

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting ("18th AGM") of SCANWOLF CORPORATION BERHAD ("Scanwolf" or the "Company") will be conducted entirely on a fully virtual basis through the online meeting platform of TIIH Online at <https://tiih.online> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd, Malaysia on Thursday, 28 November 2024 at 2.00 p.m. or at any adjournment thereof, to transact the following business:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 and the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To re-elect the following Directors who retire by rotation pursuant to Clause 95 of the Constitution of the Company:-
 - Mr. Ng Chee Wai **(Ordinary Resolution 1)**
 - Dato' Cheong Chen Khan **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire by rotation pursuant to Clause 102 of the Constitution of the Company:-
 - Mr. Seah Ley Hong **(Ordinary Resolution 3)**
 - Mr. Teoh Wei Loong **(Ordinary Resolution 4)**
- To approve the payment of Directors' fees and benefits for an amount up to RM400,000.00 payable to the Directors for the financial year ending 30 June 2025. **(Ordinary Resolution 5)**
- To re-appoint Messrs. PKF PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

Special Business

To consider and, if thought fit, to pass with or without modifications, the following Ordinary Resolutions:-

- Authority to allot and issue shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 7)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to allot and issue shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option of offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate"). THAT such approval on the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities. THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate".

- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Ordinary Resolution 8)**

"THAT, subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiaries (collectively the "Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 5 of the Circular to Shareholders dated 30 October 2024, provided that such transactions and/or arrangements are:-

- necessary for the Group's day-to-day operations;
- are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
- not detrimental to the minority shareholders of the Company, (hereinafter referred to as "Proposed Shareholders' Mandate").

THAT the Proposed Shareholders' Mandate shall continue to be in full force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at said AGM, such authority is renewed; or
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

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

Kuala Lumpur
30 October 2024

Notes:

IMPORTANT NOTICE

- The 18th AGM of the Company will be conducted entirely on fully virtual basis through live streaming in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. All meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate in the meeting via online.
- Members are to attend, speak (including posing questions to the Board in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM of the Company by using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>. **Please refer to the Procedures for RPV via RPV facilities in the Administration Guide for the 18th AGM in order to participate remotely via RPV facilities.**
- For the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 20 November 2024 ("ROD"). Only a depositor whose name appears on the ROD therein shall be entitled to attend this 18th AGM via RPV or appoint a proxy to attend and/or vote on his/her stead.
- A member who is entitled to participate in the 18th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to participate at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the 18th AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), 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.

- Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorised representative to participate at this 18th AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV facilities via TIIH Online website at <https://tiih.online>. Procedures for RPV facilities can be found in the Administrative Guide for the 18th AGM.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 18th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic form**
In the case of an appointment made via electronic means, the proxy form can be electronically submitted to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd via TIIH Online at <https://tiih.online>.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Tuesday, 26 November 2024 at 2.00 p.m.
- Any authority pursuant to which such an appointment is made by a power of attorney must 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the 18th AGM 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.
- For a corporate member who has appointed an authorised representative instead of a proxy to participate in this 18th AGM, please deposit the ORIGINAL certificate of appointment of authorised representative executed in the manner as stated in the proxy form if this has not been lodged at the Company's Share Registrar earlier.
- 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 18th AGM.

Explanatory Notes on Ordinary Business:

- Agenda Item No. 1 – Audited Financial Statements for the financial year ended 30 June 2024**
The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1) of the Companies Act 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

- Ordinary Resolutions 1, 2, 3 and 4 – Re-election of Directors**

The following Directors are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 18th AGM pursuant to the Constitution of the Company:-

- Mr. Ng Chee Wai
- Dato' Cheong Chen Khan
- Mr. Seah Ley Hong
- Mr. Teoh Wei Loong

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 1,2,3 and 4 are set out in the Board of Directors' profile of the Annual Report 2024.

The Board has through the Nomination Committee ("NC"), considered the assessment of the Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") on character, experience, integrity, competence and time to effectively discharge their roles as Directors. All Directors standing for re-election have also met the relevant requirements under the fit and proper assessment.

Mr. Teoh Wei Loong, an Independent Non-Executive Director, has provided his confirmation that he fulfills the independence criteria as prescribed in the Listing Requirements. He has also confirmed that he does not have any existing or potential conflict of interest, business, family or other special relationship within or outside of the Company that could impair his independent judgement.

- Ordinary Resolution 5 – Payment of Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and all benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 5 is to facilitate payment of Directors' fees and benefits for the financial year ending 30 June 2025. The payment of Directors' fees and benefits is calculated based on the current board size and the number of scheduled Board and Board Committee meetings for the financial year ending 30 June 2025. In the event the Directors' fees and benefits proposed are insufficient (due to enlarge Board size or more meetings), approval will be sought at the next annual general meeting for the shortfall.

- Ordinary Resolution 6 – Re-appointment of Auditors**

The Board has through the Audit and Risk Management Committee, considered the re-appointment of Messrs. PKF PLT as Auditors of the Company. The factors considered by the Audit and Risk Management Committee in making the recommendation to the Board to table the resolution on re-appointment of the Auditors at the 18th AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2024.

Explanatory Note on Special Business:

- Ordinary Resolution 7 – Authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed ordinary resolution, if passed, will empower the Directors of the Company to allot and issue shares of the Company from time to time and grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of such shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate").

The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier. This proposed resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by shareholders at the Seventeenth Annual General Meeting held on 30 November 2023 and will lapse at the conclusion of the 18th AGM to be held on 28 November 2024. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement on the actual purpose and utilisation of proceeds arising from such issuance of shares.

- Ordinary Resolution 8 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 8, if passed, will allow Scanwolf Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for Scanwolf Group's day-to-day operations with the respective related parties, subject that the transactions are transacted in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

STATEMENT ACCOMPANYING NOTICE OF 18TH AGM

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad
There are no individuals standing for election/appointment as Directors at the Eighteenth Annual General Meeting.