

## **SCANWOLF CORPORATION BERHAD**

Company No.: 200601021156 (740909-T)  
(Incorporated In Malaysia)

### **MINUTES OF ANNUAL GENERAL MEETING**

MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING HELD ON A FULLY VIRTUAL BASIS BY WAY OF LIVE STREAMING AND ONLINE REMOTE VOTING THROUGH THE REMOTE PARTICIPATION AND VOTING ("RVP") FACILITIES VIA TIIH ONLINE WEBSITES AT <https://tiih.online> or <https://tiih.com.my> (DOMAIN REGISTRATION NO. WITH MYNIC: D1A282781) ON FRIDAY, 26 NOVEMBER 2021 AT 10:30 A.M.

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ATTENDANCE: As per attendance list

#### **1. COMMENCEMENT**

At 10.30 a.m. the Chairman of the Meeting Mr Khoo Kien Hoe ("Mr Khoo" or "Chairman"), called the meeting to order and welcomed all members and proxies for participating the Company's Fifteenth Annual General Meeting (15<sup>th</sup> AGM) remotely from their respective locations. He introduced the following Directors, Company Secretary and Auditor who were present virtually for this AGM:

- (a) Dato' Tan Sin Keat, Executive Director;
- (b) Mr Cheong Chen Khan, Executive Director;
- (c) Mr Ng Chee Wai, Executive Director;
- (d) Mr Ow Kee Teik, Independent Non-Executive Director;
- (e) Encik Saffie Bin Bakar, Independent Non-Executive Director;
- (f) Ms Hing Poe Pyng, Company Secretary;
- (g) Ms Marilyn Ngu Siow Ping, Auditor from Messrs. PKF.

#### **2. APOLOGY**

Apology from Tan Sri Dato' Sri Syed Zainal Abidin Bin Syed Mohamed Tahir, the Chairman of the Company, for his absence due to his prior commitment which was scheduled before his appointment as the Chairman of the Company was duly noted.

#### **3. QUORUM**

The Chairman called the meeting to order as the Company Secretary confirmed that the requisite quorum was present.

#### **4. NOTICE OF MEETING**

The Chairman informed the Meeting that the notice of 15<sup>th</sup> AGM having been circulated within the statutory period, was taken as read.

#### **5. PROCEDURES TO CONVENE THE AGM**

The Chairman informed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of General Meeting must be voted by poll and Paragraph 8.29A(2) requires that at least one scrutineer be appointed to validate the votes cast.

The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator and Asia Securities Sdn Bhd as Scrutineers and they will be overseeing the conduct of the poll and scrutinizing the votes cast.

Shareholders were informed that the polling process would be conducted on the conclusion of the deliberations of all the items on the agenda.

The Chairman further explained on how questions may be raised during the meeting.

The Chairman invited the representative from Tricor, the Poll Administrator, to brief shareholders on the voting procedures through the remote participation and voting application. The process of how voting could be done through the remote participation and voting application was shared.

The Chairman then presented the agenda of the 15<sup>th</sup> AGM as follows:-

6. **AGENDA 1 - TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Members were informed by the Chairman that the Audited Financial Statements under Agenda 1 of the Annual General Meeting were for discussion purpose only as it does not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, it will not be put forward for voting.

The Chairman informed that the Audited Financial Statements for the financial year ended 30 June 2021 together with the Directors' and Auditors Reports thereon were deemed received by the Meeting as the same had been laid before the Meeting in compliance with Section 340(1)(a) of the Companies Act 2016.

7. **ORDINARY RESOLUTION 1  
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND DIRECTORS' BENEFITS AMOUNTING TO RM155,200.00 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2021**

The Chairman informed the Meeting that the Ordinary Resolution 1 was to approve the payment of Directors' fees and benefits amounting to RM155,200.00 for the financial year ended 30 June 2021.

8. **ORDINARY RESOLUTION 2  
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS AMOUNTING TO RM156,500.00 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2022.**

The Chairman informed the Meeting that the Ordinary Resolution 2 was to approve the payment of directors' fees and benefits amounting to RM156,500.00 for the financial year ending 30 June 2022.

9. **ORDINARY RESOLUTION 3  
TO RE-ELECT DATO' TAN SIN KEAT WHO RETIRES IN ACCORDANCE WITH THE ARTICLE 95 OF THE COMPANY'S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 3 was to re-elect Dato' Tan Sin Keat who retires in accordance with the Article 95 of the Company's Constitution.

10. **ORDINARY RESOLUTION 4  
TO RE-ELECT ENCIK SAFFIE BIN BAKAR WHO RETIRES IN ACCORDANCE WITH THE ARTICLE 95 OF THE COMPANY'S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 4 was to re-elect Encik Saffie Bin Bakar who retires in accordance with the Article 95 of the Company's Constitution.

**11. ORDINARY RESOLUTION 5  
TO RE-ELECT MR CHEONG CHEN KHAN WHO RETIRES IN ACCORDANCE  
WITH THE ARTICLE 102 OF THE COMPANY'S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 5 was to re-elect Mr Cheong Chen Khan who retires in accordance with the Article 102 of the Company's Constitution.

**12. ORDINARY RESOLUTION 6  
TO RE-APPOINT MESSRS. PKF AS AUDITORS OF THE COMPANY UNTIL THE  
CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO  
AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

The Chairman informed the Meeting that the Ordinary Resolution 6 was to re-appoint Messrs. PKF as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

**13. ORDINARY RESOLUTION 7  
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE  
COMPANIES ACT, 2016.**

The Chairman informed the Meeting that the Ordinary Resolution 7 was Authority to issue shares pursuant to Sections 75 & 76 of the Companies Act, 2016.

He proceeded to inform the Meeting that the resolution was to give a mandate to the Directors the authority to issue and allot shares in the Company up to an amount not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being, up to 31 December 2021 for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. However, if the 20% mandate is not utilized by 31 December 2021, it will revert to the original 10% limit as prescribed in Paragraph 6.03 of the Main Market Listing Requirements if to exercise on or after 1 January 2022.

The 10% General Mandate will unless revoked or varied by the Company in the general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The mandate 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, working capital, acquisition(s) and/or settlement of banking facility(ies).

**14. OTHER BUSINESS**

The Chairman informed the members that the Company had on 10 November 2021 despatched Addendum to the Notice of this Meeting to include Ordinary Resolution 8, 9, 10 for re-election of the following Directors retiring under Article 102 of the Constitution of the Company, and who being eligible, offered themselves for re-election:

- (a) Tan Sri Dato' Sri Haji Syed Zainal Abidin Bin Syed Mohamed Tahir
- (b) Mr Khoo Kien Hoe
- (c) Mr Ow Kee Teik

15. **ORDINARY RESOLUTION 8  
TO RE-ELECT THE DIRECTOR, TAN SRI DATO' SRI HAJI SYED ZAINAL  
ABIDIN BIN SYED MOHAMED TAHIR WHO RETIRES IN ACCORDANCE WITH  
THE ARTICLE 102 OF THE COMPANY'S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 8 was to re-elect the Director, Tan Sri Dato' Sri Haji Syed Zainal Abidin Bin Syed Mohamed Tahir who retires in accordance with the Article 102 of the Company's Constitution.

16. **ORDINARY RESOLUTION 9  
TO RE-ELECT THE DIRECTOR, MR KHOO KIEN HOE WHO RETIRES IN  
ACCORDANCE WITH THE ARTICLE 102 OF THE COMPANY'S CONSTITUTION**

The Chairman then informed the members that the next agenda involved the re-election of himself as the Director of the Company and hence passed the chair to the Independent Director, En Saffie Bin Bakar ("En Saffie").

En Saffie informed the Meeting that the Ordinary Resolution 9 was to re-elect the Director, Mr. Khoo Kien Hoe who retires in accordance with the Article 102 of the Company's Constitution.

17. **ORDINARY RESOLUTION 10  
TO RE-ELECT THE DIRECTOR, MR OW KEE TEIK WHO RETIRES IN  
ACCORDANCE WITH THE ARTICLE 102 OF THE COMPANY'S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 10 was to re-elect the Director, Mr. Ow Kee Teik who retires in accordance with the Article 102 of the Company's Constitution.

18. ***SUMMARY OF QUESTIONS RECEIVED AND THE COMPANY'S RESPONSE***

The Chairman proceeded to the question and answer session and invited members/proxies to submit their queries through the online query box.

The question received from Mr Teo Boon Tong, a shareholder and the reply from Mr Ng Chee Wai, the Executive Director of the Company, was as follows :

***Q1. What was the master plan for the next three years?***

The Company would continue to expand its plastic and flooring division as well as new packaging business. The Company would also continue to seek for new business opportunity such as securing of new development project.

19. **POLLING PROCESS**

At 10.43 a.m., Chairman reminded members to vote via the e-Voting portal as the voting session would expire in 10 minutes.

At 10.53 a.m., the Chairman announced that the voting session for the 15<sup>th</sup> AGM had ended.

He informed members that that the Meeting would adjourn until the counting of the votes was completed and would resume thereafter for the declaration of the result of the poll.

**20. ANNOUNCEMENT OF POLL RESULT**

At 11.10 a.m., the Chairman called the Meeting to order for the declaration of results. He then proceeded to read out the poll results that was displayed on the screen. A copy of which is attached hereto.

The Chairman declared that all the resolutions were duly passed.

**21. TERMINATION**

There being no other matters to discuss, the meeting ended at 11.10 a.m. with vote of thanks to the Chairman.

**CONFIRMED CORRECT,**

**KHOO KIEN HOE**

Chairman

Date: 26 November 2021