

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Scanwolf Corporation Berhad (“Scanwolf” or the “Company”) will be held at Agate Room (Level G), Avante Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor, Malaysia on Tuesday, 27 February 2024 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE SCHEME (“SCHEME”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME, COMPRISING OF A SHARE OPTION SCHEME (“PROPOSED ESOS”) AND A SHARE GRANT PLAN (“PROPOSED SHARE GRANT PLAN”), FOR THE ELIGIBLE DIRECTORS AND EXECUTIVE / EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES (“SCANWOLF GROUP” OR “GROUP”) WHICH ARE NOT DORMANT (“PROPOSED ESS”)

“THAT, subject to the approvals of all the relevant authorities and/or parties being obtained (where required), including but not limited to the approval of Bursa Securities for the listing of and quotation for the new Scanwolf Shares to be issued pursuant to the Proposed ESS having been obtained, and to the extent permitted by law, Companies Act 2016 and the Company's Constitution, approval be and is hereby given to the Board to:

- (i) establish, implement and administer the Proposed ESS from time to time for the eligible directors and executive/employees of the Group (excluding dormant subsidiaries, if any), who fulfil the criteria of eligibility for participation in the Proposed ESS (“Eligible Person(s)”) as set out in the By-Laws governing the Scheme (“By-Laws”), a draft of which is set out in Appendix I of the Circular, and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities and/or parties or deemed necessary by the Board in the best interest of the Company;
- (ii) make the necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Securities for the listing of and quotation for the new Scanwolf Shares which may hereafter from time to time be allotted and issued pursuant to the Scheme;
- (iii) issue and allot from time to time such number of new Scanwolf Shares as may be required to be allotted and issued pursuant to the exercise of the share options pursuant to the Proposed ESOS (“Share Options”) and/or vesting of the share grant pursuant to the Proposed Share Grant Plan (“Share Awards”) under the Proposed ESS (collectively, the “ESS Awards”), provided that the aggregate number of new Shares to be offered under the Proposed ESS shall not exceed in aggregate 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the duration of the Scheme. And that such new Scanwolf Shares shall, upon issuance and allotment, rank equally in all respects with the existing Scanwolf Shares, save and except that such new Scanwolf Shares will not be entitled to any dividends, rights, allotments and/or any other form of distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of issuance and allotment of such new Scanwolf Shares pursuant to the Scheme;
- (iv) amend and/or modify all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESS from time to time as may be required or permitted by the relevant authorities or deemed necessary by the Board or any committee of the Proposed ESS established or appointed by it, provided that such amendments and/or modifications are effected and permitted in accordance with the provisions of the By-Laws relating to amendments and/or modifications, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate and to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the provisions of the By-Laws; and
- (v) extend the duration of the Scheme, provided always that the initial period and such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the effective date of the Scheme as determined in accordance with the Listing Requirements and the provisions of the By-Laws (or such other period as may be permitted by Bursa Securities or any other relevant authorities from time to time) without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the By-Laws of the Scheme, a draft of which is set out in Appendix I of the Circular, be and is hereby approved and adopted;

THAT the Board be and is hereby authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement and give effect to and complete the Proposed ESS with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be required by the relevant regulatory authorities in connection with the Proposed ESS;

AND THAT pursuant to Section 85 of the Act read together with Clause 57 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Scanwolf Shares pursuant to the Proposed ESS which rank equally to the existing Scanwolf Shares AND THAT the Board is exempted from the obligation to offer such new Scanwolf Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Scanwolf Shares to the Eligible Persons pursuant to the Proposed ESS.”

ORDINARY RESOLUTION 2 – PROPOSED ALLOCATION OF ESS AWARD TO DATO' TAN SIN KEAT (EXECUTIVE DIRECTOR)

“THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/or parties for the Proposed ESS having been obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Dato' Tan Sin Keat, being an Executive Director of the Company, Share Options and such number of Shares in the Company which will be vested in him/her at a specified future date and to issue and allot and/or deliver such number of options, Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS, PROVIDED THAT –

- (i) the aggregate number of Scanwolf Shares which may be made available under the Proposed ESS shall not in aggregate exceed 15% of the total number of issued Scanwolf Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESS;
- (ii) the allocation to him, who either singly or collectively, through person(s) connected to him, holds 20% or more of the total number of issued Scanwolf Shares (excluding treasury shares, if any), must not exceed 10% of the total number of Scanwolf Shares to be made available under the Proposed ESS;
- (iii) he must not participate in the deliberation or discussion of his own allocation or allocations to person(s) connected to him; and

- (iv) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 3 – PROPOSED ALLOCATION OF ESS AWARD TO NG CHEE WAI (EXECUTIVE DIRECTOR)

“THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/or parties for the Proposed ESS having been obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Ng Chee Wai, being an Executive Director of the Company, Share Options and such number of Shares in the Company which will be vested in him/her at a specified future date and to issue and allot and/or deliver such number of options, Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS, PROVIDED THAT –

- (i) the aggregate number of Scanwolf Shares which may be made available under the Proposed ESS shall not in aggregate exceed 15% of the total number of issued Scanwolf Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESS;
- (ii) the allocation to him, who either singly or collectively, through person(s) connected to him, holds 20% or more of the total number of issued Scanwolf Shares (excluding treasury shares, if any), must not exceed 10% of the total number of Scanwolf Shares to be made available under the Proposed ESS;
- (iii) he must not participate in the deliberation or discussion of his own allocation or allocations to person(s) connected to him; and
- (iv) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

ORDINARY RESOLUTION 4 – PROPOSED ALLOCATION OF ESS AWARD TO DATO' CHEONG CHEN KHAN (EXECUTIVE DIRECTOR)

“THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/or parties for the Proposed ESS having been obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Dato' Cheong Chen Khan, being an Executive Director of the Company, Share Options and such number of Shares in the Company which will be vested in him at a specified future date and to issue and allot and/or deliver such number of options, Shares and/or the equivalent cash value or combinations thereof comprised in the Proposed ESS, PROVIDED THAT –

- (i) the aggregate number of Scanwolf Shares which may be made available under the Proposed ESS shall not in aggregate exceed 15% of the total number of issued Scanwolf Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESS;
- (ii) the allocation to him, who either singly or collectively, through person(s) connected to him, holds 20% or more of the total number of issued Scanwolf Shares (excluding treasury shares, if any), must not exceed 10% of the total number of Scanwolf Shares to be made available under the Proposed ESS;
- (iii) he must not participate in the deliberation or discussion of his own allocation or allocations to person(s) connected to him; and
- (iv) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.”

By Order of the Board
SCANWOLF CORPORATION BERHAD

WONG SIEW YEEN (SSM PC NO. 202008001471) (MAICSA 7018749)
TEE THIAM CHAI (SSM PC NO. 202008002297) (MAICSA 7066679)

Company Secretaries
Kuala Lumpur
8 February 2024

Notes:-

1. A member of a Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company.
2. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. A member of the Company, including an Authorised Nominee or Exempt Authorised Nominee, who is entitled to attend and vote at meeting of the Company, or at a meeting of any class of members of the Company, may appoint one or more proxies to attend and vote instead of the member at the meeting.
4. Where a member 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 appointment shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office of the 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or by electronic lodgment via TIH Online website at <https://tjh.online> not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposed to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors (“ROD”) as at 19 February 2024. Only a depositor whose name appears on the ROD therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his/her stead.
8. Shareholders are advised to check the Company's website at <http://www.scanwolf.com> and announcements from time to time for any changes to the administration of the EGM.

Explanatory Notes

Pursuant to Section 85 of the Act read together with Clause 57 of the Company's Constitution, the existing shareholders of the Company have a statutory pre-emptive right to be offered any new shares which rank equally to existing shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution 1, you will be waiving your statutory pre-emptive right and the proposed Ordinary Resolution 1, if passed, will exclude your statutory pre-emptive right to be offered any new shares to be allotted and issued by the Company pursuant to the Proposed ESS, which will result in a dilution to your shareholding in the Company.