



ANCOM BERHAD
(Company No: 8440-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 36th Annual General Meeting of the Company will be held at Kristal Ballroom 1, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan on 25 October 2005 at 2.30 p.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the audited accounts, reports of the Directors and the Auditors thereon for the financial year ended 31 May 2005 ;
2. To approve the distribution of a share dividend of 1 treasury share for every 20 existing ordinary shares of RM1 each held, fractions of treasury shares to be disregarded, in respect of the financial year ended 31 May 2005 ;
3. To approve Directors' fees for the financial year ended 31 May 2005 ;
4. To re-elect the following Directors who retire pursuant to the Company's Articles of Association:
 - 4.1 Dato' Mohd Ismail bin Che Rus (Article 81)
 - 4.2 Chan Thye Seng (Article 81)
 - 4.3 Edmond Cheah Swee Leng (Article 87)
5. To re-appoint Dato' Siew Nim Chee, a Director who retires pursuant to Section 129 of the Companies Act, 1965 to hold office until the next annual general meeting of the Company ;
6. To re-appoint BDO Binder as Auditors of the Company and to authorise the Board of Directors to fix their remuneration;

[Please refer Explanatory Note 1]

[Resolution 1]

[Resolution 2]

[Resolution 3]

[Resolution 4]

[Resolution 5]

[Resolution 6]

[Resolution 7]

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions :

7. Proposed Issuance Of New Ordinary Shares Of RM1 Each Pursuant To Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue new ordinary shares of RM1 each in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may deem fit provided that the aggregate number of new ordinary shares to be issued pursuant to this resolution does not exceed ten (10) per centum of the total issued share capital of the Company and that such authority shall commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company AND THAT the Directors are further authorised to make such applications to Bursa Malaysia Securities Berhad and to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."

[Resolution 8]

8. Proposed Renewal Of Shareholders' Mandate To Purchase Ancom Berhad's Own Shares ("Proposed Share Buy-Back Mandate Renewal")

"THAT subject to the provisions of the Companies Act, 1965 ("Act"), the Articles of Association of the Company, the regulations and guidelines issued from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") or any other regulatory authorities, the Directors be and are hereby authorised to utilise an amount not exceeding the total audited share premium and retained profits of the Company as at 31 May 2005 of RM9,091,000 and RM43,497,000 respectively to purchase such number of ordinary shares of the Company provided that the ordinary shares so purchased shall (in aggregate with the treasury shares as defined under section 67A of the Act ("Treasury Shares") then still held by the Company) not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting AND THAT the Directors may cancel the ordinary shares so purchased or to retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or may resell same in a manner they deem fit and expedient as prescribed by the Act and the applicable regulations and guidelines of Bursa Securities and any other relevant authorities for the time being in force AND THAT authority be and is hereby given to the Directors to take all such steps to implement, finalise and to give effect to the aforesaid transactions with full power to assent to any conditions modifications variations and amendments as may be imposed by the relevant authorities and to do all such acts and things and upon such terms and conditions as the Directors may in their discretion deem fit and expedient in the best interest of the Company in accordance with the aforesaid Act, regulations and guidelines."

[Resolution 9]

9. Proposed Renewal And Proposed New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed RRPT Mandate")

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature and with those related parties as specified in the section 3.4 of the Circular to Shareholders dated 3 October 2005 subject further to the following:

- (i) that the transactions are in the ordinary course of business, made on arm's length and on normal commercial terms and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders;
- (ii) that disclosure is made in the annual report a breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year with particulars of the types of transactions made and the names of the related parties involved in each type of transactions made and their relationships with the Company and that such approval shall unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting commence upon the passing of this resolution and shall remain valid until the conclusion of the next annual general meeting of the Company or after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act ; and
- (iii) that the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

[Resolution 10]

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Special Resolution :

10. Proposed Amendment To The Articles Of Association Of The Company

"THAT the existing Article 142 be deleted in its entirety and that the following new Article 142 be adopted :

New Article 142

Payment of dividend, interest or other money payable in cash, by cheque or warrant or electronic transfer

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or paid via electronic transfer of remittance to the account provided by the holder who is named on the Register of Members and/or Record of Depositors. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or remitted, and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend, interest or other money payable in cash represented thereby notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon, or the instruction for the electronic transfer of remittance, has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent or remitted at the risk of the person entitled to the money thereby represented."

[Resolution 11]

11. Other Ordinary Business

To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By order of the Board,

CHOO SE ENG
WONG WEI FONG
Secretaries

Petaling Jaya
3 October 2005

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote for him. A proxy may but need not be a member of the Company.
2. In the case of a corporate shareholder, the instrument appointing a proxy shall be under its Common Seal or its attorney.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 14, Uptown 1, No.1 Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting.

EXPLANATORY NOTES

1. Item 1 of the Agenda
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval by the shareholders for the audited financial statements and hence, is not put forward for voting.
2. Item 7 of the Agenda
Resolution 8 proposed under item 7 of the Agenda, if passed, will give the Directors authority to issue and allot new ordinary shares up to an amount not exceeding 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the shareholders of the Company at a general meeting, expire at the next annual general meeting.
3. Item 8 of the Agenda
Resolution 9 proposed under item 8 of the Agenda, if passed, will give the Directors authority to purchase and/or hold up to 10% of the total issued and paid-up share capital of the Company for the time being. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the shareholders of the Company at a general meeting, expire at the next annual general meeting.
4. Item 9 of the Agenda
Resolution 10 proposed under item 9 of the Agenda, if passed, will give the Company authority to enter into recurring transactions of a revenue or trading nature with its related parties as defined in the Listing Requirements of Bursa Malaysia Securities Berhad. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the shareholders of the Company at a general meeting, expire at the next annual general meeting.
5. Item 10 of the Agenda
Resolution 11 proposed under item 10 of the Agenda, if passed, will enable the Company to effect the payment of dividend, interest or other money payable in cash directly into the shareholders' account opened and maintained with a financial institution in Malaysia acceptable to the Company as a value added service to the shareholders.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

1. The venue, date and time of the Company's 36th Annual General Meeting are as follows:

Venue : Kristal Ballroom 1, 1st Floor, West Wing, Hilton Petaling Jaya
No. 2 Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan
Date : 25 October 2005
Time : 2.30p.m.

2. The name of Directors who are standing for re-election at this Annual General Meeting:

- (i) Under Article 81 of the Company's Articles of Association:
 - Dato' Mohd Ismail bin Che Rus
 - Chan Thye Seng
- (ii) Under Article 87 of the Company's Articles of Association:
 - Edmond Cheah Swee Leng
- (iii) Under Section 129 of the Companies Act, 1965:
 - Dato' Siew Nim Chee

3. The attendance record at Board Meetings and other details of the above named Directors required under Appendix 8A of the Listing Requirements of Bursa Malaysia Securities Berhad can be found on pages 17 to 21 – Statement on Corporate Governance and pages 6 to 8 – Board of Directors in the full version of the Company's Annual Report 2005.