

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

RELATED PARTY TRANSACTION POLICY AND PROCEDURES

This Related Party Transaction Policy and Procedures (“**Policy**”) is established by Manforce Group Berhad (“**the Company**”) and its subsidiary companies (“**Group**”) to ensure all Related Party Transaction (“**RPT**”) and Recurrent Related Party Transaction (“**RRPT**”) is entered into, in accordance with the highest standard of ethical and business conducts.

The guiding principles are that RPT and RRPT, when undertaken by the Group are at arm’s length and on normal commercial terms, which are not more favorable to the Related Party than those generally available to the public and are not on terms that are detrimental to the minority shareholders of the Company.

This Policy is applicable to all Directors, Major Shareholders and Executive Officers of the Group and Person Connected to them.

DEFINITIONS

A “Chief Executive” means the principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director.

A “Director” has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon –

- a director of the Company, its subsidiary or holding company; or
- a Chief Executive of the Company, its subsidiary or holding company.

A “Major Shareholder” means a person who has an interest of 10% or more of the total number of all the voting shares. It includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon.

A “Person Connected” means person connected as defined in Chapter 1.01 definitions of the Bursa Malaysia Securities Berhad’s Market Listing Requirements (“**AMLR**”).

A “Percentage Ratio” having the meanings as defined in Chapter 10 of the **AMLR**.

A “Related Party” shall mean a related person as defined in Chapter 1.01 of the **AMLR**. It generally refers to a Director, Chief Executive, Major Shareholder or Person Connected with such Director, Chief Executive or Major Shareholder, who are interested in Related Party Transactions.

A “Recurrent Related Party Transaction” means a related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Group.

A “Related Party Transaction” is any transaction, arrangement, or relationship or series of similar transactions, arrangements or relationships required to be disclosed pursuant to Chapter 10 of **AMLR**.

A “Transaction” having the meanings as defined in Chapter 10 of the **AMLR**.

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POLICY

1. All RPTs and RRPTs, including any proposed or potential RPTs and RRPTs, shall be reported to the ARMC for review in accordance with this Policy. The ARMC shall recommend the relevant transaction to the Board for approval or ratification, where applicable.

IDENTIFICATION OF RPT & RRPT

2. This policy is in addition to the provisions dealing with conflicts of interest in the Company's code of conduct.
3. All Related Parties of the Company/ies within the Company and its subsidiaries are responsible for providing written notice to the ARMC of any RPT and RRPT involving him/her or person connected to him/her, including any additional information about the transaction that the ARMC may reasonably request. The ARMC will determine whether the transaction does, in fact, constitute a RPT and RRPT, and may engage professional or third-party opinion on the matter as required.
4. At least once a year, during the annual evaluations, all Directors, Chief Executive and Major Shareholder (if practical) are required to complete a questionnaire disclosing names of companies in which he/she and/or their person connected hold directorships and /or substantial shareholding and any RPT and RRPT, if any.
5. Operation and Administration Department personnel are required to submit new customer/supplier opening forms in which the owners/directors/shareholders of the new customers/suppliers will need to be disclosed. These forms need to be reviewed and approved by Financial Controller/ Group Accountant.
6. Prior to any provision of any financial assistance under Chapter 10 of AMLR, Financial Controller to obtain the identity of the owners/directors/shareholders of the entity to which the financial assistance is to be provided.
7. The Accounts Department, overseen by the Financial Controller/Group Accountant, to compile a listing of related parties, nature of RPTs and RRPTs, estimated value of annual transactions and control(s) put in place, subject to update from time to time based on clause 3 to 6, and subject to review by the Financial Controlled/Group Accountant. Such acknowledged listing of RPTs and RRPTs will be disseminated to all Accounts personnel and HOD's of Operation and Administration Department.

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IDENTIFICATION OF RPT & RRPT (Cont'd)

8. It is the responsibility the Financial Controller to notify the ARMC of the new RPTs and RRPTs, with information per clause 12, through written approval and/or electronic communication. All Related Party for must subject to formal review and approval or ratification by the ARMC, supported by information and documentations per clause 11 and 12, prior to the commencement of the transaction.
9. All RPTs and RRPTs will be reviewed monthly by management and reported by the management to the ARMC for review and approval or ratification during the Board of Directors' meetings as and when required.

The ARMC has a potential interest in any RPT and RRPT will excuse himself or herself and abstain from voting on the approval or ratification of the RPT and RRPT and must not participate in the Board's discussions of the RPT and RRPT.

The Financial Controller /Group Accountant shall notify the Continuing Adviser (instead of the ARMC) of any RPT and RRPT involving all ARMC and the Continuing Adviser shall review and propose to the Board for approval.

10. To review any RPT and RRPT, the ARMC or the Continuing Adviser (if applicable) shall be provided with all relevant material information about the RPT and RRPT, including:
 - a) the terms of the transaction and its commercial reasonableness;
 - b) the business purpose of the transaction;
 - c) the extent of the Related Party's interest in the RPT and RRPT; if applicable
 - d) the control(s) put in place;
 - e) the benefits to the Company and to the Related Party;
 - f) the materiality of the RPT and RRPT to the Company and percentage ratio per Chapter 10 of AMLR; and
 - g) any other relevant matters
11. In determining whether to approve or ratify a RPT and RRPT, the ARMC or the Continuing Adviser (if applicable) shall consider the following factors:
 - i) Whether the terms of the RPT and RRPT are at arms-length, on terms not more favorable to related party(ies) than those generally available to the public, are not to the detriment of the minority shareholders and/or would apply on the same basis if the transaction did not involve a Related Party;
 - ii) Whether there are quotations provided by a non-Related Party/ies for comparison and if no, justification for no price comparison;
 - iii) Whether there are any compelling business reasons for the Company to enter into the RPT and RRPT and the nature of alternative transactions, if any;
 - iv) Whether the RPT and RRPT would impair the independence of an otherwise Non-Executive Director(s), Director or Chief Executive;
 - v) Whether the Company was notified about the RPT and RRPT before its commencement and if not, why pre-approval was not sought and whether subsequent ratification would be detrimental to the Company; and

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- vi) Whether the RPT and RRPT would present an improper conflict of interest for any director, Chief Executive or major shareholder of the Company, taking into account the size of the transaction, the overall financial position of the director or executive officer or other Related Party, the direct or indirect nature of the director's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board or ARMC deems relevant.
12. If in any event, the ARMC or the Continuing Adviser (if applicable) decides not to ratify a RPT and RRPT that has been commenced without approval, the ARMC or the Continuing Adviser may direct additional actions, including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.
13. All RPTs and RRPTs reviewed and approved by the ARMC or the Continuing Adviser (if applicable) are to be reported to the Board for deliberation and approval, the considerations set forth above shall apply to the Board's review and approval of the matter, with such modifications as may be necessary or appropriate under the circumstances.
14. Any member of the Board of Directors who has a potential interest in any RPT and RRPT will excuse himself or herself and abstain from voting on the approval or ratification of the RPT and RRPT and must not participate in the Board's discussions of the RPT and RRPT.

DISCLOSURE OF RPT & RRPT

15. The Financial Controller is responsible for compiling the percentage ratio of all RPTs and RRPTs in compliance of Chapter 10 of AMLR. The Financial Controller/ Group Accountant is to ensure that all disclosures on RPTs and RRPTs are to be following requirements per AMLR and Corporate Disclosure Policy.
16. Prior to announcement of the RPT and RRPT, draft announcement RPT and RRPT shall be subject to review and approval by the ARMC and the Continuing Adviser on the draft announcement.

AUTHORITIES OF ARMC / CONTINUING ADVISER

17. As the ARMC or the Continuing Adviser (if applicable) is entrusted by the Board with the task of executing and managing this policy, the ARMC or the Continuing Adviser (if applicable) is vested with the following authorities:
- have the adequate resources which it needs to perform its duties;
 - have full access to any information which it requires in the course of performing its duties;
 - have direct communication channels with the Directors, Chief Executive and major shareholder, the employees and any persons, as the case may be, to obtain information and feedback in performing its duties; and

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- to obtain the services of the external professional at the expense of the Company in carrying out its duties

Review of This Policy

The Policy would be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. Subsequent amendment to the charter can only be approved by the board.

Reviewed and updated on 27 April 2026