

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting ("19th AGM") SCANWOLF CORPORATION BERHAD will be held physically at Fox Hotels, Level 8, Pusat Komersil Vestland (THE GLENZ) East 6, Jalan Juruanalisis U1/35, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 27 November 2025 at 10:00 a.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 2025 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
Ordinary Resolution 1
- To re-elect Mr. Khoo Kien Hoe, a Director of the Company who retires by rotation pursuant to Clause 95 of the Constitution.
Ordinary Resolution 2
Ordinary Resolution 3
- To re-elect the following Directors who retire pursuant to Clause 102 of the Constitution:-
i. Dato' Ir Haji Cheremi bin Haji Tarman
ii. Mr. Fong Keng Mun
Ordinary Resolution 4
Ordinary Resolution 5
- To approve the payment of Directors' fees and benefits up to RM400,000 payable to the Directors for the financial year ending 30 June 2026.
Ordinary Resolution 4
- To re-appoint Messrs. PKF PLT as Auditors of the Company and authorise the Directors to fix their remuneration.
Ordinary Resolution 5

Special Business:

To consider and, if thought fit, to pass the following resolutions:-

- Authority to allot and issue shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016**
Ordinary Resolution 6
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the capital of the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being;
AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on the Main Market of Bursa Securities;
AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by ordinary resolution of the Company at a general meeting."
- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
Ordinary Resolution 7

"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") for the renewal of existing shareholders' mandate and new shareholders' mandate 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 28 October 2025, 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."

- Proposed Amendments to the Constitution of the Company ("Proposed Amendment")**
Special Resolution

"THAT the existing Clause 94 of the Company's Constitution be deleted entirety and be substituted with the following new Clause 94:-

"All the Directors of the Company shall be natural persons of full age. Until otherwise determined by the Company in a general meeting, the number of Directors shall be not less than two (2) nor more than twelve (12). In the event of any casual vacancy occurring and reducing the number of Directors below the prescribed minimum, the continuing Directors or Director may act for the purpose of filling such vacancy or vacancies or summoning a general meeting of the Company, but not for any other purpose."

AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendment, for and on behalf of the Company."

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

BY ORDER OF THE BOARD

YAU JYE YEE (MAICSA 7059233) (SSM PC NO. 202008000733)
YEOW SZE MIN (MAICSA 7065735) (SSM PC NO. 201908003120)
Company Secretaries

Kuala Lumpur
28 October 2025

Notes:

- This is a physical meeting. Shareholders and/or proxies are invited to attend the 19th AGM in-person only.
- For the purpose of determining a member who shall be entitled to attend the 19th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to make available to the Company, a General Meeting Record of Depositors ("ROD") as at 20 November 2025. Only a depositor whose name appears in the ROD therein shall be entitled to attend, participate, speak and vote at the 19th AGM, or appoint a proxy or representative to attend and/or vote on his/her behalf.
- A member entitled to attend the 19th AGM is entitled to appoint a proxy or attorney, or in the case of a corporation, appoint a duly authorised representative to attend and vote 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 attend a general meeting of the Company may appoint not more than two (2) proxies to attend and vote in his/her stead at the 19th AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be determined 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 under 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 shall be 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 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.
- 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 19th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
(i) 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, at the drop box located 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 mean, the proxy form can be electronically submitted to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd via Vistra Share Registry and IPO (IMV) portal ("The Portal") at <https://srmy.vistra.com>. Please refer to the Administrative Guide for the 19th AGM on the procedures for electronic submission of proxy form via The Portal.
- 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, 25 November 2025 at 10:00 a.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 19th 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 19th 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 19th AGM.

EXPLANATORY NOTES ON THE ORDINARY AND SPECIAL BUSINESS:

- Agenda Item No. 1 – Audited Financial Statements for the financial year ended 30 June 2025**
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 and 3 – 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 19th AGM pursuant to the Constitution of the Company:-
(i) Mr. Khoo Kien Hoe
(ii) Dato' Ir Haji Cheremi bin Haji Tarman
(iii) Mr. Fong Keng Mun
The profiles of the Directors who are standing for re-election under the Ordinary Resolutions 1, 2 and 3 are set out in the Board of Directors' profile of the Annual Report 2025.
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. Khoo Kien Hoe, an Independent Non-Executive Director, has provided his confirmation that he fulfils 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.
Dato' Ir Haji Cheremi bin Haji Tarman, an Independent Non-Executive Director, has provided his confirmation that he fulfils 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.
Mr. Fong Keng Mun, an Independent Non-Executive Director, has provided his confirmation that he fulfils 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 4 – Payment of Directors' Fees and Benefits**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.
The proposed Ordinary Resolution 4 is to facilitate payment of Directors' fees and benefits for the financial year ending 30 June 2026. The payment of Directors' fees and benefits is calculated based on the current board size and the number of scheduled Board and Committee meetings for the financial year ending 30 June 2026. 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 5 – 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 recommendations to the Board to table the resolution on re-appointment of Auditors at the 19th AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2025.

Explanatory Note on Special Business:

- Ordinary Resolution 6 – Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
This proposed Ordinary Resolution 6 seeks to renew the mandate obtained from the members at the last AGM held on 28 November 2024 ("the Previous Mandate"). The Previous Mandate was not utilised and accordingly, no proceeds were raised.
The Company wishes to obtain the mandate on the authority to issue shares of not more than 10% of the total issued shares capital for the time being pursuant to the Act at the forthcoming 19th AGM of the Company (hereinafter referred to as the "General Mandate").
The proposed General Mandate seeks to provide the Directors of the Company with the authority and flexibility to issue and allot new shares in the Company at any time, to such persons and upon such terms and conditions as the Directors may, in their absolute discretion, deem fit, without the need to convene a general meeting for shareholders' approval. This would allow the Company to respond promptly to business opportunities and market conditions, thereby reducing administrative time and costs associated with convening additional general meetings.
The General Mandate, if approved, may be utilised for fundraising activities, including but not limited to further placements of shares to finance current and/or future projects, working capital requirements, potential acquisitions, investments, or for the issuance of shares as consideration for asset purchases or such other purposes as the Directors may consider to be in the best interests of the Company.
This authority, unless revoked or varied by the Company at a general meeting, shall remain in force until the conclusion of the next Annual General Meeting.
- Ordinary Resolution 7 – Proposed Renewal of Existing Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue and/or Trading Nature and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature**
This proposed Ordinary Resolution 7, if approved, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue and/or trading nature which are necessary for the Group's day-to-day operations. These transactions will be conducted in the ordinary course of business, on an arm's length basis, and under normal commercial terms, which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company.
For further details, please refer to the Circular/Statement to Shareholders dated 28 October 2025.
- Special Resolution – Proposed Amendments to the Constitution of the Company**
The proposed Special Resolution is to enhance administrative efficiency.
The Proposed Amendment shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or proxy at the 19th AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 19th AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

- Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad There are no Directors standing for election as Director of the Company at the 19th Annual General Meeting.
- Pursuant to Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Notes (under Ordinary Resolution 6 – Authority to Allot and Issue Shares Pursuant to the Companies Act 2016) of the Notice of the 19th Annual General Meeting.