



## WOODLANDOR HOLDINGS BERHAD

Company No. 199601004347 (376693-D)  
(Incorporated in Malaysia)

### NOTICE OF THE TWENTY-FOURTH (24<sup>TH</sup>) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of the Company will be held at Ballroom 2, Level LG, Eastin Hotel, No. 13, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 November 2020, at 10.00 a.m. for the transaction of the following businesses: -

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 30 June 2020 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of:
  - (a) additional Directors' fees of RM60,000 for the financial period ended 30 June 2020 to meet the shortfall due to more meetings held during the financial period. **(Ordinary Resolution 1)**
  - (b) Directors' fees up to RM120,000 for the financial year ending 30 June 2021 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:-
  - (a) Dato' Seri Mun Weng Sum **(Ordinary Resolution 3)**
  - (b) Mr. Chay Ng **(Ordinary Resolution 4)**
4. To approve the re-appointment of Messrs. Morison AAC PLT [converted from a conventional partnership, Morison AAC (formerly known as Morison Anuarul Azizan Chew)] as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 5)**

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without any modification: -

5. **Authority to Issue Shares pursuant to the Companies Act 2016 ("the Act")**

"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be hereby empowered pursuant to the provisions of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being. AND THAT the Board of Directors be also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities")."

**(Ordinary Resolution 6)**
6. **Retention of Independent Director**

"THAT Mr. Lim Soo Hee, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, be hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

**(Ordinary Resolution 7)**
7. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

PANG KAH MAN  
SSM PC No.: 202008000183  
MIA No.: 18831  
Company Secretary

Kuala Lumpur  
3 November 2020

**Notes:-**

1. Only depositors whose names appear in the Record of Depositors as at 19 November 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at the 24th Annual General Meeting.
2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. Any alterations in the Proxy Form must be initialed by the member.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 6-3A, 3rd Mile Square, No. 151, Jalan Kelang Lama, Batu 3 1/2, 58100 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof.

**Explanatory Notes to the Agenda**

**8. Item No. 1 of the Agenda  
Audited Financial Statements**

This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

**9. Item No. 2(a) of the Agenda – Ordinary Resolution 1  
Approval of additional Directors' fees for the financial period ended 30 June 2020**

Additional Directors' fees approved for the financial period ended 30 June 2020 was RM60,000.

This resolution is to facilitate payment of additional Directors' fees to meet the shortfall due to more meetings as a result of change of financial year end from 31 December 2019 to 30 June 2020.

**10. Item No. 2(b) of the Agenda – Ordinary Resolution 2  
Approval of Directors' fees for the financial year ending 30 June 2021**

Directors' fees approved for the financial year ended 31 December 2019 (prior to the change of year end from December to June) was RM120,000. The Directors' fees proposed for the financial year ending 30 June 2021 are calculated based on the number of scheduled Board and Committee Meetings for financial year 2021 and assuming that all the Non-Executive Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees on a monthly basis and/or as and when required. In the event the Directors' fees proposed are insufficient (e.g due to more meetings), approval will be sought at the next Annual General Meeting for additional Directors' fees to meet the shortfall.

**11. Item No. 4 of the Agenda – Ordinary Resolution 5  
Re-appointment of Auditors**

The Audit Committee and the Board had, at the respective meetings held on 17 September 2020, considered the re-appointment of Messrs. Morison AAC PLT [converted from a conventional partnership, Morison AAC (formerly known as Morison Anuarul Azizan Chew)] as Auditors of the Company and collectively agreed that Messrs. Morison AAC PLT has the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**12. Item No. 5 of the Agenda – Ordinary Resolution 6  
Authority to Allot and Issue Shares pursuant to the Act**

- (a) The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the 24th Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total of ten percent (10%) of the total issued shares (excluding treasury shares, if any) of the Company for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.
- (b) The General Mandate is a renewal from the previous mandate obtained at the last annual general meeting held on 18 June 2019 which will expire at the conclusion of the 24th Annual General Meeting of the Company.
- (c) As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the last annual general meeting.
- (d) The General Mandate, if granted will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

**13. Item No. 6 of the Agenda – Ordinary Resolution 7  
Retention of Independent Director**

Mr Lim Soo Hee was appointed as an Independent Non-Executive Director of the Company on 30 August 2001 and has, therefore served for more than nine (9) years. As at the date of this Notice, he has served the Company for nineteen (19) years.

The Board is satisfied that the Director has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements ("Listing Requirements"). Based on the recommendation of the Nomination Committee, the Board considers him to be independent and believes that he should be retained as Independent Non-Executive Director as the length of service does not interfere with his ability and exercise of independent judgement as Independent Director.

Given Mr Lim Soo Hee has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, the Board therefore recommended the approval of the shareholders for the retention of Mr Lim Soo Hee as Independent Director of the Company to be sought through a two-tier voting process.

**14. Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 24th Annual General Meeting and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure 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 24th Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 24th Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that where the member discloses the personal data of the member's 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 collection, use and disclosure by the Company (or its agents) of the personal data 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.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

**Details of Individuals Standing for Election as Directors**

No individual is seeking election as a Director at the 24th Annual General Meeting of the Company.