

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting ("4th AGM") of Manforce Group Berhad ("the Company") will be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue at No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor on Friday, 26 March 2021 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 30 September 2020 together with the Reports of the Directors and Auditors thereon. (Please refer Note 1)
2. To approve the payment of Directors' fees for an amount up to RM90,000.00 payable to the Non-Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company. (Ordinary Resolution 1) (Please refer Note 2)
3. To approve the Directors' benefits payable (excluding directors' fees) for an amount up to RM12,000.00 payable to the Non-Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company. (Ordinary Resolution 2) (Please refer Note 2)
4. To approve the Directors' fees for an amount up to RM40,000.00 payable to the Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company. (Ordinary Resolution 3) (Please refer Note 2)
5. To re-elect MR. CHIN KOK WENG, the retiring Director, who retires by rotation and being eligible, has offered himself for re-election in accordance with Clause 100.1 of the Company's Constitution. (Ordinary Resolution 4) (Please refer Note 3)
6. To re-elect DATO' KHIU FU SIANG, the retiring Director, who was appointed during the year and being eligible, has offered himself for re-election in accordance with Clause 109 of the Company's Constitution. (Ordinary Resolution 5) (Please refer Note 4)
7. To re-appoint MESSRS BAKER TILLY MONTEIRO HENG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6) (Please refer Note 5)

AS SPECIAL BUSINESS

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

8. Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016. (Ordinary Resolution 7) (Please refer to Note 6)  

"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 authorised, 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."
9. To transact any other business of which due notice has been given in accordance with the Constitution of the Company and Companies Act, 2016.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)  
LIM JIA HUEY (SSM PC No. 201908000929) (MAICSA 7073258)  
Company Secretaries

Kuala Lumpur  
Dated: 25th February, 2021

Explanatory Notes on Ordinary and Special Businesses:

1. Item 1 of the Agenda  
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.
  2. Items 2, 3 and 4 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 for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.  

The Ordinary Resolution 1 and Ordinary Resolution 2 are seeking shareholders' approval for the payment of Director's fees and benefits payable for an amount up to RM90,000.00 and RM12,000.00 respectively, payable to the Non-Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company.

The Ordinary Resolution 3 is seeking shareholders' approval for the payment of Directors' fees for an amount up to RM40,000.00 payable to the Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company.

The estimated Directors' fees and benefits payable proposed for the period from 27 March 2021 until the next Annual General Meeting of the Company are derived based on the current Board size and number of scheduled Board and Board Committees meetings to be held. These Resolutions are to facilitate payment of Directors' fees and benefits for the financial year 2021/2022.

In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for the additional Directors' fees and benefits payable to meet the shortfall.
  3. Item 5 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 three (3) years but shall be eligible for re-election.  

Mr. Chin Kok Weng, 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 4th AGM. Upon obtained approval for the Ordinary Resolution 4 of the agenda of 4th AGM, Mr. Chin Kok Weng will be re-elected and serve on the Board as the Director of the Company.
  4. Item 6 of the Agenda  
Clause 109 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, to issue to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office 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.  

Dato' Khui Fu Siang, the Director who was appointed on 3rd of August, 2020 and is standing for re-election in accordance to clause 109 of the Company's Constitution, is seeking for the shareholders' approval for re-election at the forthcoming 4th AGM. Upon obtained approval for the Ordinary Resolution 5 of the agenda of 4th AGM, Dato' Khui Fu Siang will be re-elected and serve on the Board as the Director of the Company.
  5. Items 7 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.
  6. Item 8 of the Agenda  
Ordinary Resolution 7 is to seek shareholders' approval for the renewal of the general mandate ("General Mandate") to empower the Directors of the Company, pursuant to the Companies Act, 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, from the date of the 4th AGM, to issue and allot new ordinary shares or convertible securities in the Company from time to time to such persons as the Directors may deem fit without convening a general meeting, provided that the aggregate number of shares or convertible securities issued pursuant to the General Mandate must not exceed one hundred percent (100%) of the total number of issued shares of the Company for the time being, of which the aggregate number of shares or convertible securities issued other than on a pro rata basis to existing shareholders must not more than fifty percent (50%) of the total number of issued shares 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 at 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 the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting.

As at the date of this Notice, the Company has not issued any ordinary shares pursuant to the general mandate that granted by the shareholders at the Third Annual General Meeting of the Company held on 27 June 2020 and hence, no proceeds were raised therefrom.
- Virtual Annual General Meeting:**
- i. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the 4th AGM of the Company will be held as a fully virtual meeting via live streaming and online remote voting using the Remote Participation and Voting ("RPV") provided by AI Smartual Learning Sdn Bhd ("AI Smartual Learning") through its Smartual e-Portal at [www.agm.virtualeagm.com](http://www.agm.virtualeagm.com). This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (including any amendments that may be made from time to time) ("Guidance Note"). Please follow the procedures as set out in the Administrative Guide which is available at the Company's website at <https://manforce.net/index.html>
  - ii. In compliance with Section 327(2) of the Companies Act 2016, the Chairperson of the meeting shall be present at the main venue of the meeting in Malaysia and pursuant to the Securities Commission Malaysia's Guidance Note, the broadcast venue will be strictly limited to only essential individuals for organising and conducting the virtual AGM.
  - iii. Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 4th AGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the 4th AGM via the RPV provided by AI Smartual Learning.
- Notes:**
1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 February, 2021 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 4th AGM.
  2. A member of the Company who is entitled to attend, speak and vote at this 4th 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.
  3. A member of the Company shall be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting.
  4. Where a member of the Company is an authorised 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.
  5. 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.
  6. 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.
  7. 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 Company's Office at No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor, not less than 48 hours before the time appointed for holding the meeting or for an adjournment thereof, and in default the instrument of proxy shall not be valid.
  8. Any alteration in the form of proxy must be initiated.
  9. Kindly refer to the Administrative Guide for the 4th AGM for the Registration and Procedures on Remote Participating and Voting ("RPV").
- Personal data privacy:**
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 4th 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 4th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 4th 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.

# MANFORCE GROUP BERHAD

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

(Incorporated in Malaysia)

## **ADMINISTRATIVE GUIDE FOR 4TH ANNUAL GENERAL MEETING (“AGM”)**

Meeting Day and Date	: Friday, 26 March 2021
Time	: 10.00 a.m.
Broadcast Venue	: No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor
Meeting Platform	: <a href="http://www.agm.virtualeagm.com">www.agm.virtualeagm.com</a>

### **1. Virtual Meeting**

- 1.1 As a precautionary measure amid Coronavirus Disease pandemic and having regard to the well-being of the safety of the Company’s shareholders, employees and Directors, the Board of Directors (“the Board”) and the Management have decided that the 4<sup>th</sup> AGM will be conducted entirely virtual through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities from the Broadcast Venue. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.
- 1.2 Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 4<sup>th</sup> AGM. Since the 4<sup>th</sup> AGM will be held virtually, there will be no door gifts or food vouchers for the shareholders or proxies. Your kind understanding during this challenging time is much appreciated.
- 1.3 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Meeting. Therefore, it is the responsibility of the shareholders/proxies/corporate representatives to ensure that connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants. The Company, the Board and its management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the Meeting.

### **2. Entitlement to Participate and Vote**

Only depositors whose names appear on the Record of Depositors as at 17 February 2021 shall be entitled to participate and/or vote at the 4<sup>th</sup> AGM or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf by returning the duly executed Form(s) of Proxy.

### **3. Appointment of Proxy**

If you are unable to attend and participate at the 4<sup>th</sup> AGM via RPV facilities, you may appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please ensure that the hard copy of the original Form of Proxy is deposited at the Manforce Group Berhad’s Business Address at No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor, not less than forty-eight (48) hours before the time appointed for holding the 4<sup>th</sup> AGM i.e. latest by **24 March 2021 at 10.00 a.m.**

## **MANFORCE GROUP BERHAD**

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

### **Administrative Guide for 4th Annual General Meeting (“AGM”) – cont’d**

All appointed proxy need not register for remote participation on Smartual e-Portal. Upon processing of your Form of Proxy, we will grant your proxy access to remote participation at the Meeting to which he/she is appointed for instead of you, with the login credentials.

#### **4. Submission of Questions**

- 4.1 Shareholders/proxies/corporate representatives may submit their questions via the real time submission of typed texts through a text box within Smartual e-Portal at [www.agm.virtualeagm.com](http://www.agm.virtualeagm.com) before the start or during the live streaming of the 4<sup>th</sup> AGM. The questions and/or remarks submitted by the shareholders and/or proxies will be responded by the Chairman/Board/relevant adviser during the AGM.

#### **5. Voting Procedure**

- 5.1 Voting will be conducted by poll if a poll is demanded pursuant to the Company’s Constitution.
- 5.2 For the purpose of the Meeting, e-Voting can be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.3 The polling will commence as the Chairman calls for the poll to be open and close ten (10) minutes after the Chairman announces the ten (10) minutes for voting towards the end of the Meeting after the question and answer session.
- 5.4 The independent scrutineer will verify the poll results reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

#### **6. Remote Participation and Voting (“RPV”)**

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the 4<sup>th</sup> AGM [(ii) to (iv) through their authorised representatives.
- 6.2 If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, pose questions and/ or submit your votes in real time whilst the Meeting is in progress.
- 6.3 Kindly follow the steps as set out in **Appendix I** to register for RPV.

#### **7. Presentation at the RPV and no recording or photography**

Shareholders/proxies/corporate representatives who participate at the virtual 4<sup>th</sup> AGM are able to view the Company’s presentation, or slides, via the live web-streaming, if any. However, unauthorised recording and photography of the proceedings of the 4<sup>th</sup> AGM are strictly prohibited.

**SMARTUAL E-PORTAL USER GUIDE**

<b>BEFORE THE AGM</b>
<p><b>(A) Register as a user of Smartual e-Portal (“e-Portal”)</b>  <b>[if you are already a registered user, please go straight to (B)]</b></p>
<p><b>Step 1</b> - Visit <a href="http://www.agm.virtualeagm.com">www.agm.virtualeagm.com</a></p> <p><b>Step 2</b> - Register as a user. You will be prompted to fill in your details and also to upload a copy of your identification card (Front and back separately) or passport.</p> <p><b>Step 3</b> - Wait for a notification email that will be sent within one (1) working day.</p> <p><b>Step 4</b> - Log in to e-Portal and verify your user account within seven (7) days of the notification email.</p> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>1) This is a <b>ONE-TIME Registration</b>. If you are already a registered user of the e-Portal, you need not register again.</li> <li>2) Your email address is your User ID.</li> <li>3) All users must register latest by <b>Thursday, 25 March 2021 at 10.00 a.m.</b> as ONE (1) working day is required to process all e-Portal user registrations.</li> </ol>
<p><i>* For body corporates, the appointed Corporate/Authorised Representative must upload the evidence of his/her authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). The original evidence of authority, if required, has to be submitted No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor for verification by Wednesday, 24 March 2021 at 10.00 a.m.</i></p>
<b>ON THE 4TH AGM DAY ON FRIDAY, 26 MARCH 2021 AT 10.00 A.M.</b>
<p><b>(A) Joining the Live Stream Meeting</b></p>
<p><b>Step 1</b> - Log in to <a href="http://www.agm.virtualeagm.com">www.agm.virtualeagm.com</a> with your registered User ID (email address) and password. For prox(ies) holders, use the login credential that was sent by Smartual</p> <p><b>Step 2</b> - Look for <b>“Manforce Group Berhad”</b> under Company Name and <b>“AGM on Friday 26 March 2021 at 10.00 a.m. – Live Stream Meeting”</b> under View Events and click “view details” and click “next” after accepted the disclaimer</p> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>1) You can start to log in thirty (30) minutes before the commencement of the 4th AGM. i.e. Friday, 26 March 2021 at 9.30 a.m.</li> <li>2) If you have any questions to raise at the 4th AGM, you may use the text box to submit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to respond to your question during the Meeting.</li> <li>3) The quality of the live streaming is dependent on the stability of the internet connection at the location of the user.</li> </ol>
<p><b>(B) Remote Online Voting during the AGM (e-Voting)</b></p>
<p><b>Step 1</b> - If you are logged in to the e-Portal and already accessing the Live Stream Meeting, click <b>“Watch Live” in the View Events Page</b></p> <p><b>Step 2</b> - Cast your votes by clicking on “Vote” button under the “Action” and review your casted votes before submitting them.</p>

**Notes:**

- 1) The access to e-Voting will open on as the Chairman announce for the poll to be open.
- 2) Your casted votes will apply throughout **ALL** the CDS accounts you represent as an individual shareholder, corporate/ authorised representative and/proxy.
- 3) Where you are attending as a proxy and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the Form of Proxy.
- 4) The access to e-Voting will close ten (10) minutes after the Chairman announces the final ten (10) minutes for voting towards the end of the Meeting after the question and answer session.
- 5) A copy of your submitted e-Voting can be accessed via My Records. (Please refer to the left navigation panel in the e-Portal).

**(C) End of the Remote Participation**

The live streaming of the meeting will end upon the announcement by the Chairman on the closure of the AGM.

**Enquiry**

If you have any enquiries prior to the 4th AGM, please contact the following during office hours from Mondays to Fridays from 9.00 a.m. to 5.00 p.m. (except public holiday) :-

**The Company****Manforce Group Berhad**

Address : No. 13-02, Jalan PJU 5/20E,  
Pusat Perdagangan Kota Damansara PJU 5,  
Kota Damansara,  
47810 Petaling Jaya, Selangor

Email : andrew.chin@manforce.net

Contact person : Mr. Andrew Chin

Telephone No. : 012 311 5718

**OR**

**e-Services Assistance**

If you have any enquiry relating to Smartual e-Portal, please contact the following persons during office hours from Monday to Friday from 9.00 a.m to 5.00 p.m (except public holiday):-

**The Poll Administrator****AI Smartual Learning Sdn Bhd**

Address : 1-23-5 Menara Bangkok Bank  
Berjaya Central Bank  
Jalan Ampang  
50430 Kuala Lumpur

Email : enquiry@virtualeagm.com

Contact person : Mr David Cheng

Telephone No. : 017 937 1579

**MANFORCE GROUP BERHAD**  
**(Registration No. 201701014455 (Company No. 1228620-V))**  
(Incorporated in Malaysia)

**FORM OF PROXY**

No. of Ordinary Shares Held	CDS Account No.	Shareholders' Contact No.

\*I/We, \_\_\_\_\_ \*Company No./NRIC No./Passport No. \_\_\_\_\_  
*(full name as per NRIC/Passport/ Certificate of Incorporation in capital letters)*

of \_\_\_\_\_  
*(full address)*

being a member of MANFORCE GROUP BERHAD hereby appoint \_\_\_\_\_

\_\_\_\_\_ \*NRIC No./Passport No. \_\_\_\_\_  
*(full name as per NRIC/Passport No.)*

With email \_\_\_\_\_  
*(email address)*

\*and/or failing \*him/her,

\_\_\_\_\_ \*NRIC No./Passport No. \_\_\_\_\_  
*(full name as per NRIC/Passport No.)*

With email \_\_\_\_\_  
*(email address)*

or failing \*him/her, the Chairman of the Meeting as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Fourth Annual General Meeting (“**4th AGM**”) of the Company to be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue at No. 13-02 Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU5, Kota Damansara, 47810 Petaling Jaya, Selangor on Friday, 26 March 2021 at 10.00 a.m., and at any adjournment thereof.

Please indicate with an “**X**” in the spaces provided below on how you wish your votes to be cast. If no specific instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
Resolution 1	To approve the payment of Directors' fees for an amount up to RM90,000.00 payable to the Non-Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company.		
Resolution 2	To approve the Directors' benefits payable (excluding directors' fees) for an amount up to RM12,000.00 payable to the Non-Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company.		
Resolution 3	To approve the Directors' fees for an amount up to RM40,000.00 payable to the Executive Directors of the Company for the period from 27 March 2021 until the next Annual General Meeting of the Company.		
Resolution 4	To re-elect Mr. Chin Kok Weng, the retiring Director, who retires by rotation and being eligible, has offered himself for re-election in accordance with Clause 100.1 of the Company's Constitution.		
Resolution 5	To re-elect Dato' Khiu Fu Siang, the retiring Director, who was appointed during the year and being eligible, has offered himself for re-election in accordance with Clause 109 of the Company's Constitution.		
Resolution 6	To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.		
Resolution 7	Authority to Issue Shares Under Sections 75 and 76 of the Companies Act 2016.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021

For appointment of two proxies, percentage of shareholdings to be represented by the proxies		
	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		100%

\_\_\_\_\_  
\*Signature(s)/Common Seal of Member(s)

\*Strike out whichever is not applicable.

#### Virtual Annual General Meeting:

- i. As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the 4<sup>th</sup> AGM of the Company will be held as a fully virtual meeting via live streaming and online remote voting using the Remote Participating and Voting (“RPV”) provided by AI Smartual Learning Sdn Bhd (“AI Smartual Learning”) through its Smartual e-Portal at [www.agm.virtualeagm.com](http://www.agm.virtualeagm.com). This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (including any amendments that may be made from time to time) (“**Guidance Note**”). Please follow the procedures as set out in the Administrative Guide which is available at the Company’s website at <https://manforce.net/index.html>
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- iii. Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 4<sup>th</sup> AGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the 4<sup>th</sup> AGM via the RPV provided by AI Smartual Learning.

#### Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **17 February, 2021** (“**General Meeting Record of Depositors**”) shall be eligible to attend, speak and vote at this 4<sup>th</sup> AGM.
2. A member of the Company who is entitled to attend, speak and vote at this 4<sup>th</sup> 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.
3. A member of the Company shall be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting.
4. Where a member of the Company is an authorised 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.
5. 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.

6. 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.
7. 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 Company’s Office at No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor, 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.
8. Any alteration in the form of proxy must be initialed.
9. Kindly refer to the Administrative Guide for the 4<sup>th</sup> AGM for the Registration and Procedures on Remote Participating and Voting (“RPV”).

#### Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 4<sup>th</sup> AGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of the 4<sup>th</sup> AGM dated 25 February 2021

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AFFIX  
STAMP

**MANFORCE GROUP BERHAD**

**[201701014455 (Company No. 1228620-V)]**

No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU 5, Kota Damansara, 47810  
Petaling Jaya, Selangor

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