



MANFORCE GROUP

BERHAD

(Company No. 1228620-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("2nd AGM") of Manforce Group Berhad ("the Company") will be held at Qliq Damansara Hotel (Level 2, Room IQ 150), No. 2 Jalan PJU 8/8A Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 28th March, 2019 at 10.00 a.m., for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30th September, 2018 together with the Reports of the Directors and Auditors thereon. (Please refer Note 1)
- To approve the payment of the Directors' Fees amounting to RM3,000 for the financial year ended 30th September, 2018. (Ordinary Resolution 1) (Please refer Note 2)
- To approve the payment of Directors' benefits of up to an amount of RM20,000 for the period from the financial year ended 30th September, 2018 until the next annual general meeting of the Company held in year 2020. (Ordinary Resolution 2) (Please refer Note 3)
- To approve the aggregate Directors' Fees payable to the Directors of the Company of an amount up to RM160,000 for the financial year ending 30th September, 2019. (Ordinary Resolution 3) (Please refer Note 4)
- To re-elect TENGKU FAIZWA BINTI TENGKU RAZIF, the retiring Director, who retires by rotation and being eligible, offers herself for re-election in accordance with Clause 109 of the Company's Constitution. (Ordinary Resolution 4) (Please refer Note 5)
- To re-elect DATO' WONG BOON MING, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 109 of the Company's Constitution. (Ordinary Resolution 5) (Please refer to Note 5)
- To re-elect DATIN LIM GUN KIAU, the retiring Director, who retires by rotation and being eligible, offers herself for re-election in accordance with Clause 109 of the Company's Constitution. (Ordinary Resolution 6) (Please refer to Note 5)
- To re-elect CHIN KOK WENG, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 109 of the Company's Constitution. (Ordinary Resolution 7) (Please refer to Note 5)
- To re-appoint MESSRS ECOVIS AHL PLT as Auditors of the Company for the financial year ending 30th September, 2019 and to authorize the Directors to deliberate on the Auditors' remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS

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

- Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016.

"THAT subject always to the Companies Act, 2016, the Constitution of the Company, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorized, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting of the Company to such persons and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED THAT that the aggregate number of shares to be issued pursuant to this resolution must not exceed one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not more than fifty percent (50%) of the total number of issued shares for the time being of the Company AND THAT the Directors are also authorised and empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."

- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 2016. (Ordinary Resolution 9) (Please refer to Note 14)

BY ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)

LEE SIEW LING (LS 0010310)

Company Secretaries

Kuala Lumpur

Dated: 27th February, 2019

Notes to the Notice of 2nd AGM :-

- Item 1 of the Agenda**
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 in Malaysia requires that audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.
- Item 2 of the Agenda**
Clause 110.3 of the Company's Constitution provides that fees payable to the directors shall not be increased except pursuant to a resolution passed at a general meeting. Therefore, shareholders' approval is required for the determination and payment of directors amounting to RM3,000.00 for the financial year ended 30th September, 2018.
- Item 3 of the Agenda**
Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors of a listed company shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at the 2nd AGM for the payment of Directors' benefits payable to the Directors of the Company for the period from 30th September, 2018 until the next annual general meeting of the Company under Ordinary Resolution 2.
The current Directors' benefits payable to the Directors of the Company comprises of meeting allowances.
In determining the estimated amount of remuneration payable to the Directors, the Board considered various factors including the number of scheduled meetings for the Board of Directors ("the Board") and general meetings of the Company as well as the number of Directors involved in these meetings.
- Item 4 of the Agenda**
The quantum of the Directors' Fee payable by the Company to all the Directors of the Company not exceeding RM160,000 per annum for the financial year ending 30th September, 2019. The Proposed Ordinary Resolution 3, if passed, will authorise the payment of the Directors' fees to all the Directors of the Company for the financial year ending 30th September, 2019 pursuant to Clause 110 of the Company's Constitution.
- Items 5, 6, 7 and 8 of the Agenda**
Clause 109 of the Company's Constitution provides that any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. TENGKU FAIZWA BINTI TENGKU RAZIF, DATO'WONG BOON MING, DATIN LIM GUN KIAU and CHIN KOK WENG, the directors who are standing for re-election as per Agendas 5 to 8 of the notice of the 2nd AGM. The Proposed Ordinary Resolutions 4 to 7, if passed, TENGKU FAIZWA BINTI TENGKU RAZIF, DATO'WONG BOON MING, DATIN LIM GUN KIAU and CHIN KOK WENG will be appointed re-elected as the Directors of the Company.

Proxy

- A member of the Company who is entitled to attend, speak and vote at this 2nd AGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his proxy without limitation.
- A member of the Company shall be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting.
- Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding 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 SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Share Registrar Office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21st March, 2019 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 2nd AGM.
- Any alteration in the form of proxy must be initialed.

Explanatory Notes to Special Business

- Item 10 of the Agenda
Ordinary Resolution 9 is proposed to grant a new general mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Section 76 of the Companies Act, 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate must not exceed one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not more than fifty percent (50%) of the total number of issued shares for the time being of the Company as the Directors may consider such an act to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.
The General Mandate will provide flexibility to any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and /or acquisitions.

Personal data privacy :

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2nd AGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose 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 2nd 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 agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such 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 Purposes; and
- 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.