



MANFORCE GROUP

BERHAD

Company Registration No. 201701014455 (Company No. 1228620-V)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("3rd AGM") of Manforce Group Berhad ("the Company") will be held at The iSpace, Plaza VADS, Maple Room, Level 9, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr Ismail, 60000 Kuala Lumpur on Friday, 27th March, 2020 at 10.00 a.m., for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30th September, 2019 together with the Reports of the Directors and Auditors thereon. (Please refer Note 1)
2. To approve the payment of Directors' meeting allowances up to an amount of RM16,000 for the period from 1 April 2020 until the next Annual General Meeting of the Company. (Ordinary Resolution 1) (Please refer Note 2)
3. To approve the payment of Directors' Fees for an amount of up to RM350,000.00 payable to the Directors of the Company on a monthly basis for the period from 1 October 2019 until the next Annual General Meeting of the Company. (Ordinary Resolution 2) (Please refer Note 3)
4. 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 100.1 of the Company's Constitution. (Ordinary Resolution 3) (Please refer Note 4)
5. To re-appoint MESSRS BAKER TILLY MONTEIRO HENG PLT as Auditors of the Company for the financial year ending 30th September, 2020 and to authorize the Directors to deliberate on the Auditors' remuneration. (Ordinary Resolution 4) (Please refer Note 5)

AS SPECIAL BUSINESS

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

6. 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." (Ordinary Resolution 5) (Please refer to Note 14)
7. To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 2016 and Constitution of the Company.

BY ORDER OF THE BOARD

TED SOON MEI
[SSM PC 201908000235] [MAICSA 7018590]
LEE SIEW LING
[SSM PC 201908000379] [LS 0010310]
Company Secretaries

Kuala Lumpur
Dated: 26th February, 2020

Notes to the Notice of 3rd AGM:-

1. 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.
2. Item 2 of the Agenda
Pursuant to Section 230(1) of the Companies Act 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.

The shareholders at the last Annual General Meeting held on 28 March 2019 has approved the Directors' benefit up to an amount of RM20,000.00 for the period from 28 March 2019 until the conclusion of 3rd AGM. The actual paid payment for Directors' Benefits, which only comprised the meeting allowances payable to Tengku Faizwa Binti Tengku Razif, the Chairman, Independent Non-Executive Directors of the Company was RM10,000.00.

The proposed Directors' meeting allowances for the Non-Executive Directors of the Company for the period from 1 April 2020 until the conclusion of the next Annual General Meeting of the Company are estimated not to exceed RM16,000. The calculation is based on the estimated number of scheduled Board Meetings and on assumption that Non-Executive Directors of the Company will remain in office until next Annual General Meeting. This resolution is to facilitate payment of the board meeting allowances for financial year 2020/2021. The Board will seek shareholders' approval at the next Annual General Meeting in the event that the Directors' allowances proposed are insufficient.

In determining the estimated amount of meeting allowances payable to the Directors, the Board considered various factors including the number of scheduled meetings for the Board of Directors and general meetings of the Company as well as the number of Directors involved in these meetings.

3. Item 3 of the Agenda
Pursuant to Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation of loss of employment of a director/former director of a public company or a listed company and its subsidiary shall be approved at a general meeting. The fees structure of the Directors of the Company is as per Monthly fixed fee for their duties as Director.

The shareholders at the last Annual General Meeting held on 28 March 2019 has approved the Directors' fees up to an amount of RM160,000.00 for the financial year ended 30 September 2019. The actual paid payment for Directors' Fee for the financial year ended 30 September 2019 was RM50,000.00.

Meanwhile, the Company is seeking the shareholders' approval for the payment of Directors' Fees payable to the Directors of the Company on a monthly basis in arrears after each month of completed service of the Directors for the period from 1 October 2019 until the next Annual General Meeting of the Company under Ordinary Resolution 2. This Resolution is to facilitate payment of Directors Fees for the financial year 2019 to 2021.

The proposed Directors' Fees of RM350,000.00 are derived based on the estimated duration of 18 months from 1 October 2019 until the date of the next Annual General Meeting of the Company, on assumption that all the Directors of the Company will remain in office until the next Annual General Meeting held in 2021.

In the event that the proposed Directors' Fees are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for additional Directors' Fees to meet the shortfall.

4. Item 4 of the Agenda
Clause 100.1 of the Company's Constitution provides that one-third (1/3) of the Directors, for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to 1/3 shall retire by rotation at an Annual General Meeting of the Company. All the Directors shall retire from the office at least one in a three (3) years but shall be eligible for re-election.

Dato' Wong Boon Ming, the Director who is standing for re-election in accordance to clause 100.1 of the Company's Constitution is seeking for the shareholders' approval for re-election at the forthcoming 3rd AGM. Upon obtained approval for the Ordinary Resolution 3 of the agenda of 3rd AGM, Dato' Wong Boon Ming will be re-elected and serve on the Board as the Director of the Company.

5. Items 5 of the Agenda
Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint Auditors who shall hold office until the conclusion of the next Annual General Meeting in year 2021. The current Auditors, Messrs Baker Tilly Monteiro Heng PLT has expressed their willingness to continue in office. The Board of Directors of the Company have considered the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and recommends the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as external Auditors of the Company to hold office until the conclusion of next Annual General Meeting.

Proxy

6. A member of the Company who is entitled to attend and vote at this 3rd 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.
7. A member of the Company shall be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting.
8. 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.
9. 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.

10. 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.
11. 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.
12. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20th March, 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 3rd AGM.
13. Any alteration in the form of proxy must be initialed.

Explanatory Notes to Special Business

14. Item 6 of the Agenda
Ordinary Resolution 5 is proposed to grant a renewed 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.

As of the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors of the Company held on 28 March, 2019 and which will lapse at the conclusion of the 3rd AGM.

The General Mandate will provide flexibility to the Company for 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, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 3rd AGM and/or any adjournment thereof, a member of the Company:

- (i) 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 3rd 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");
- (ii) 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
- (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