

SCANWOLF CORPORATION BERHAD

(Company No.: 740909-T)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at Room Menglembu 6A, Level 6, Kinta Riverfront Hotel & Suites, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on Monday, 28 November 2016 at 10:30 am for the following purposes :-

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Dato' Ong Boon Aun @ Jaymes Ong who retires in accordance with Article 110 of the Company's Articles of Association. **(Ordinary Resolution 1)**
3. To re-elect Dato' Loo Bin Keong who retires in accordance with Article 110 of the Company's Articles of Association. **(Ordinary Resolution 2)**
4. To re-elect Dato' Tan Sin Keat who retires in accordance with Article 103(1) of the Company's Articles of Association. **(Ordinary Resolution 3)**
5. To re-elect Dato' Othman Bin Talib who retires in accordance with Article 103(1) of the Company's Articles of Association. **(Ordinary Resolution 4)**
6. To re-appoint Messrs Deloitte as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS :

7. To consider and if thought fit, to pass with or without modifications the following ordinary resolutions :-
 - (i) **ORDINARY RESOLUTION**
- PAYMENT OF DIRECTORS' FEES
"That the Directors' fees amounting to RM225,000.00 only for the financial year ended 30 June 2016, be and is hereby approved for payment." **(Ordinary Resolution 6)**
 - (ii) **ORDINARY RESOLUTION**
- AUTHORITY TO ISSUE SHARES
"That pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their

absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

8. To transact any other business of which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

CHEE WAI HONG (BC/C/1470)

Company Secretary

Penang

Date : 31 October 2016

Notes :

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 22 November 2016. Only a depositor whose name appears on the Record of Depositors as at 22 November 2016 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149 (1) (b) of the Companies Act, 1965 shall not apply to the Company. A member shall not be entitled to appoint more than two proxies to attend at the same meeting. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A (1) of SICDA.
5. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument

appointing the proxies. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Company's registered office at 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be.

6. All resolutions as set out in this notice of Tenth Annual General Meeting are to be voted by poll.

Explanatory Notes on Special Business

Ordinary Resolution 6 – Payment of Directors' Fees

The proposed ordinary resolution 6, if passed, will authorise the payment of Directors' fees pursuant to Article 111 of the Articles of Association of the Company.

Ordinary Resolution 7 – Authority to Issue Shares

The proposed ordinary resolution 7, if passed, primarily to renew the mandate to give authority to the Board of Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being, at any time in their absolute discretion without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Ninth Annual General Meeting held on 26 November 2015 and which will lapse at the conclusion of the Tenth Annual General Meeting to be held on 28 November 2016. A renewal of this authority is being sought at the Tenth Annual General Meeting under proposed ordinary resolution 7.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).