MANFORCE GROUP BERHAD
[Registration No.: 201701014455 (1228620-V)]
(Incorporated in Malaysia)
("**the Company**")

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting ("**9th AGM**") of the Company will be held at Ballroom III, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor ("**Main Venue**") on Wednesday, 26 August 2026 at 10:00 a.m. to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 28 February 2026 together with the Reports of the Directors and Auditors thereon. ***[Please refer to Explanatory Note 1]***

2. To approve the payment of Independent Non-Executive Directors' fees of up to RM186,000.00 payable on a monthly basis to the Independent Non-Executive Directors of the Company for the period from 27 August 2026 until the next Annual General Meeting of the Company to be held in year 2027, in such proportions and manner as the Directors may determine as follows:- ***[Please refer to Explanatory Note 2] [Ordinary Resolution 1]***

No.	**Type of Director**	**Independent Non-Executive Directors' Fee (RM)**		
		the Company	the Subsidiaries	Total
1	Chairperson of the Board	69,000.00	-	69,000.00
2	Independent Non-Executive Directors	117,000.00	-	117,000.00
	Total	**186,000.00**	**-**	**186,000.00**

3. To approve the payment of Executive Directors' fees of up to RM39,000.00 payable on a monthly basis to Dato' Wong Boon Ming for the period from 27 August 2026 until the next Annual General Meeting of the Company to be held in year 2027. ***[Please refer to Explanatory Note 2] [Ordinary Resolution 2]***

4. To approve the payment of Executive Directors' fees of up to RM39,000.00 payable on a monthly basis to Mr. Chin Kok Weng for the period from 27 August 2026 until the next Annual General Meeting of the Company to be held in year 2027. ***[Please refer to Explanatory Note 2] [Ordinary Resolution 3]***

5. To approve the payment of Non-Independent Non-Executive Directors' fees of up to RM39,000.00 payable on a monthly basis to Datin Lim Gun Kiau for the period from 27 August 2026 until the next Annual General Meeting of the Company to be held in year 2027. ***[Please refer to Explanatory Note 2] [Ordinary Resolution 4]***

6. To re-elect the following Directors who retire in accordance with Clause 84.1 of the Company's Constitution and, being eligible, have offered themselves for re-election:- ***[Please refer to Explanatory Note 3]***

(i) Dato' Wong Boon Ming ***[Ordinary Resolution 5]***
(ii) Mr. Chin Kok Weng ***[Ordinary Resolution 6]***

7. To re-appoint Messrs. TGS TW PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. ***[Ordinary Resolution 7]***

AS SPECIAL BUSINESS

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

8. ORDINARY RESOLUTION ***[Please refer to Explanatory Note 4]***
- **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** ***[Ordinary Resolution 8]***

*"**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("**New Shares**") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of New Shares to be issued, to be subscribed under any rights granted, to be issued from the conversion of any securities, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the proceeding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being ("**Proposed General Mandate**");*

***THAT** the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Rule 7.08 of the Listing Requirements and the Company's Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued ordinary shares in the Company;*

***THAT** such approval on the Proposed General Mandate shall continue to be in force until: -*

a) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

***THAT** the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation for such New Shares on the ACE Market of Bursa Securities;*

***THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities;*

***AND THAT** the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."*

9. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and/or the 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: 29 June 2026

Explanatory Notes on Ordinary and Special Businesses: -

1. <u>Item 1 of the Agenda</u>

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("**the Act**") does not requires a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.

2. <u>Items 2, 3, 4 & 5 of the Agenda</u>

Pursuant to Section 230(1) of the Act provides that the fees of the Directors 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 shareholders of the Company had, at its Eighth Annual General Meeting ("**8th AGM**") held on 19 August 2025, approved the following Directors' fees for the period from 20 August 2025 until the conclusion of the 9th AGM of the Company to be held in 2026 ("**the Period**"): -

Approved limit granted by the shareholders at the 8th AGM ("Approved Limit")				
	Type of Director	**Directors' Fee of the Company (RM)**	**Directors' Fee of the Subsidiaries (RM)**	**Total Directors' Fee (RM)**
1	Chairperson of the Board	66,000.00	-	66,000.00
2	Independent Non-Executive Directors	118,000.00	-	118,000.00
3	Executive Directors	72,000.00	-	72,000.00

4	Non-Independent Non-Executive Director	36,000.00	-	36,000.00
	Total	**292,000.00**	**-**	**292,000.00**

The actual Directors' fees paid to the Directors of the Company for the Period did not exceed the Approved Limit as set out in the above table.

The Company is seeking the shareholders' approval for the payment of:-

a) Independent Non-Executive Directors' fees of up to RM186,000.00 payable on a monthly basis to the Independent Non-Executive Directors of the Company for the period from 27 August 2026 until the next Annual General Meeting of the Company to be held in year 2027, in such proportions and manner as the Directors may determine under Ordinary Resolution 1;

b) Executive Directors' fees payable on a monthly basis to the respective Executive Directors of the Company namely Dato' Wong Boon Ming and Mr. Chin Kok Weng of up to RM39,000.00 for each Executive Director of the Company for the period from 27 August 2026 until the next Annual General Meeting of the Company to be held in year 2027 under Ordinary Resolutions 2 and 3, respectively;

c) Non-Independent Non-Executive Directors' fees of up to RM39,000.00 payable on a monthly basis to the Non-Independent Non-Executive Director of the Company namely Datin Lim Gun Kiau for the period from 27 August 2026 until the next Annual General Meeting of the Company to be held in year 2027 under Ordinary Resolution 4.

In determining the total estimated amount of the Directors' fees, the Board has considered the current Board size, composition of the Board and Board Committees and the expected number of scheduled Board and Board Committees meetings to be held.

These Resolutions are to facilitate payment of Directors' fees for the financial year 2026/2027. In the event that the proposed Directors' fees 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, if any, payable to meet the shortfall.

Details of Directors' Remuneration for the financial year ended 28 February 2026 are enumerated in the Corporate Governance Report 2026.

3. <u>Item 6 of the Agenda</u>

Clause 84.1 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 once in three (3) years but shall be eligible for re-election.

Dato' Wong Boon Ming and Mr. Chin Kok Weng ("**the Retiring Directors**"), the Directors who are standing for re-election at the 9th AGM of the Company pursuant to Clause 84.1 of the Company's Constitution and being eligible, has offered themselves for re-election under Ordinary Resolution 5 and Ordinary Resolution 6, respectively.

The Nominating Committee ("**NC**") has reviewed the performance and contribution of the Retiring Directors based on the Board Effectiveness Evaluation conducted, which encompassed several factors outlined in the Company's Fit and Proper Policy.

The NC and Board of Directors ("**Board**") have also evaluated the tenure of the Directors and the Board's composition to ensure that it has an appropriate mix of skills and experience to meet the business requirements. Additionally, the NC and Board have assessed the Retiring Directors' compliance with

Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") in terms of their quality and integrity.

Based on the results of the above assessments, the NC and Board collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence, and time required to effectively discharge their roles as Directors. The NC and Board have satisfied the Directors' fit and proper assessment criteria.

The Retiring Directors have confirmed that they do not have any existing or potential conflict of interest, including interests in any competing business with the Company and/or its subsidiaries or family interest that could affect the execution of their roles as Directors.

The Board approved the NC's recommendation that the Retiring Directors who retire in accordance to Clause 84.1 of the Company's Constitution are eligible to stand for re-election and recommend for the shareholders to approve Ordinary Resolution 5 and Ordinary Resolution 6.

4. Item 8 of the Agenda

Ordinary Resolution 8 is to seek shareholders' approval to authorise the Directors of the Company to issue and allot shares or other convertible securities in the Company from time to time pursuant to Sections 75 and 76 of the Act, provided that the aggregate number of shares issued under this mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company ("**General Mandate**").

The General Mandate is a renewal of the previous year's authority to allow the Company to issue and allot new ordinary shares, grant rights to subscribe for shares, convert securities into shares, or allot shares under agreements, options or offers. This mandate also include a waiver of pre-emptive rights pursuant to Section 85(1) of the Act and the Constitution of the Company, allowing the Company to issue shares without first offering them to existing shareholders. Shareholders should note that any issuance of new shares under this mandate may result in a dilution of their shareholding percentage.

If approved, the General Mandate will remain in effect until the conclusion of the next Annual General Meeting, or the expiry of the period within which the next Annual General Meeting is required to be held, or unless revoked or varied by shareholders in a general meeting, whichever occurs earlier.

The purpose of this General Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company's 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 for issuance of shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such applications as the Directors may deem fit in the best interest of the Company and its shareholders, provided that the aggregate number of shares or convertible securities to be allotted and issued must not be more than ten per centum (10%) of the total number of issued shares of the Company.

The Board of Directors of the Company is of the view that the General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

As of the date of this Notice, the Company had issued and allotted a total of 79,996,000 new ordinary shares at RM0.38 per share on 4 May 2026 under the Initial Public Offering in conjunction with the Transfer of Listing of the Company from LEAP Market to ACE Market of Bursa Securities.

Notes:

(1) The 9th AGM of the Company will be held at Main Venue. Members and proxies will have to attend physically in person at the Main Venue.

(2) A member who is entitled to attend and vote at the 9th AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 9th AGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the 9th AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.

*(3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*

*(4) 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*

(5) The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the form of proxy must be initialled.

(6) The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or subject to the Constitution of the Company in relation to the Record of Depositors made available to the Company.

*(7) The instrument appointing a proxy may be made via hardcopy 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 9th AGM or at any adjournment thereof**:-*

(i) <u>In Hardcopy Form</u>

*The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or notarially certified shall be deposited at the Company's Share Registrar address at **Tricor Investor & Issuing House Services Sdn Bhd [Registration No.: 197101000970 (11324-H)], Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or alternatively, at the drop in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia.***

OR

(ii) <u>By Electronic Means</u>

*The Form of Proxy shall be electronically submitted to the Share Registrar of the Company via Vistra Share Registry and IPO (MY) portal ("**The Portal**") at https://srmy.vistra.com.*

Kindly refer to the Procedure for Electronic Submission of Proxy Form under Clause 5 of the Administrative Guide for the 9th AGM.

(8) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice of 9th AGM will be put to vote by poll.

*(9) In respect of deposited securities, only members whose names appear in the Record of Depositors on **18 August 2026** (General Meeting Record of Depositors) shall be entitled to participate at the 9th AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*

*(10) Those Forms of Proxy which are indicated with "**X**" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialled.*

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to participate at the 9th 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 processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 9th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 9th 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) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company 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 (1228620-V)]
(Incorporated in Malaysia)
("the Company")

NOTICE OF NINTH ANNUAL GENERAL MEETING

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STATEMENT ACCOMPANYING NOTICE OF NINTH ANNUAL GENERAL MEETING ("9TH AGM")
(Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. STATEMENT RELATING TO THE ELECTION OF DIRECTORS (EXCLUDING DIRECTORS STANDING FOR RE-ELECTION)

Other than the Retiring Directors standing for re-election at the 9th AGM, there is no individual seeking election as a Director at the 9th AGM.

Please refer to Explanatory Note 3 of the Notice of the 9th AGM detailing the Directors standing for election or re-appointment in accordance to the Company's Constitution and the profiles of the Retiring Directors are disclosed in the Company's Annual Report 2026.

2. STATEMENT RELATING TO THE GENERAL MANDATE FOR ISSUANCE OF SECURITIES

Ordinary Resolution 8 on the general mandate for the issuance and allotment of securities

Statement relating to a general mandate for the issuance and allotment of securities in accordance with Rule 6.04(3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The details and rationale of the proposed general mandate are set out in Explanatory Note 4 of the Notice of the 9th AGM contained in the Company's Annual Report 2026.