



S & F CAPITAL BERHAD
(Registration No.: 200201000757 (568420-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of S & F Capital Berhad (“**S & F Cap**” or the “**Company**”) will be held at Room 3, Level 18, Tower 1, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 21 October 2025 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 181,620,969 NEW ORDINARY SHARES IN S & F CAP (“S & F CAP SHARE(S)” OR “SHARE(S)” (“PLACEMENT SHARE(S)” (REPRESENTING UP TO 30% OF THE TOTAL NUMBER OF ISSUED S & F CAP SHARES), OF WHICH:-

- (I) UP TO 86,620,969 PLACEMENT SHARES WILL BE ALLOCATED TO RENGIT CAPITAL SDN BHD; AND**
- (II) UP TO 95,000,000 OF THE REMAINING PLACEMENT SHARES WILL BE ALLOCATED TO THIRD-PARTY INVESTOR(S),**

AT AN ISSUE PRICE OF RM0.0673 PER PLACEMENT SHARE (“PROPOSED PRIVATE PLACEMENT”)

“THAT, subject to all approvals being obtained from all relevant authorities and/or parties, if applicable, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue and allot up to 181,620,969 new Placement Shares, representing up to 30% of the total number of issued S & F Cap Shares, at the issue price of RM0.0673 per Placement Share;

THAT, the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing S & F Cap Shares, save and except that the holders of the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the said Placement Shares;

THAT, the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Private Placement for such purposes and in such manner as set out in **Section 2.6** of the circular to shareholders dated 30 September 2025 in relation to the Proposed Private Placement and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/or expedient, or in the best interest of the Company, subject to the approval of the relevant authorities and/or parties, if applicable;

AND THAT, the Board be and is hereby authorised to take all necessary steps to give effect to the Proposed Private Placement with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF UP TO 86,620,969 PLACEMENT SHARES TO RENGIT CAPITAL SDN BHD ("PROPOSED ALLOCATION")

"**THAT** subject to the passing of Ordinary Resolution 1 and approvals being obtained from all relevant authorities and/or parties, if applicable, approval and authority are hereby given to the Board (save for the interested directors) at any time and from time to time to allot and issue up to 86,620,969 Placement Shares to Rengit Capital Sdn Bhd, being the major shareholder of S & F Cap, at the issue price of RM0.0673 per Placement Share."

By Order of the Board

KHAW TEIK THYE (SSM PC NO. 202208000728) (MIA 11616)

CHONG LAY KIM (SSM PC NO. 202008001920) (LS 0008373)

Company Secretaries

Kuala Lumpur

30 September 2025

Notes:-

1. For the purpose of determining who shall be entitled to attend the forthcoming EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 10 October 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend the forthcoming EGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
 2. A member who is entitled to attend, participate, speak and vote at the forthcoming EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her/its place. A proxy may but need not be a member of the Company.
 3. A member of the Company who is entitled to attend, participate, speak and vote at the forthcoming EGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the forthcoming EGM.
 4. 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.
 5. 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.
 6. 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 the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
 7. 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.
 8. 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 EGM, or any adjournment thereof, 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 form of proxy must be deposited at the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
 - ii. By electronic means via email
In the case of an appointment made via email transmission, the form of proxy must be received via email at corp.affairs@snfcapital.com.my.
- The Company may request any member to deposit the original executed form of proxy to the Company's place of business before or on the day of the EGM for verification purpose.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM, or any adjournment thereof, 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.
 10. Please ensure ALL the particulars as required in the form of proxy are completed, signed and dated accordingly.

11. Last date and time for lodging the form of proxy is **Sunday, 19 October 2025 at 10.00 a.m.**
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
- a. Identity card (NRIC) (Malaysian); or
 - b. Police report (for loss of NRIC)/Temporary NRIC (Malaysian); or
 - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend the EGM, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia. Please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the form of proxy if this has not been lodged at the Company's place of business earlier.
- The certificate of appointment of authorised representative should be executed in the following manner:
- i. If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the Constitution of the corporate member; or
 - ii. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - a. at least two (2) authorised officers, of whom one (1) shall be a director; or
 - b. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
14. Shareholders are advised to check the Company's website at <https://www.snfcapital.com.my>, and announcements from time to time for any changes to the administration of the forthcoming EGM.

PERSONAL DATA POLICY

By submitting form(s) of proxy appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM, 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 processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.