

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

**MINUTES OF EXTRAORDINARY GENERAL MEETING ("EGM" OR "THE MEETING") OF THE COMPANY HELD PHYSICALLY AT HAZEL & IVY ROOM, LEVEL 2M, ONE WORLD HOTEL, CITY CENTRE, FIRST AVENUE, LEBUH BANDAR UTAMA, 47800 PETALING JAYA, SELANGOR ("MEETING VENUE") ON WEDNESDAY, 23 JULY 2025 AT 10.00 A.M.**

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<b>DIRECTORS PRESENT</b>	: Tengku Faizwa Binti Tengku Razif ( <i>Chairperson</i> ) Dato' Wong Boon Ming ( <i>Managing Director</i> ) Datin Lim Gun Kiau ( <i>Non-Independent Non-Executive Director</i> ) Mr. Chin Kok Weng ( <i>Finance Director</i> ) Ms. Lim Chai Har ( <i>Independent Non-Executive Director</i> ) Mr. Koh Eng Siong ( <i>Independent Non-Executive Director</i> )
<b>ABSENT WITH APOLOGIES</b>	: Ms. Tan Yiing Fung ( <i>Independent Non-Executive Director</i> )
<b>MEMBERS / PROXIES / CORPORATE REPRESENTATIVES</b>	: As per Attendance List
<b>IN ATTENDANCE</b>	: Ms. Teo Soon Mei - <i>Company Secretary</i>
<b>EXTERNAL AUDITORS</b>	: Ms. Shum How Yee - <i>Representative of Messrs. TGS TW PLT</i> Mr. Steve Ooi Poh Lim - <i>Representative of Messrs. TGS TW PLT</i>
<b>POLL ADMINISTRATOR</b>	: Tricor Investor & Issuing House Services Sdn. Bhd.
<b>INDEPENDENT SCRUTINEERS</b>	: Eco Asia Governance Advisory Sdn. Bhd.
<b>ADMISSION ADVISOR</b>	: Mr. Lee Yoke Wah - <i>Representative of M &amp; A Securities Sdn. Bhd. ("M&amp;A")</i> Mr. Steve Choo Boon Han - <i>Representative of M&amp;A</i> Mr. Danny Wong Weng Leong - <i>Representative of M&amp;A</i> Mr. William Tham Au Chen - <i>Representative of M&amp;A</i> Ms. Yeoh Hui Lin - <i>Representative of M&amp;A</i>
<b>BY INVITATION</b>	: Ms. Wong Pei Juin - <i>Representative from Amerits Corporate Sdn. Bhd.</i> Mr. Kevin Ng Chee Kiong - <i>Representative from the Company</i> Mr. Wong Chen An - <i>Representative from the Company</i> Ms. Rachel Wong Chew Li - <i>Representative from the Company</i> Ms. Azmirah Binti Habeeb Mohamed - <i>Representative from the Company</i> Ms. Chik Jia Ping - <i>Representative from the Company</i> Ms. Elizabeth Er Kian Hong - <i>Representative from Eco Asia Capital Advisory Sdn. Bhd. ("Eco Asia")</i> Mr. Kelvin Khoo - <i>Representative from Eco Asia</i> Mr. Kyle Phang Yuen Yi - <i>Representative from Phang Tham Teoh &amp; Co ("PTT")</i> Ms. Bay Hong Ley - <i>Representative from PTT</i>

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Mr. Seow Cheow Seng - *Representative from Protégé Associates Sdn. Bhd.*  
Ms. Cheang Wan Yin - *Representative from Protégé Associates Sdn. Bhd.*

### **CHAIRPERSON'S OPENING REMARK**

The Chairperson of the Board, Tengku Faizwa Binti Tengku Razif ("**Chairperson**" or "**Tengku Faizwa**"), chaired the EGM. On behalf of the Board, the Chairperson welcomed and thanked the shareholders/proxies and invitees for their presence and continuous support to the Company.

Tengku Faizwa then sought the cooperation of the attendees to switch off or silence their phones to avoid any interruptions during the meeting.

The Chairperson then introduced her fellow members of the Board, the Company Secretary, and the representatives of the Principal Advisor who present at the Meeting.

On behalf of Ms. Tan Yiing Fung, the Chairperson extended her apology for not being present at this EGM.

### **QUORUM**

The Chairperson then called upon the Company Secretary to confirm the presence of a requisite quorum.

The Company Secretary then informed the Meeting that according to Clause 73 of the Company's Constitution, two (2) members personally present in person or by proxy, shall be constitute a quorum for a general meeting.

The Company Secretary informed that the Company has received a total of thirteen (13) valid proxy forms from thirteen (13) shareholders, representing a total of Thirty Four Million Two Hundred Seventy Five Thousand (34,275,000) shares or 10.71% of the total number of issued shares of the Company, within the prescribed period of forty-eight (48) hours prior to the time for convening this Meeting. The Company Secretary announced that based on the registration data provided by the Poll Administrator, a total of seven (7) shareholders and proxies have registered and present as at the commencement of the Meeting.

The Company Secretary pleased to confirm the presence of the requisite quorum at the commencement of the Meeting and the Chairperson then called the Meeting to order.

### **POLLING AND PROCEEDING**

Before the Chairperson proceeded further with the first agenda of the Meeting, she briefed the shareholders/proxies on the poll voting procedures and other administrative matters for this Meeting: -

- (a) Pursuant to Clauses 78.1 and 78.2 of the Company's Constitution, it is stated that at any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded: -
  - a) by the Chairman; or
  - b) by at least three (3) Members present in person or by proxy; or
  - c) by any Member or Members present in person not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting; or
  - d) by a Member or Members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

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Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (b) Pursuant to Clauses 78.1 and 78.2 of the Company's Constitution, the Chairperson of the Meeting directed the voting on all resolutions set out in the Notice of the Meeting to be conducted by way of poll.
- (c) The Meeting was informed that certain shareholders have appointed the Chairperson as their proxy to vote for and on their behalf. The Chairperson would cast their votes in accordance with the instructions provided.
- (d) Pursuant to Clause 81 of the Company's Constitution, the Company has appointed **Tricor Investor & Issuing House Services Sdn. Bhd.** ("Tricor") as the Poll Administrator to facilitate the poll voting process, and **Eco Asia Governance Advisory Sdn. Bhd.**, as the Independent Scrutineer to verify and validate the poll results in accordance with the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**LEAP LR**").
- (e) Shareholders, proxies or corporate representatives might raise their questions after each of the items on the Agenda have been tabled, and put to this Meeting for consideration and approval.
- (f) Shareholders have been given a poll voting slips when they register their attendance at the registration counter.
- (g) The polling process for all resolutions would be commenced after the Meeting dealt with all resolutions to be transacted at this Meeting, upon the Chairperson's announcement on the commencement of the polling session.

The Chairperson further reminded the Meeting that the attendance at the Meeting was strictly limited to the Company's shareholders, proxies, and authorised representatives of corporate shareholders who had registered to participate in the Meeting. She highlighted to the attendees that the discussions at the EGM might involve confidential matters intended solely for the knowledge of the eligible participants, as such, any form of visual or audio recording was strictly prohibited unless the Company's written consent has been obtained prior to the Meeting.

#### **NOTICE**

The Chairperson informed that the Notice of the Meeting having been issued and circulated on 1 July 2025 to all eligible shareholders together with the Circular to shareholders dated 1 July 2025 ("**EGM Circular**") in relation to the following matters within the prescribed period in accordance with the Company's Constitution, was with the permission of the Meeting, taken as read:-

- (i) Proposed Transfer of Listing from the LEAP Market of Bursa Securities to the ACE Market of Bursa Securities ("**Proposed Transfer of Listing**")
- (ii) Proposed Adoption of a new Constitution of the Company ("**Proposed Adoption**")

(Collectively, the "**Proposals**")

The Meeting was informed that, in the absence of legal requirement for a proposer and seconder for the resolutions tabled at a general meeting, and as all motions under the agenda of this Meeting would be voted on by way of poll, proposers and seconds would not be requested throughout the Meeting.

The Chairperson then continued with the Agenda of the Meeting.

**AGENDA 1            SPECIAL RESOLUTION 1:**

**PROPOSED TRANSFER OF LISTING, COMPRISING THE FOLLOWING:**

- (I) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE COMPANY FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“PROPOSED WITHDRAWAL”); AND**
- (II) PROPOSED LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED SHARE CAPITAL OF THE COMPANY ON THE ACE MARKET OF BURSA SECURITIES PURSUANT TO RULES 3A.02(1) AND 3A.02(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“PROPOSED LISTING”)**

**(THE PROPOSED WITHDRAWAL AND PROPOSED LISTING ARE COLLECTIVELY KNOWN AS “PROPOSED TRANSFER OF LISTING”)**

The Chairperson informed the Meeting that the first item on the Agenda was to seek shareholders' approval on the Special Resolution 1 in relation to the following:-

- (i) Proposed Voluntary Withdrawal of Listing of the Company from the LEAP Market of Bursa Securities pursuant to Rules 8.05 and 8.06 of the LEAP LR (“**Proposed Withdrawal**”); and
- (ii) Proposed Listing of and Quotation for the Entire Enlarged Issued Share Capital of the Company on the ACE Market of Bursa Securities pursuant to Rules 3A.02(1) and 3A.02(2) of the ACE Market Listing Requirements of Bursa Securities (“**ACE LR**”) (“**Proposed Listing**”).

(The Proposed Withdrawal and Proposed Listing are collectively known as “**Proposed Transfer of Listing**”)

The Meeting was informed that the Proposed Transfer of Listing was expected to:

- (a) enhance the Company's credibility and reputation, and accord it with greater recognition from various stakeholders including the customers, employees, business associates, financial institutions as well as investors;
- (b) enhance the liquidity and marketability of the Shares by providing an opportunity for larger pool of investors to participate in the equity capital market upon the listing on the ACE Market; and
- (c) provide the Company access to a wider fundraising platform to support its expansion plans and to realise its long-term growth potential.

The Chairperson then informed that Dato' Wong Boon Ming (“**Dato' Wong**”) and Datin Lim Gun Kiau (“**Datin Lim**”), being the interested Directors for this Agenda have abstained and would continue to abstain from the deliberation and voting in respect of the Proposed Transfer of Listing.

The Chairperson further informed that both Dato' Wong and Datin Lim have undertaken to ensure that the persons connected to them, if any, would abstain from voting on the Special Resolution 1 in relation to the Proposed Transfer of Listing.

The shareholders were informed that the details for the Proposed Transfer of Listing were set out in the EGM Circular.

The Chairperson informed that the full text of the Special Resolution 1 was set out in the Notice of Meeting. With the permission of the Meeting, the Chairperson declared that the text of the resolution in the notice of this Meeting was taken as read.

The Chairperson then opened the floor for questions on this agenda item.

It was noted that no question was raised by the shareholders/proxies on this Agenda item.

The Chairperson thereafter proceeded with the next item on the Agenda.

**AGENDA 2                      SPECIAL RESOLUTION 2:**

**PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY TO  
SUBSTITUTE ITS EXISTING CONSTITUTION IN ITS ENTIRETY TO FACILITATE  
THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF LISTING  
("PROPOSED ADOPTION")**

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The Chairperson informed that Special Resolution 2 was to seek shareholders' approval on the Proposed Adoption to substitute the existing Constitution in its entirety.

The Meeting was informed that the Proposed Adoption was to facilitate the implementation of the Proposed Transfer of Listing to be in line with the ACE LR.

The Chairperson then informed that the Board of Directors of the Company, save for Dato' Wong and Datin Lim, had considered all relevant aspects of the Proposed Adoption and recommended the Special Resolution 2 for shareholders' approval.

She further informed that Dato' Wong and Datin Lim have abstained and would continue to abstain from the deliberation and voting in respect of the Proposed Adoption.

The shareholders were informed that the details for the Proposed Adoption and the full set of the new Constitution were set out in the EGM Circular.

She then informed that the full text of the Special Resolution 2 was set out in the Notice of Meeting. With the permission of the Meeting, the Chairperson declared that the text of the resolution in the notice of this Meeting was taken as read.

The Chairperson then opened the floor for questions on this agenda item.

It was noted that no question was raised by the shareholders/proxies on this Agenda item.

**POLL VOTING SESSION**

Having dealt with all agenda items as set out in the Notice of the EGM, the Chairperson informed the Meeting that the proceedings would continue with the voting session. The Chairperson further announced that the registration of shareholders and proxies for the Meeting was closed for a proper conduct of poll voting session.

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With the permission from the Meeting, the Chairperson then invited the representative of Tricor, the Poll Administrator of this EGM, to brief the shareholders/proxies on the procedures of poll voting.

The Representative from Tricor then briefed the shareholders/proxies on the polling procedures as follows:-

- a) The shareholders/proxies were to cast their votes by indicating their votes for all the Resolutions tabled on the Poll Voting Slip, which had been distributed to them during registration of attendance.
- b) The Poll Voting Slip issued included the Name, NRIC Number, and Number of Shares represented by the respective shareholders/proxies.
- c) The shareholders/proxies were instructed to mark an "X" in the appropriate box to indicate their vote and to sign the Poll Voting Slip accordingly.
- d) The completed and signed Poll Voting Slips were to be deposited into the ballot box.

At this juncture, the Poll Administrator handed the Chair back to the Chairperson. The Chairperson then thanked Tricor for their presentation.

The Chairperson declared the commencement of the poll voting process. She informed the Meeting that five (5) minutes would be provided to the shareholders/proxies to cast their votes on all resolutions by indicating the votes on the Poll Voting Slip provided. She then reminded the shareholders/proxies to complete and sign the Poll Voting Slip and deposit the Poll Voting Slip at the designated place to the Poll Administrator. The appointed Poll Administrator was on standby to assist the shareholders/proxies for poll voting session.

The Chairperson then, after five (5) minutes, announced the poll voting session for the EGM be closed at 10:15 a.m. and thanked all shareholders/proxies for their participation.

The Chairperson declared that the EGM be adjourned for approximately twenty (20) minutes or until such time the Independent Scrutineer completed the verification of poll results for declaration in respect of Special Resolutions 1 and 2.

### **DECLARATION OF RESULTS**

The Chairperson resumed the Meeting for the announcement of the poll results at 10:27 a.m. She thereafter received the poll results which were duly verified by the Independent Scrutineer.

The poll results were projected on screen for the information of shareholders and proxies. Based on the poll results as set out in "**Annexure A**", the Chairperson declared that the Special Resolutions 1 and 2 were carried as follows: -

#### **SPECIAL RESOLUTION 1: PROPOSED TRANSFER OF LISTING, COMPRISING THE FOLLOWING:**

- (i) **PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE COMPANY FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED WITHDRAWAL"); AND**
- (ii) **PROPOSED LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED SHARE CAPITAL OF THE COMPANY ON THE ACE MARKET OF BURSA SECURITIES PURSUANT TO RULES 3A.02(1) AND 3A.02(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED LISTING").**

**(THE PROPOSED WITHDRAWAL AND PROPOSED LISTING ARE COLLECTIVELY KNOWN AS "PROPOSED TRANSFER OF LISTING")**

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*The Meeting RESOLVED: -*

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*THAT subject to the passing of Special Resolution 2 and the approval of all relevant authorities and/or parties being obtained (where applicable) for the Proposed Transfer of Listing, approval be and is hereby given to the Directors of the Company to participate, undertake and complete the Proposed Transfer of Listing as set out in Manforce's Circular to Shareholders of the Company dated 1 July 2025.*

*THAT Manforce Shares shall, upon issuance and allotment, rank equally in all respects with the existing Manforce Shares, save and except that Manforce Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of Manforce Shares, subject to any applicable rules of Bursa Malaysia Depository Sdn Bhd;*

*AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:-*

- a) to take all such steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to execute, sign, deliver and cause to be delivered on behalf of the Company of all such documents and/or applications to implement, complete and give full effect to the Proposed Transfer of Listing; and*
- b) to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all such acts and matters in the manner as the Board of Directors of the Company may consider necessary or expedient to implement, complete and give full effect to the Proposed Transfer of Listing.*

**SPECIAL RESOLUTION 2:  
PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY TO SUBSTITUTE ITS EXISTING CONSTITUTION IN ITS ENTIRETY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF LISTING ("PROPOSED ADOPTION")**

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*The Meeting RESOLVED: -*

*THAT subject to the passing of Special Resolution 1, approval be and is hereby given for the Company to adopt a new Constitution as set out in Appendix II of the Circular to shareholders of Manforce dated 1 July 2025 to substitute its existing Constitution of the Company.*

*AND THAT the Board and/or the Company Secretary of the Company be and are authorised to take all steps and to do all acts, deeds, and things to execute, deliver and cause to be delivered on behalf of the Company, all documents and/or applications with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or otherwise deemed by the Board to be in the best interest of the Company, to carry out, implement, complete and give effect to the Proposed Adoption.*

**TERMINATION**

The Chairperson concluded the meeting and declared the meeting closed at 10:30 a.m.

The Chairperson then thanked all participants for taking their time to attend and participate at the EGM.

**MANFORCE GROUP BERHAD**  
**[Registration No.: 201701014455 (1228620-V)]**

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**SIGNED AS A CORRECT RECORD**

- Signed -

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**TENGGU FAIZWA BINTI TENGGU RAZIF**  
CHAIRPERSON

Dated: 6 August 2025

**MANFORCE GROUP BERHAD**

(1228620-V)

**Extraordinary General Meeting**

Hazel &amp; Ivy Room, Level 2M, One World Hotel, City Centre, First Avenue,

Lebuh Bandar Utama, 47800 Petaling Jaya, Selangor

On 23-July-2025 at 10:00AM

**Result On Voting By Poll**

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Resolution 1	30,172,400	100.0000	14	100.0000	0	0.0000	0	0.0000	30,172,400	100.0000	14	100.0000
Resolution 2	39,297,400	100.0000	15	100.0000	0	0.0000	0	0.0000	39,297,400	100.0000	15	100.0000

