(ii) Return capital resources of Nylex to shareholders in a timely manner

Following the completion of the disposal of its business to Ancom, the Company is now in a position where it holds capital in excess of its working capital needs and foreseeable financial obligations. The surplus capital is not required for the Company's current operational needs or strategic objectives.

The Proposed SCR represents a timely method to return surplus capital to shareholders by aiming to efficiently distribute excess cash to shareholders while minimising the unnecessary erosion of capital due to statutory and administrative expenses.

(iii) Greater flexibility in managing Nylex's business

Upon the successful implementation of the Proposed SCR, the Joint Offerors will be the remaining shareholders of the Company which will provide the Joint Offerors with greater flexibility in the implementation of any business plans and / or operational changes which may otherwise require approvals from public shareholders and other regulatory approvals, moving forward. For information, as at the LPD, the Company has in total 12,145 shareholders.

5. DISTRIBUTION

Should Nylex declare, make and/or pay any dividend and/or distribution of any other nature whatsoever (collectively, the "**Distribution**") after the date of this Letter up to the Entitlement Date, the SCR Offer Price will be reduced by an amount equivalent to the net Distribution made per Nylex Share.

SCR OFFER LETTER (CONT'D)

6. COVENANTS

- 6.1 From the date of your acceptance of the terms of this Letter until Completion or the earlier termination/abortion of the Proposed SCR, Nylex shall agree with and undertake to us that:
- (i) Nylex will not conduct any capital or fund-raising exercise, whether in the form of debt or equity and will not grant any option over any Nylex Share or issue any new Nylex Share;
 - (ii) Nylex will not:
 - (a) enter into any material commitment or material contract; or
 - (b) undertake any obligation to acquire or dispose of any of its assets or create a security interest over any of its assets,
 outside the ordinary course of its business;
 - (iii) Nylex will not pass any resolution in general meeting (other than in respect of any usual business tabled in an annual general meeting and the Proposed SCR) or make any alteration to the provisions of the Constitution of Nylex to effect any of the matters set out in items (i) or (ii) above;
 - (iv) Nylex shall not acquire or resell any of its own Shares pursuant to its share buy-back mandate, and
 - (v) Nylex will not do or cause, or allow to be done or omitted, any act or thing which would result (or be likely to result) in a breach of any lawful or contracted obligation of Nylex, without our prior written consent.
- 6.2 In addition, from the date of your acceptance of the terms of this Letter until Completion or the earlier termination/abortion of the Proposed SCR, Nylex shall not enter into any discussion, negotiation, agreement or arrangement with any other party with respect to the sale or merger of its business, assets and liabilities or any privatisation proposal involving Nylex without our prior written consent.

7. CONDITIONALITY AND APPROVALS REQUIRED FOR THE PROPOSED SCR

- 7.1 The Proposed SCR is subject to and conditional upon the following being obtained:
- (i) approval of the Entitled Shareholders (save for the PACs who will abstain themselves from deliberations and voting on matters relating to the Proposed SCR) ("**Non-Interested Entitled Shareholders**") for the Proposed SCR via a special resolution to be tabled at an EGM to be convened by Nylex ("**Special Resolution**") which:
 - (a) must be approved by a majority in number of the Non-Interested Entitled Shareholders and at least 75% in value to the votes attached to the disinterested shares of Nylex that are cast either in person or by proxy at the EGM; and
 - (b) the value of the votes cast against the Special Resolution at the EGM must not be more than 10% of the votes attaching to all disinterested shares of the total voting shares of Nylex;
 - (ii) grant of an order by the High Court of Malaya confirming the reduction of the issued share capital of Nylex pursuant to Section 116 of the Act ("**High Court Order**");

SCR OFFER LETTER (CONT'D)

- (iii) approval and/or consent of the existing financiers and/or creditors of Nylex, if required; and
- (iv) approval, waiver and/or consent of any other relevant authority or party, if required.

7.2 The Proposed SCR will become effective upon lodgement of an office copy of the High Court Order with the Registrar of Companies pursuant to Section 116(6) of the Act ("**Effective Date**"). It is contemplated that the payment of the SCR Offer Price to the Entitled Shareholders will be made as soon as practicable following the Effective Date, but in any event no later than 10 days from the Effective Date.

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVES AND/OR PERSONS CONNECTED WITH THEM

8.1 Save for the Interested Directors as disclosed below, to the best of our knowledge, there is no other director of Nylex who has any interest, directly or indirectly, in the Proposed SCR:

- (i) Dato' Siew is the Group Managing Director and is one of the Entitled Shareholders of the Company holding 224,192 Nylex Shares. He is also the Executive Vice Chairman and major shareholder of Ancom as well as a director of RDSB; and
- (ii) Datuk Anuar is the Independent Non-Executive Chairman of the Company. He is also the Independent Non-Executive Chairman of Ancom.

8.2 Accordingly, the Interested Directors will abstain from all deliberations and voting on the Proposed SCR at the relevant Board meetings. Dato' Siew will also abstain from voting in respect of his direct interests in the Company on the Special Resolution. The Interested Directors will also ensure that persons connected with them will abstain from voting in respect of their direct interests in the Company on the Special Resolution.

9. OTHER MATTERS

In view that the Proposed SCR is to be undertaken at our proposal and request, we wish to confirm that as at the date of this Letter:

- (i) we and our PACs have not received any irrevocable undertaking from any Entitled Shareholder to vote in favour of the Special Resolution;
- (ii) we and our PACs have not entered into or been granted with any option to acquire any of the Nylex Shares; and
- (iii) there is no existing or proposed agreement, arrangement or understanding in relation to Nylex Shares between us or our PACs and any of the Entitled Shareholders.

10. GOVERNING LAW AND JURISDICTION

The Proposed SCR and any agreement constituted by your acceptance of this Letter shall be governed by the laws of Malaysia and each party will submit to the non-exclusive jurisdiction of the courts of Malaysia.

SCR OFFER LETTER (CONT'D)**11. ACCEPTANCE PERIOD**

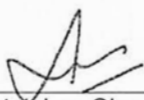
If the Board (save for the Interested Directors) is agreeable to table and recommend the Proposed SCR to the Non-Interested Entitled Shareholders for their consideration and decision upon the terms envisaged in this Letter, please execute the duplicate of this Letter at the place indicated, and return the same to us so as to be received by us no later than 5:00 p.m. on 4 July 2025 (or such other date as may be extended by us in writing) after which the proposal in this Letter shall lapse.

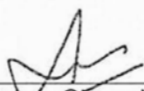
We trust the above is sufficient for the Board's kind consideration and deliberation and look forward to your favourable reply. Pursuant to the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia, kindly make the necessary announcement(s) to the shareholders of the Company of our proposal and request for Nylex to undertake the Proposed SCR.

Yours faithfully,
For and on behalf of

ANCOM NYLEX BERHAD

RHODEMARK DEVELOPMENT SDN. BHD.


 Name : Datuk Lee Cheun Wei
 Designation : Managing Director / Group
 : Chief Executive Officer


 Name : Datuk Lee Cheun Wei
 Designation : Director

SCR OFFER LETTER (CONT'D)

TO : ANCOM NYLEX BERHAD
RHODEMARK DEVELOPMENT SDN. BHD.

**PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF NYLEX
(MALAYSIA) BERHAD PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016**

We, Nylex (Malaysia) Berhad, hereby agree to and accept the terms of your letter dated 6 June 2025 as set out above.

Yours faithfully,
For and on behalf of
NYLEX (MALAYSIA) BERHAD



Name : Datin Joanne Marie Lopez
Designation : Director²⁰²⁵

23 JUN 2025

NYLEX (MALAYSIA) BERHAD
Reg. No.: 197001000148 (9378-T)

INFORMATION ON THE JOINT OFFERORS – ANCOM

A. ANCOM**1. HISTORY AND PRINCIPAL ACTIVITIES**

Ancom was incorporated in Malaysia in 1969 under the Companies Act, 1965 under the name Ansul (Malaysia) Sdn. Bhd. and is deemed registered under the Act. It changed its name to Ancom Sdn Bhd on 15 May 1973. Ancom was converted into a public company and assumed the name Ancom Berhad on 9 September 1989 and was listed on the Main Board of the Kuala Lumpur Stock Exchange (now known as Main Market of Bursa Securities) on 29 March 1990. On 5 April 2022, Ancom assumed its present name, Ancom Nylex Berhad following the completion of Ancom's acquisition of Nylex's entire business including all the assets and liabilities of Nylex on 26 January 2022.

The principal activity of Ancom is investment holding. The principal activities of Ancom's subsidiaries, associated companies and joint venture companies are set out in Section 5 of this Appendix II(A).

2. SHARE CAPITAL**2.1 Issued share capital**

The issued share capital of Ancom as at the LPD is as follows:

	<u>No. of shares</u>	<u>RM</u>
Ordinary shares ⁽¹⁾	1,095,877,694	523,780,767

Note:

(1) Excluding 76,276,039 treasury shares held by Ancom as at the LPD.

2.2 Convertible securities

As at the LPD, Ancom has 23,777,213 outstanding Warrants B which are exercisable into new Ancom shares at an exercise price of RM0.28. Save for the Warrants B, Ancom does not have any other convertible securities.

3. SUBSTANTIAL SHAREHOLDERS

As at the LPD, the substantial shareholders of Ancom and their respective shareholdings in Ancom are as follows:

<u>Name</u>	<u>Direct</u>		<u>Indirect</u>	
	<u>No. of shares</u>	<u>(1) %</u>	<u>No. of shares</u>	<u>(1) %</u>
DSKW	152,200,731	13.89	25,575,979	(2) 2.33
Datuk Lee Cheun Wei	108,151,529	9.87	26,730,937	(3) 2.44
Helm AG	179,218,945	16.35	-	-
Stephan Schnabel	-	-	179,218,945	(4) 16.35

Notes:

(1) Calculated based on the total number of 1,095,877,694 issued ordinary shares in Ancom (excluding 76,276,039 treasury shares) as at the LPD.

(2) Deemed interested by virtue of interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

(3) *Deemed interested by virtue of his interest in QuantumVerse Sdn Bhd.*

(4) *Deems interested by virtue of his interest in Helm AG.*

4. DIRECTORS

As at the LPD, the Directors of Ancom are as follows:

Name	Nationality	Designation	Address
Datuk Anuar Bin Ahmad	Malaysian	Independent Non-Executive Chairman	No. 19, Jalan Tiang Seri U8/73D, Bukit Jelutong, 40150 Shah Alam, Selangor
DSKW	Malaysian	Executive Vice Chairman	No. 3, Lorong Nusa 2, Taman Duta, 50480 Kuala Lumpur
Datuk Lee Cheun Wei	Malaysian	Managing Director / Group Chief Executive Officer	40, Jalan Burung Takur, Taman Bukit Maluri, Kepong, 52100, Kuala Lumpur
Datuk Dr Abd Hapiz Bin Abdullah	Malaysian	Independent Non-Executive Director	24, Jalan Serunai 2, Taman Klang Jaya, 41200 Klang, Selangor
Maliki Kamal Bin Mohd Yasin	Malaysian	Independent Non-Executive Director	15, Jalan Cassia P12/4, Presint 12, 62000 Putrajaya, W.P. Putrajaya
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	Malaysian	Independent Non-Executive Director	No. 25, Jalan Mendapan 8/21, Seksyen 8, 40000 Shah Alam, Selangor
Christina Foo	Malaysian	Independent Non-Executive Director	B-22-7, Residensi Sentral 8, Jalan Stesen Sentral 2, 50470 Kuala Lumpur
Stephan Schnabel	German	Non-Independent Non-Executive Director	Stockkamp 3, 22607 Hamburg, Germany
Kew Hui Chin	Singaporean	Non-Independent Non-Executive Director	3, Ridgewood Close, #10-03 276694 Singapore
Dato' Seri Dr Awang Adek Bin Hussin	Malaysian	Independent Non-Executive Director	No. 1, Jalan Titian U8/41A, Bukit Jelutong, 40150 Shah Alam, Selangor
Siew Ka Kheong	Malaysian	Alternate Director to DSKW	Apartment B-11-2, Binjai Residency, 1, Lorong Binjai, 50450 Kuala Lumpur

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

The Directors' respective shareholdings in Ancom as at the LPD are set out below:

Name	Direct		Indirect	
	No. of shares	(1) %	No. of shares	(1) %
Datuk Anuar Bin Ahmad	-	-	-	-
DSKW	152,200,731	13.89	25,575,979	⁽²⁾ 2.33
Datuk Lee Cheun Wei	108,151,529	9.87	26,730,937	⁽³⁾ 2.44
Datuk Dr Abd Hapiz Bin Abdullah	-	-	-	-
Maliki Kamal Bin Mohd Yasin	-	-	-	-
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	-	-	-	-
Christina Foo	-	-	-	-
Stephan Schnabel	-	-	179,218,945	⁽⁴⁾ 16.35
Kew Hui Chin	-	-	-	-
Dato' Seri Dr Awang Adek Bin Hussin	-	-	-	-
Siew Ka Kheong	16,545,913	1.51	5,998,797	⁽⁵⁾ 0.55

Notes:

- (1) Calculated based on the total number of 1,095,877,694 issued ordinary shares in Ancom (excluding 76,276,039 treasury shares) as at the LPD.
- (2) Deemed interested by virtue of interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.
- (3) Deemed interested by virtue of his interest in QuantumVerse Sdn Bhd.
- (4) Deemed interested by virtue of his interest in Helm AG.
- (5) Deemed interested by virtue of interest held through Quek Lay Kheng.

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INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

5. SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES**5.1 Subsidiaries**

As at the LPD, the subsidiaries of Ancom are as follows:

Name	Country of incorporation	Effective equity interest (%)	Principal activities
<u>Direct subsidiaries</u>			
Ancom Properties Sdn. Bhd.	Malaysia	100.0	Investment holding
RDSB	Malaysia	100.0	Investment holding
Ancom Agrichemical Sdn. Bhd.	Malaysia	100.0	Investment holding
Ancom Healthcare Sdn. Bhd. (formerly known as Wandeerfull Industries Sdn. Bhd.)	Malaysia	100.0	Property holding
Nylex Holdings Sdn. Bhd.	Malaysia	100.0	Investment holding and manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting and other polymer products, including geotextiles and prefabricated sub-soil drainage system
ATG Nexus Sdn. Bhd.	Malaysia	97.3	Development of IT systems and providing IT related consultancy services
Ancom Truelife Sdn. Bhd.	Malaysia	75.0	Sale and trading of healthcare products
Ancom Components Sdn. Bhd.	Malaysia	81.5	Manufacturing and marketing of low voltage switchgear
Redberry Sdn. Bhd.	Malaysia	100.0	Investment holding
Redberry Holdings Sdn. Bhd.	Malaysia	100.0	Investment holding
Ancom Management Services Sdn. Bhd.	Malaysia	100.0	Provision of management services
Synergy Tanker Sdn. Bhd.	Malaysia	100.0	Investment holding
Ancom Power Solutions Sdn. Bhd.	Malaysia	100.0	Dormant
ATG Avionix Sdn. Bhd.	Malaysia	100.0	Development of IT systems and providing IT related consultancy services

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

Name	Country of incorporation	Effective equity interest (%)	Principal activities
<u>Indirect subsidiaries</u>			
Ancom Crop Care Sdn. Bhd.	Malaysia	100.0	Manufacture and marketing of agricultural chemical products
Ancom Bioscience Sdn. Bhd.	Malaysia	100.0	Trading of agricultural chemical products
Polytensides Sdn. Bhd.	Malaysia	100.0	Manufacture and sale of agricultural chemical products
Ancom Energy & Services Sdn. Bhd.	Malaysia	100.0	Marketing of low voltage switchgear
Timber Preservatives Sdn. Bhd.	Malaysia	100.0	Manufacture and distribution of timber and preservatives related chemical products
Timber Preservatives Industries Sdn. Bhd.	Malaysia	100.0	Manufacture and distribution of timber and preservatives related chemical products
Kemcom Sdn. Bhd.	Malaysia	100.0	Manufacture and sale of wood preservatives
Ancom Nutrifooods Sdn. Bhd.	Malaysia	100.0	Growing of banana and durian, general trading and investment holding
Shennong Animal Health (Malaysia) Sdn. Bhd.	Malaysia	80.0	Manufacture of chemical and animal health products
Vemedim Sdn. Bhd.	Malaysia	80.0	Trading of chemical and animal health products
Ancom do Brasil Ltda	Brazil	99.9	Dormant. Holder of licenses for certain agricultural chemical products
Ancom Australia Pty. Ltd.	Australia	100.0	Dormant. Holder of licenses for certain agricultural chemical products
Malancom Agrochemicals (Pte) Limited	South Africa	100.0	Dormant. Holder of licenses for certain agricultural chemical products
ChemResources China (Agencies) Limited	Hong Kong	100.0	Trading of chemical products
Decom Limited	Hong Kong	100.0	Trading of chemical products
Entopest Environmental Services Sdn. Bhd.	Malaysia	90.0	Provision of pest control, hygiene and sanitation services
Entopest Environmental Services (PG) Sdn. Bhd.	Malaysia	81.0	Provision of pest control, hygiene and sanitation services

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

Name	Country of incorporation	Effective equity interest (%)	Principal activities
PT Entopest Environmental Services	Indonesia	60.3	Dormant
Airefresh Industries (M) Sdn. Bhd.	Malaysia	18.0	Manufacture, distribution, merchandise and sale of air fresh products
Airefresh Marketing Sdn. Bhd.	Malaysia	72.0	General trading
Common Feed Sdn. Bhd.	Malaysia	100.0	Trading of animal feed products
Vanguard Express Sdn. Bhd.	Malaysia	100.0	Freight and logistics services
H.J. Unkel Chemicals Sdn. Bhd.	Malaysia	70.0	Trading of industrial chemical products
Novelty Chemicals Sdn. Bhd.	Malaysia	70.0	Trading of industrial chemical products
Redberry Media Sdn. Bhd.	Malaysia	46.6	Provision of media related services
Redberry Solutions Sdn. Bhd.	Malaysia	51.0	Dormant
Wheel Sport Management Sdn. Bhd.	Malaysia	77.0	Promoters and organizer of motor sports and to buy, sell and deal in all kinds of motors
Redberry Contact Center Sdn. Bhd.	Malaysia	100.0	Providing call centre services
Digital Showcase Sdn. Bhd.	Malaysia	95.0	Investment holding
Redberry Animation Sdn. Bhd.	Malaysia	51.0	Dormant
Redberry Advertising Sdn. Bhd.	Malaysia	95.0	Provision of digital advertising
Twinstar Synergy Sdn. Bhd.	Malaysia	100.0	Printing of newspapers, journals, magazines, books and other literary works
Redberry Retail Sdn. Bhd.	Malaysia	70.0	Provision of digital advertising
Ten Plus Resources Sdn. Bhd.	Malaysia	85.5	Dormant
Redberry Cinema and Digital Sdn. Bhd.	Malaysia	95.0	Provision of digital and cinema advertising

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

Name	Country of incorporation	Effective equity interest (%)	Principal activities
Nylex	Malaysia	42.2	<u>Present</u> Trading activities
			<u>Past</u> Investment holding and manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting and other polymer products, including geotextiles and prefabricated sub-soil drainage system and property development
Nylex Polymer Marketing Sdn. Bhd.	Malaysia	100.0	Marketing of polyurethane and polyvinyl chloride synthetic leather, films and sheets, geosynthetic and general trading
PT Nylex Indonesia	Indonesia	100.0	Manufacture, marketing and distribution of polyvinyl chloride and polyurethane leathercloth
Perusahaan Kimia Gemilang Sdn. Bhd.	Malaysia	100.0	Trading in petrochemicals and industrial chemicals
Fermpro Sdn. Bhd.	Malaysia	100.0	Manufacture and marketing of ethanol, carbon dioxide and other related chemical products
Kumpulan Kesuma Sdn. Bhd.	Malaysia	100.0	Manufacture and marketing of sealants and adhesive products
Wedon Sdn. Bhd.	Malaysia	100.0	Marketing of sealants and adhesive products
Speciality Phosphates (Malaysia) Sdn. Bhd.	Malaysia	51.0	Manufacture and sale of chemicals
Nycon Manufacturing Sdn. Bhd.	Malaysia	100.0	Dormant
Dynamic Chemical Pte. Ltd.	Singapore	100.0	Blending, trading and distribution of industrial chemicals
ALB Marine Sdn. Bhd.	Malaysia	100.0	Carrying out business of ship owning, ship management and charter hire of tanker
Ancom Kimia Sdn. Bhd.	Malaysia	60.0	Distribution of petrochemicals and industrial chemicals
CKG Chemicals Pte. Ltd.	Singapore	100.0	Trading and distribution of industrial chemicals and gasoline blending components
Nylex Specialty Chemicals Sdn. Bhd.	Malaysia	100.0	Manufacture and sale of phosphoric acid
Perusahaan Kimia Gemilang (Vietnam) Company Ltd.	Vietnam	100.0	Building tank farms and other facilities for the storage of industrial chemicals, importation and distribution of industrial chemicals

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

Name	Country of incorporation	Effective equity interest (%)	Principal activities
PT PKG Lautan Indonesia	Indonesia	100.0	Importation and distribution of industrial chemicals
One Chem Terminal Sdn. Bhd.	Malaysia	51.0	Operate, lease and manage chemical tank farm and warehouse
Colorex Sdn. Bhd.	Malaysia	70.0	Blending and trading of chemicals, colours and related products
Ancom Berhad Logistics	Malaysia	34.0	Investment holding
Synergy Sdn. Bhd. Trans-Link	Malaysia	34.0	Investment holding
Ancom Nylex Terminals Sdn. Bhd.	Malaysia	66.3	Build, own, operate, lease and manage chemical tank farm and warehouse
Pengangkutan Cogent Sdn. Bhd.	Malaysia	34.0	Providing transportation and related services
Syarikat Wandeerfull Sdn. Bhd.	Malaysia	100.0	Investment holding, dealing in and subletting of properties
Pureplay Interactive Sdn. Bhd.	Malaysia	97.3	Dormant
Trinity Diligent Sdn. Bhd.	Malaysia	100.0	Dormant

5.2 Associate companies

As at the LPD, the associate companies of Ancom are as follows:

Name	Country of incorporation	Effective equity interest (%)	Principal activities
<u>Direct associates</u>			
iSpring Capital Sdn. Bhd.	Malaysia	42.0	Dormant
Jirnexu Pte. Ltd.	Singapore	22.4	Investment holding
MSTi Corporation Sdn. Bhd.	Malaysia	20.0	Trading of computer hardware and software and rendering of IT related consultancy services
<u>Indirect associates</u>			
ActMedia (M) Sdn. Bhd.	Malaysia	30.0	Advertising media design and production, merchandising and promoter
Puncak Berlian Sdn. Bhd.	Malaysia	30.0	Investment holding
Trevi Properties Sdn. Bhd.	Malaysia	30.0	Property development
DJ Money Matters Sdn. Bhd.	Malaysia	50.0	Money lending business

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

Name	Country of incorporation	Effective equity interest (%)	Principal activities
PY Mynindo Acqua Pura	Indonesia	30.0	Developing high technology products, in particular micro water treatment and waste treatment
Trilogy Renewables Sdn. Bhd.	Malaysia	40.0	Manufacture of gaseous fuels with a specified calorific value, by purification, blending and other processes from gases of various types including natural gas

5.3 Joint venture company

As at the LPD, the joint venture company of Ancom are as follows:

Name	Country of incorporation	Effective equity interest (%)	Principal activities
<u>Indirect joint ventures</u>			
Senandung Sonik Sdn. Bhd.	Malaysia	24.5	Holder of radio license

6. PROFIT AND DIVIDEND RECORD

The profit and dividend record based on Ancom's audited consolidated financial statements for the past 3 financial years up to the FYE 31 May 2024 and the unaudited consolidated financial statements as at the FYE 31 May 2025 are as follows:

	Audited			Unaudited
	FYE 31 May			FYE 31 May
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Revenue	2,013,103	2,043,253	1,996,536	1,874,640
PBT	78,193	95,810	110,479	99,192
PAT attributable to:-				
Owners of the Company	68,178	75,127	81,474	63,489
Non-controlling interest	(39,093)	1,700	(629)	1,638
	<u>29,085</u>	<u>76,827</u>	<u>80,845</u>	<u>65,127</u>
Weighted average no. of ordinary shares in issue ('000)	759,591	891,036	949,731	1,041,806
Net EPS (sen)	8.98	8.43	8.58	6.09
Net dividends per Share (sen)	0.11	1.00	1.81	1.93

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of Ancom based on its consolidated audited financial statements as at 31 May 2023 and 31 May 2024 and the unaudited financial statements as at the FYE 31 May 2025 are as follows:-

	Audited		Unaudited
	FYE 31 May		FYE 31 May
	2023	2024	2025
	RM'000	RM'000	RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	221,289	246,513	264,539
Right-of-use assets	98,424	87,915	134,812
Investment properties	2,287	7,496	7,332
Investments in associates	1,586	1,514	1,506
Other investments	3,165	7,399	8,174
Intangible assets	4,504	4,253	4,107
Goodwill on consolidation	86,010	87,100	87,819
Deferred tax assets	22,614	14,767	10,485
Trade and other receivables	-	3,449	1,305
	<u>439,879</u>	<u>460,406</u>	<u>520,079</u>
Current assets			
Inventories	211,097	218,857	183,539
Trade and other receivables	369,479	382,896	371,894
Amounts owing by associates	5,080	14,899	13,796
Current tax assets	9,875	12,422	10,594
Other investments	1,101	1,175	712
Cash and bank balances	168,211	137,312	151,112
	<u>764,843</u>	<u>767,561</u>	<u>731,647</u>
TOTAL ASSETS	<u>1,204,722</u>	<u>1,227,967</u>	<u>1,251,726</u>
EQUITY AND LIABILITIES			
Equity attributable to the owners of the parent			
Share capital	397,624	408,707	523,386
Treasury shares	(25,123)	(43,195)	(96,381)
Reserves	119,007	182,577	173,454
	<u>491,508</u>	<u>548,089</u>	<u>600,459</u>
Non-controlling interests	32,423	34,061	36,592
Total equity	<u>523,931</u>	<u>582,150</u>	<u>637,051</u>
Non-current liabilities			
Borrowings	70,989	47,671	37,593
Lease liabilities	6,768	4,242	47,469
Deferred tax liabilities	19,525	22,730	23,288
Provision for retirement benefits	5,143	4,661	3,948
	<u>102,425</u>	<u>79,304</u>	<u>112,298</u>
Current liabilities			
Borrowings	312,921	299,941	285,499
Lease liabilities	17,077	6,448	11,763
Trade and other payables	237,729	246,792	195,451
Amounts owing to associates	694	1,592	224
Contract liabilities	4,666	7,398	5,081
Current tax liabilities	5,279	4,342	4,359
	<u>578,366</u>	<u>566,513</u>	<u>502,377</u>
Total liabilities	<u>680,791</u>	<u>645,817</u>	<u>614,675</u>
TOTAL EQUITY AND LIABILITIES	<u>1,204,722</u>	<u>1,227,967</u>	<u>1,251,726</u>

INFORMATION ON THE JOINT OFFERORS – ANCOM (CONT'D)

8. MATERIAL CHANGES IN THE FINANCIAL POSITION AND PROSPECTS

As at the LPD, there are no known material changes in the financial position and prospects of Ancom subsequent to its last audited consolidated financial statement for the FYE 31 May 2024.

9. ACCOUNTING POLICIES

The audited consolidated financial statements of Ancom for the past three (3) FYE 31 May 2022 to 31 May 2024 have been prepared based on approved Malaysian accounting standards and there was no audit qualification on Ancom's audited consolidated financial statements for the respective years under review.

There is no significant change in the accounting policies which would result in a material variation to the comparable figures for the audited financial statements of Ancom for the FYEs 31 May 2023 and 2024.

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INFORMATION ON THE JOINT OFFERORS – RDSB

B. RDSB**1. HISTORY AND PRINCIPAL ACTIVITIES**

RDSB was incorporated in Malaysia in 1999 under the Companies Act, 1965 and is deemed registered under the Act. It is a private limited company and wholly-owned subsidiary of Ancom. RDSB is not listed on any stock exchange. The principal activities of RDSB are investment holding. The principal activities of RDSB's subsidiaries, associated companies and joint venture companies are set out in Section 5 of this Appendix II(B).

2. SHARE CAPITAL**2.1 Issued share capital**

The issued share capital of RDSB as at the LPD is as follows:

	<u>No. of shares</u>	<u>RM</u>
Ordinary shares	60,000,000	60,000,000

2.2 Convertible securities

As at the LPD, RDSB does not have any convertible securities in issue.

3. SHAREHOLDER

As at the LPD, Ancom is the sole shareholder of RDSB.

4. DIRECTORS

As at the LPD, the directors of RDSB are DSKW and Datuk Lee Cheun Wei. None of the directors of RDSB hold any share in RDSB.

5. SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

As at the LPD, save as disclosed below, RDSB does not have any subsidiaries, associate and joint venture companies:

<u>Name</u>	<u>Country of incorporation</u>	<u>Effective equity interest (%)</u>	<u>Principal activities</u>
<u>Associates</u>			
Nylex	Malaysia	29.1	<u>Present</u> Trading activities
			<u>Past</u> Investment holding and manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting and other polymer products, including geotextiles and prefabricated sub-soil drainage system and property development
Ancom Logistics Berhad	Malaysia	14.0	Investment holding

INFORMATION ON THE JOINT OFFERORS – RDSB (CONT'D)**6. PROFIT AND DIVIDEND RECORD**

The profit and dividend record based on RDSB's audited consolidated financial statements for the past 3 financial years up to the FYE 31 May 2024 are as follows:

	Audited		
	FYE 31 May		
	2022	2023	2024
	RM	RM	RM
Revenue	-	-	-
LBT	(471,018)	(287,715)	(124,901)
LAT attributable to:-			
Owners of the Company	(472,420)	(287,715)	(124,901)
Non-controlling interest	-	-	-
	<u>(472,420)</u>	<u>(287,715)</u>	<u>(124,901)</u>
No. of shares in issue	60,000,000	60,000,000	60,000,000
Net LPS (sen)	(0.79)	(0.48)	(0.21)
Net dividends per share (sen)	-	-	-

7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of RDSB based on its consolidated audited financial statements as at 31 May 2023 and 31 May 2024 are as follows:-

	Audited	
	FYE 31 May	
	2023	2024
	RM	RM
ASSETS		
Non-current asset		
Investments in associates	16,958,931	16,958,931
	<u>16,958,931</u>	<u>16,958,931</u>
Current assets		
Prepayment	146	-
Amount owing from ultimate holding company	47,017,887	43,625,738
Current tax assets	375	375
Bank balances	4,500	2,103
	<u>47,022,908</u>	<u>43,628,216</u>
TOTAL ASSETS	<u>63,981,839</u>	<u>60,587,147</u>
EQUITY AND LIABILITIES		
Equity attributable to the owner of the Company		
Share capital	60,000,000	60,000,000
Retained earnings	704,543	579,642
Total equity	<u>60,704,543</u>	<u>60,579,642</u>
Current liabilities		
Other payables	36,137	7,505
Borrowing	3,241,159	-
Total liabilities	<u>3,277,296</u>	<u>7,505</u>
TOTAL EQUITY AND LIABILITIES	<u>63,981,839</u>	<u>60,587,147</u>

INFORMATION ON THE JOINT OFFERORS – RDSB (CONT'D)

8. MATERIAL CHANGES IN THE FINANCIAL POSITION AND PROSPECTS

As at the LPD, there are no known material changes in the financial position and prospects of RDSB subsequent to its last audited consolidated financial statement for the FYE 31 May 2024.

9. ACCOUNTING POLICIES

The audited consolidated financial statements of RDSB for the past three (3) FYE 31 May 2022 to 31 May 2024 have been prepared based on approved Malaysian accounting standards and there was no audit qualification on RDSB's audited consolidated financial statements for the respective years under review.

There is no significant change in the accounting policies which would result in a material variation to the comparable figures for the audited financial statements of RDSB for the FYEs 31 May 2023 and 2024.

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INFORMATION ON THE PACS

(I) DSKW

DSKW, a Malaysian, aged 69, has extensive experience in the field of petrochemicals, accumulated over more than 30 years in the local and international sectors.

He was an active member of the Young Presidents' Organisation ("YPO") from 1993 until 2006, serving as the Chairman of the Malaysian Chapter of YPO and Co-Chairman of the first Regional Conference in Kuala Lumpur in 1998. He was also a past President of the Imperial College Alumni of Malaysia and past Governor on the Board of Governors of Marlborough College Malaysia.

He is the Executive Vice Chairman of Ancom, Ancom Logistics Berhad and Group Managing Director of Nylex.

He is the former husband of Datin Siew Ka Mun @ Young Ka Mun, brother of Siew Ka Kheong, brother-in-law of Quek Lay Kheng and father of Siew Yuen Tuck.

(II) DATIN SIEW KA MUN @ YOUNG KA MUN

Datin Siew Ka Mun @ Young Ka Mun, a permanent resident of Malaysia, aged 69, does not have any work related experience and does not hold any directorships in any public listed companies.

She is the former wife of DSKW, former sister-in-law of Siew Ka Kheong and mother of Siew Yuen Tuck.

(III) SIEW KA KHEONG

Siew Ka Kheong, a Malaysian, aged 65, is the Alternate Director to DSKW in Ancom and is also currently the Executive Director of ATG Nexus Sdn. Bhd., a subsidiary of Ancom and heads the Group's IT Division. Prior to this, he was the Managing Director of an IT company he set up in 1982.

He has more than 30 years of experience in the IT industry, specialising in systems development and integration as well as applications implementation. His experience spans across the financial services, manufacturing, distribution and retail industries.

He is also the Chairman of a local company that provides professional IT certification from the Project Management Institute, USA, to IT professionals in Malaysia.

Siew Ka Kheong does not hold any directorships in other public listed companies.

He is the brother of DSKW, spouse of Quek Lay Kheng, former brother-in-law of Datin Siew Ka Mun @ Young Ka Mun, and the uncle of Siew Yuen Tuck.

(IV) QUEK LAY KHEONG

Quek Lay Kheng, a Malaysian, aged 61, is currently the Account Director of ATG Nexus Sdn. Bhd. a subsidiary of Ancom.

She has more than 30 years of experience in the IT industry, specialising in systems integration as well as applications implementation. Her experience spans across the financial services, manufacturing, distribution and retail industries. She is also director and shareholder of a local company that provides consultation to IT professionals in Malaysia.

Quek Lay Kheng does not hold any directorships in any public listed companies.

She is the spouse of Siew Ka Kheong, the sister-in-law of DSKW, the former sister-in-law of Datin Siew Ka Mun @ Young Ka Mun and the aunt of Siew Yuen Tuck.

INFORMATION ON THE PACS (CONT'D)

(V) SIEW YUEN TUCK

Siew Yuen Tuck, a Malaysian, aged 43, founded RinggitPlus.com (now re-named SavingPlus.com) in 2012 and grew it from a two-man lean startup to Southeast Asia's first full stack fintech solution provider for customer acquisition and management. Prior to starting RinggitPlus.com, he worked at Citigroup Investment Bank in UK and Kynikos Associates LP, New York, USA, and Redberry Media Group in Malaysia.

Siew Yuen Tuck does not hold any directorships in any public listed companies.

He is the son of DSKW and Datin Siew Ka Mun @ Young Ka Mun, and the nephew of Siew Ka Kheong and Quek Lay Kheng.

(VI) TAN SRI DATO' SRI MOHAMAD FUZI BIN HARUN

Tan Sri Dato' Sri Fuzi Bin Harun, a Malaysian, aged 66, joined the Royal Malaysia Police Force ("PDRM") in 1984 as Cadet Assistant Superintendent of Police. After completing basic police training, he was attached to the Special Branch Department of the PDRM from 1986 to 2009 where he served in various capacities, including Deputy Director of the Special Branch.

In 2009, he was promoted as the Director of Special Task Force on Operation and Counter-Terrorism. In 2014, he served as the Director of the Management Department in Bukit Aman and was subsequently promoted as the Director of Special Branch in 2015. In September 2017, he was further promoted as the Inspector-General of Police (IGP), the highest ranking position in the PDRM, until his retirement in May 2019.

Currently, Tan Sri Dato' Sri Fuzi Bin Harun is an Independent Non-Executive Director of Ancom. He is also the Independent Non-Executive Chairman of Jaya Tiasa Holdings Berhad, Tropicana Corporation Berhad, Hiap Teck Venture Berhad and SIAB Holdings Berhad.

(VII) LOW HUOI SEONG

Low Huoi Seong, a Malaysian, aged 68, has more than 40 years of experience as a professional and an entrepreneur. After a stint as a consultant at SGV Kassim Chan, he co-founded The Vision Group of Companies, steering it to lead the Malaysian creative content industry for over 37 years. The businesses ranged from producing and distributing TV and film content to animation and video games, allowing him to help shape the content & services eco-system. He has retired from his business since 2023.

He does not hold any directorships in any public listed companies.

He is holding 20% or more voting shares in Redberry Animation Sdn. Bhd., being a subsidiary of Ancom.

(VIII) RIZAINAL BIN MUSTAFFA

Rizainal Bin Mustaffa, a Malaysian, aged 62, started his career in 1987 as Marketing Executive with Ciba-Geigy (M) Sdn. Bhd., a multinational agrochemicals company from Switzerland.

The company changed its name and merged with another company called AstraZeneca to form Syngenta Crop Protection (M) Sdn Bhd in 2000. He has held several positions before taking on his last position as Supply Chain Manager in the company.

In 2004, he left Syngenta Crop Protection (M) Sdn. Bhd. and joined Ancom Crop Care Sdn. Bhd., a subsidiary of the Company, in the Marketing Department until 2009. He was transferred to the Human Resource Department in 2010 and held the position of Senior Manager until now.

He does not hold any directorships in any public listed companies.

INFORMATION ON THE PACS (CONT'D)

He is holding 20% or more voting shares in Airefresh Industries (M) Sdn. Bhd., being a subsidiary of Ancom.

(IX) ASMARIAH BINTI ISMAIL

Asmariah binti Ismail, a Malaysian, aged 52, joined Ancom Crop Care Sdn. Bhd. in 2006 as Finance Manager overseeing Ancom's Agricultural Chemicals division and was later promoted as its Chief Financial Officer in 2019.

She does not hold any directorships in any public listed companies.

She is holding 20% or more voting shares in Airefresh Industries (M) Sdn. Bhd., being a subsidiary of Ancom.

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INFORMATION ON NYLEX

1. HISTORY AND PRINCIPAL ACTIVITIES

Nylex was incorporated in Malaysia on 26 March 1970 under the Companies Act, 1965 and is deemed registered under the Act. Nylex was listed on the Main Board of the Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities) on 17 December 1990. On 27 January 2022, Nylex was classified as an affected listed issuer after the disposal of Nylex's entire business and all Nylex's assets and liabilities to Nylex's holding company, Ancom, which was completed on 26 January 2022, triggering subparagraph 8.03A(2) of the Main Market Listing Requirements of Bursa Securities, as Nylex had an insignificant business or operations after the disposal. Nylex was subsequently delisted from the Main Market of Bursa Securities on 11 March 2025.

Currently, Nylex is involved in the business of trading activities. The past principal activities of Nylex were investment holding and the manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting, rotomoulded plastic products and other plastic products, including geotextiles, prefabricated sub-soil drainage systems, bulk chemical containers, road barriers, playground equipment and disposal bins as well as property development.

2. SHARE CAPITAL**2.1 Issued share capital**

The issued share capital of Nylex as at the LPD is as follows:

	No. of Nylex Shares	RM
Ordinary shares ⁽¹⁾	179,787,212	30,855,176

Note:

(1) Excluding 14,550,648 treasury shares held by Nylex as at the LPD.

2.2 Convertible securities

As at the LPD, Nylex does not have any convertible securities in issue.

3. SUBSTANTIAL SHAREHOLDERS

The substantial shareholders of Nylex and their respective shareholdings in Nylex as at the LPD are as follows:

Name	Direct		Indirect	
	No. of Nylex Shares	(1) %	No. of Nylex Shares	(1) %
Ancom	23,507,921	13.07	⁽²⁾ 52,385,535	29.14
RDSB	52,385,535	29.14	-	-

Notes:

(1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(2) Deemed interested by virtue of its shareholdings in RDSB pursuant to Section 8 of the Act.

INFORMATION ON NYLEX (CONT'D)

4. DIRECTORS

As at the LPD, the Directors of Nylex are as follows:

Name	Nationality	Designation	Address
Datuk Anuar Bin Ahmad	Malaysian	Independent Non-Executive Chairman	No. 19, Jalan Tiang Seri U8/73D, Bukit Jelutong, 40150 Shah Alam, Selangor
DSKW	Malaysian	Group Managing Director	No. 3, Lorong Nusa 2, Taman Duta, 50480 Kuala Lumpur
Edmond Cheah Swee Leng	Malaysian	Non-Independent Non-Executive Director	No. 8, Jalan Setia Murni 12, Bukit Damansara, 50490 Kuala Lumpur
Khamis Bin Awal	Malaysian	Non-Independent Non-Executive Director	No. 4, Jalan Titian U8/43, Bukit Jelutong, 40150 Shah Alam, Selangor
Tan Sri Dato' Dr Lin Hai Moh @ Lin See Yan	Malaysian	Non-Independent Non-Executive Director	No. 21, Jalan Setiamurni 2, Damansara Heights, 50490 Kuala Lumpur
Datin Joanne Marie Lopez	Malaysian	Independent Non-Executive Director	No. 11, Jalan PJU 3/28J, Sunway Damansara 47810 Petaling Jaya, Selangor

The Directors' respective shareholdings in Nylex as at the LPD are set out below:

Name	Direct		Indirect	
	No. of Nylex Shares	(1) %	No. of Nylex Shares	(1) %
Datuk Anuar Bin Ahmad	-	-	-	-
DSKW	224,192	0.12	⁽²⁾ 258,244	0.14
Edmond Cheah Swee Leng	-	-	-	-
Khamis Bin Awal	-	-	-	-
Tan Sri Dato' Dr Lin Hai Moh @ Lin See Yan	-	-	-	-
Datin Joanne Marie Lopez	-	-	-	-

Notes:

(1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(2) Deemed interested by virtue of interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

INFORMATION ON NYLEX (CONT'D)

5. SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

As at the LPD, Nylex does not have any subsidiaries, associated companies and joint ventures.

6. PROFIT AND DIVIDEND RECORD

The profit and dividend record based on Nylex's audited financial statements for the past 3 financial years up to the FYE 31 May 2025 and the unaudited financial statements as at the FPE 28 February 2025 are as follows:

	Audited			Unaudited
	FYE 31 May			FPE 28 February
	2023	2024	2025	2025
	RM'000	RM'000	RM'000	RM'000
<u>Continuing operations</u> ⁽¹⁾				
Revenue	211	114	174	135
LBT	(1,508)	(2,926)	(1,456)	(1,450)
LAT attributable to:-				
Owners of Nylex	(1,508)	(2,926)	(1,456)	(1,450)
Non-controlling interest	-	-	-	-
	<u>(1,508)</u>	<u>(2,926)</u>	<u>(1,456)</u>	<u>(1,450)</u>
<u>Discontinued operations</u> ⁽²⁾				
Revenue	-	-	-	-
PBT	-	-	-	-
LAT attributable to:-				
Owners of Nylex	-	-	-	-
Non-controlling interest	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
No. of Shares in issue	179,787,212	179,787,212	179,787,212	179,787,212
Net LPS (sen)				
Continuing operations	(0.84)	(1.63)	(0.81)	(0.81)
Discontinued operations	-	-	-	-
Net dividends per Share (sen)	-	-	-	-

Notes:

(1) *Excluding discontinued operations following completion of the disposal of the entire business and all assets and liabilities of Nylex to Ancom on 26 January 2022. The continued operations comprise mainly trading activities.*

(2) *The discontinued operations comprise the polymer, industrial chemical and logistics segments.*

Save for the disposal of the entire business and all assets and liabilities of Nylex to Ancom, which was completed on 26 January 2022, there were no exceptional items in the audited financial statements of Nylex for the past three (3) FYEs 31 May 2023 to 31 May 2025 and the unaudited financial statements for the FPE 28 February 2025.

INFORMATION ON NYLEX (CONT'D)**7. STATEMENT OF ASSETS AND LIABILITIES**

The statement of assets and liabilities of Nylex based on its audited financial statements as at 31 May 2024 and 31 May 2025 and the unaudited financial statements as at the FPE 28 February 2025 are as follows:-

	Audited		Unaudited
	FYE 31 May		FPE 28 February
	2024	2025	2025
	RM'000	RM'000	RM'000
ASSETS			
Non-current asset			
Deferred tax assets	7,785	7,785	7,785
	7,785	7,785	7,785
Current assets			
Trade and other receivables	308	37	72
Current tax assets	179	228	227
Short-term deposits with licensed banks	-	8,500	8,500
Bank balances	10,998	585	773
	11,485	9,350	9,572
TOTAL ASSETS	19,270	17,135	17,357
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital	30,856	30,856	30,856
Accumulated losses	(2,766)	(4,222)	(4,216)
Less: Treasury shares, at cost	(9,678)	(9,678)	(9,678)
Total equity	18,412	16,956	16,962
Current liabilities			
Other payables	858	179	395
Total liabilities	858	179	395
TOTAL EQUITY AND LIABILITIES	19,270	17,135	17,357

8. MATERIAL CHANGES IN THE FINANCIAL POSITION AND PROSPECTS

As at the LPD, there are no known material changes in the financial position or prospects of our Company since the last audited financial statements laid before Nylex's shareholders at our annual general meeting on 29 October 2024.

9. ACCOUNTING POLICIES

The audited financial statements of Nylex for the past three (3) FYE 31 May 2023 to 31 May 2025 have been prepared based on approved Malaysian accounting standards and there was no audit qualification on Nylex's audited financial statements for the respective years under review.

There is no significant change in the accounting policies which would result in a material variation to the comparable figures for the audited financial statements of Nylex for the FYEs 31 May 2024 and 2025.

INFORMATION ON NYLEX (CONT'D)

10. BORROWINGS

As at the LPD, Nylex does not have any interest-bearing borrowings.

11. MATERIAL COMMITMENTS

As at the LPD, there is no material commitment, incurred or known to be incurred, by Nylex which upon becoming enforceable, may have a material impact on the financial results or financial position of Nylex.

12. CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities, incurred or known to be incurred, which upon becoming enforceable, may have a material impact on the financial results or financial position of Nylex.

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DISCLOSURE OF INTEREST AND DEALINGS IN NYLEX SHARES

1. DISCLOSURE OF INTERESTS IN NYLEX SHARES

There is only one (1) class of shares in Nylex, being the ordinary shares. As at the LPD, Nylex does not have any convertible securities in issue.

1.1 By the Joint Offerors

Save as disclosed below, as at the LPD, the Joint Offerors do not have any interest, whether direct or indirect, in Nylex:

Name	Direct		Indirect	
	No. of Nylex Shares	(1) %	No. of Nylex Shares	(1) %
Ancom	23,507,921	13.07	⁽²⁾ 52,385,535	29.14
RDSB	52,385,535	29.14	-	-

Notes:

- (1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.
- (2) Deemed interested by virtue of its shareholdings in RDSB pursuant to Section 8 of the Act.

1.2 By the directors of the Joint Offerors

Save as disclosed below, as at the LPD, the directors of the Joint Offerors do not have any interest, whether direct or indirect, in Nylex:

Name	Direct		Indirect	
	No. of Nylex Shares	(1) %	No. of Nylex Shares	(1) %
DSKW	224,192	0.12	⁽²⁾ 258,244	0.14
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	100,000	0.06	-	-
Siew Ka Kheong	93,373	0.05	-	-

Notes:

- (1) Calculated based on the total number of 179,787,212 Nylex Shares (excluding 14,550,648 treasury shares) as at the LPD.
- (2) Deemed interested through interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

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DISCLOSURE OF INTEREST AND DEALINGS IN NYLEX SHARES (CONT'D)

1.3 By the PACs

Save as disclosed below, as at the LPD, there are no other persons acting in concert with the Joint Offerors who have any interest, whether direct or indirect, in Nylex:

Name	Direct		Indirect	
	No. of Nylex Shares	(1) %	No. of Nylex Shares	(1) %
DSKW	224,192	0.12	(2) 258,244	0.14
Datin Siew Ka Mun @ Young Ka Mun	71,497	0.04	-	-
Siew Ka Kheong	93,373	0.05	-	-
Quek Lay Kheng	80,035	0.04	-	-
Siew Yuen Tuck	13,339	0.01	-	-
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	100,000	0.06	-	-
Low Huoi Seong	2,365	*	-	-
Rizainal Bin Mustaffa	250	*	-	-
Asmariah Binti Ismail	175	*	-	-

Notes:

* Less than 0.01%.

(1) Calculated based on the total number of 179,787,212 Nylex Shares in issue (excluding 14,550,648 treasury shares) as at the LPD.

(2) Deemed interested by virtue of interests held through Datin Siew Ka Mun @ Young Ka Mun, Siew Ka Kheong, Quek Lay Kheng and Siew Yuen Tuck.

1.4 By persons who have irrevocably undertaken to vote in favour of or against the Proposed SCR

As at the LPD, the Joint Offerors and the persons acting in concert with them have not received any irrevocable undertaking from any Entitled Shareholders to vote in favour of or against the Special Resolution to be tabled at the forthcoming EGM.

1.5 By persons who have any arrangement with the Joint Offerors and their persons acting in concert with them

As at the LPD, the Joint Offerors and their persons acting in concert with them have not entered into any arrangement involving rights over shares, any indemnity arrangement and any arrangement or understanding, formal or informal, of whatever nature, relating to the Nylex Shares which may be an inducement to deal or to refrain from dealing in relation to the Proposed SCR.

1.6 By persons with whom the Joint Offerors or the persons acting in concert with them have borrowed or lent Nylex Shares

As at the LPD, the Joint Offerors and their persons acting in concert with them have not borrowed any Nylex Shares from another person or lent any Nylex Shares to another person.

DISCLOSURE OF INTEREST AND DEALINGS IN NYLEX SHARES (CONT'D)

2. DISCLOSURE OF DEALINGS IN NYLEX SHARES**2.1 By Nylex and its Directors**

Nylex and its Directors have not dealt in Nylex Shares during the period commencing 6 months prior to 6 June 2025, being the date of the SCR Offer Letter, and up to the LPD.

2.2 By the Joint Offerors and its directors

The Joint Offerors and its directors have not dealt in Nylex Shares during the period commencing 6 months prior to 6 June 2025, being the date of the SCR Offer Letter, and up to the LPD.

2.3 By the persons acting in concert with the Joint Offerors

The persons acting in concert with the Joint Offerors have not dealt in Nylex Shares during the period commencing 6 months prior to 6 June 2025, being the date of the SCR Offer Letter and up to the LPD.

2.4 Confirmation of compliance with paragraph 19.05 of the Rules

There have not been any dealings made by our Company, our Directors, the Joint Offerors, the PACs nor Kenanga IB, from the date of the SCR Offer Letter up to the LPD which requires disclosure in accordance with paragraph 19.05 of the Rules.

Our Company, our Directors, the Joint Offerors, the PACs and Kenanga IB will ensure that all disclosure of all dealings requirements will be complied with in accordance with paragraph 19.05 of the Rules up to the Effective Date.

3. GENERAL DISCLOSURES

- (i) As at the LPD, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any Directors as compensation for loss of office or otherwise in relation to the Proposed SCR.
- (ii) As at the LPD, there is no agreement, arrangement or understanding that exists between the Joint Offerors or any of the persons acting in concert with them and any of the existing Directors or recent Directors of Nylex (being such person who was, during the period of 6 months prior to 6 June 2025, being the date of the SCR Offer Letter, a director of Nylex), or any shareholder or recent shareholder of Nylex (being such person who was, during the period of 6 months prior to 6 June 2025, being the date of the SCR Offer Letter, a shareholder of Nylex) having any connection with or dependence upon the Proposed SCR.
- (iii) As at the LPD, there is no agreement, arrangement or understanding which is entered into by the Joint Offerors or the persons acting in concert with them whereby any Nylex Shares held by the Joint Offerors or the persons acting in concert with them upon Completion will be transferred to any other person.
- (iv) As at the LPD, save for the Proposed SCR which involves the Interested Directors, there is no agreement or arrangement between any Director of Nylex and any other person which is conditional on or dependent upon the outcome of the Proposed SCR or otherwise connected with the outcome of the Proposed SCR.
- (v) As at the LPD, save for the employment contracts entered into in the ordinary course of business of Nylex, there is no material contract entered into by the Joint Offerors and the persons acting in concert with them in which any Director has a material personal interest.

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENTS

This Document has been seen and approved by our Board, who collectively and individually has taken reasonable care to ensure the facts stated and opinions expressed by our Board in this Document, in so far as it relates to Nylex, are fair and accurate and that no material facts have been omitted and that our Board accepts responsibility accordingly.

Our Board jointly and severally accepts full responsibility for the accuracy of the information contained in this Document and confirm, having made all reasonable inquiries, that to the best of their knowledge, the facts stated and / or opinions expressed by our Board in this Document are fair and accurate after due and careful consideration and that no other facts have been omitted in this Document, the omission of which would make any statement in this Document misleading.

Information on the Joint Offerors and the persons acting in concert with them in the Circular and IAL were provided by their respective management and / or obtained from publicly available sources. Any statement or information in relation to the Joint Offerors and the persons acting in concert with them as disclosed in the Circular and IAL are confirmed by them, respectively. The responsibility of our Board is limited to ensuring that such information relating to the Joint Offerors and the persons acting in concert with them is accurately reproduced in this Document.

In respect of the IAL, our Board confirms that all relevant facts and information in relation to our Company have been disclosed to the Independent Adviser for its evaluation of the Proposed SCR and that there are no material facts, the omission of which would make any information provided to the Independent Adviser false or misleading. Our Board accepts full responsibility for the accuracy and completeness of the information provided to the Independent Adviser.

2. CONSENTS AND CONFLICT OF INTEREST**2.1 Principal Adviser**

Kenanga IB, being the Principal Adviser for the Proposed SCR, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereon in the form and context in which they appear in this Document.

In addition, Kenanga IB has also advised the Non-Entitled Shareholders (including briefing the persons acting in concert with them) on their obligation under the Rules in connection with the Proposed SCR. Our Board is fully informed of and is aware of Kenanga IB's roles in advising the Non-Entitled Shareholders.

Notwithstanding the above, Kenanga IB is of the opinion that concerns of any conflict of interest that exists or is likely to exist in relation to its capacity as the Principal Adviser to Nylex for the Proposed SCR is mitigated by the following:

- (i) Kenanga IB is licensed to comply with strict policies and guidelines issued by the SC and Bursa Securities and its appointment as the Principal Adviser to Nylex for the Proposed SCR is in the ordinary course of its business and Kenanga IB does not receive or derive any financial interest or benefits save for the professional fees received in relation to its appointment as the Principal Adviser to Nylex for the Proposed SCR; and
- (ii) our Board (save for the Interested Directors), had appointed MainStreet as the Independent Adviser to provide comments, opinion, information and recommendation to the Non-Interested Directors and to the Non-Interested Entitled Shareholders in respect of the Proposed SCR.

As at the LPD, Kenanga IB confirms that there are no circumstances that would give rise to a conflict of interest in its capacity as the Principal Adviser to Nylex for the Proposed SCR.

ADDITIONAL INFORMATION (CONT'D)

2.2 Independent Adviser

MainStreet, being the Independent Adviser for the Proposed SCR, has given and has not subsequently withdrawn its written consent to the inclusion in this Document of its name and all references thereto, in the form and context in which it appears. MainStreet does not have any conflict of interest that exists or is likely to exist in its capacity as the Independent Adviser for the Proposed SCR.

3. MATERIAL CONTRACTS

Our Company has not entered into any material contracts (not being a contract entered into in the ordinary course of business) within the past two (2) years immediately preceding the date of the SCR Offer Letter and up to the LPD.

4. MATERIAL LITIGATION

As at the LPD, our Company is not engaged in any litigation, claims and / or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of our Company and our Board is not aware of any proceedings, pending or threatened against our Company or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Company.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor, during office hours from Mondays to Fridays (except public holidays), 8.30 a.m. to 5.30 p.m. from the date of this Document up to and including the date of the forthcoming EGM:

- (i) the Constitution of our Company;
- (ii) the audited financial statements of our Company for the past three (3) FYE 31 May 2023 to 31 May 2025, and the unaudited financial statements of our Company for the nine (9)-month FPE 28 February 2025;
- (iii) the SCR Offer Letter; and
- (iv) the letters of consent and conflict of interest referred to in Section 2 of this Appendix VI.



NYLEX (MALAYSIA) BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Nylex (Malaysia) Berhad (“**Nylex**” or the “**Company**”) will be held at Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 22 August 2025 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any amendments:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF NYLEX PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SCR”)

“**THAT**, subject to the approvals and consents obtained from of all relevant authorities and parties, as well as the order granted by the High Court of Malaya (“**High Court**”) for the reduction of the issued share capital of Nylex in accordance with Section 116 of the Act, approval be and is hereby given for the Company to undertake and effect the Proposed SCR in the following manner:

- (i) to undertake a selective capital reduction and a corresponding capital repayment under Section 116 of the Act in respect of the ordinary shares of Nylex (“**Nylex Shares**” or “**Shares**”) held by all shareholders of Nylex (save for Ancom Nylex Berhad and Rhodemark Development Sdn. Bhd. (collectively, the “**Non-Entitled Shareholders**”)), whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board of Directors of Nylex (“**Entitlement Date**”) (“**Entitled Shareholders**”);
- (ii) to cancel RM5,298,582 from the issued share capital of the Company whereby the issued share capital of the Company will be reduced from RM30,855,176 to RM25,556,594 and to apply the credit of RM5,298,582 arising therefrom in the manner set out in (iv) below;
- (iii) to cancel all the Nylex Shares in issue save for the Nylex Shares which are held by the Non-Entitled Shareholders as at the Entitlement Date and the treasury shares held by Nylex; and
- (iv) thereafter, to effect the capital repayment of RM5,298,582 in cash or RM0.051 for each existing Nylex Share held by the Entitled Shareholders on the Entitlement Date.

THAT, pursuant to the Proposed SCR, the Board of Directors of Nylex (save for the interested directors) (“**Board**”) be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- (i) to determine the Entitlement Date;
- (ii) to file an application to seek the confirmation from the High Court for the reduction of share capital under Section 116 of the Act;
- (iii) to lodge the required documents, including a copy of the order of the High Court granted pursuant to Section 116 of the Act confirming the reduction of share capital with the Registrar of Companies pursuant to subsection 116(6) of the Act on such date as the Board may determine;
- (iv) subject to the confirmation by order granted by the High Court being granted pursuant to Section 116 of the Act with regard to the Proposed SCR, to effect the capital repayment of RM5,298,582 in cash or RM0.051 for each Nylex Share held by the Entitled Shareholders on the Entitlement Date;

- (v) to assent to any terms, conditions, stipulations, modifications, variations and / or amendments as the Board may deem fit, necessary and / or expedient in the best interest of the Company or as a consequence of any requirements imposed by the relevant authorities and / or by the Registrar of Companies and / or as may be required to comply with any applicable laws, in relation to the Proposed SCR; and
- (vi) to do all such acts, deeds and / or things as the Board may consider fit, necessary and / or expedient in the best interest of Nylex in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and / or agreements with any party and to give any undertakings."

BY ORDER OF THE BOARD

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

Petaling Jaya
28 July 2025

Notes:

1. A registered member, including an authorised nominee who is entitled to attend and vote at the EGM may appoint up to two (2) proxies to attend and vote on him/her behalf at the EGM. 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 15 August 2025 shall be entitled to participate in the EGM and appoint proxy(ies) to participate on his/her behalf at the EGM.
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 EGM or any adjournment thereof:
 - i. In hardcopy form
To be deposited with 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 the Proxy Form in the dropbox 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
The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for Shareholders on the appointment and registration of proxy for the EGM by electronic means.
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 EGM 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 **Wednesday, 20 August 2025 at 10.00 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 EGM 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.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the EGM and / or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and / or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and / or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and / or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and / or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**NYLEX (MALAYSIA) BERHAD**

Registration No: 197001000148 (9378-T)
(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 **NYLEX (MALAYSIA) BERHAD**, hereby appoint

Full Name in Block Letters		Proportion of Shareholdings %
NRIC No.		
Full Address		
Full Name in Block Letters		Proportion of Shareholdings %
NRIC No.		
Full Address		
		100 %

or failing *him / her, the Chairman of the meeting as my / our proxy / proxies to attend and to vote for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held at Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 22 August 2025 at 10.00 a.m. and at any adjournment thereof.

*My / our proxy is to vote as indicated below:

RESOLUTION		FOR	AGAINST
Special Resolution	Proposed SCR		

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.

(*) *Please delete where not applicable.*

Dated this _____ day of _____ 2025

Signature/Common Seal of shareholder(s)

Telephone no. during office hours:



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Fold this flap for sealing

Then fold here

AFFIX
STAMP

NYLEX (MALAYSIA) BERHAD

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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