



WOODLANDOR HOLDINGS BERHAD

Registration No. 199601004347 (376693-D)

NOTICE OF 25th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth (25th) Annual General Meeting of the Company will be conducted entirely on a fully virtual basis through the online meeting platform at www.swsb.com.my operated by Shareworks Sdn. Bhd. on Friday, 26 November 2021, 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 year ended 30 June 2021 together with the Reports of the Directors and the Auditors thereon.
2. To approve the following payments:
 - (a) Directors' fees up to RM120,000 for the financial year ending 30 June 2022 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
 - (b) Directors' benefits of up to RM80,000 in aggregate during the period from 1 July 2020 until the date of the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution :-
 - (a) Ms. Mun Li Choo **(Ordinary Resolution 3)**
 - (b) Dato' Teh Boon Sing **(Ordinary Resolution 4)**
4. To re-elect the following Director who retires in accordance with Clause 98 of the Company's Constitution :-
 - (a) Mr. Soo Keng Wah **(Ordinary Resolution 5)**
5. To approve the re-appointment of HLB AAC PLT (formerly known as Morison AAC PLT) as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

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

6. **Authority to Allot and 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 7)

7. **Retention of Independent Director**

"THAT Mr. Chay Ng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) 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 8)**

8. 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

28 October 2021

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 19 November 2021 shall be regarded as members and be entitled to attend, participate, speak and vote at the 25th 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 initiated by the member and ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
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 Unit 3A-12, Level 3A, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or lodged electronically at ir@shareworks.com.my 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 of the Agenda - Ordinary Resolution 1 & 2
Approval of Directors' fees and benefits**

The Directors' fees proposed for the financial year ending 30 June 2022 are calculated based on the number of scheduled Board and Committee Meetings for financial year 2022 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.

The Board also recommends that shareholders approve a maximum aggregate amount of RM80,000 for the payment of benefits to the Directors of the Company during the period from 1 July 2020 payable monthly in arrears after each month of completed service of the Directors until the next Annual General Meeting of the Company.

In the event the Directors' fees and benefits proposed are insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall before payment is made.

**10. Item No. 5 of the Agenda – Ordinary Resolution 6
Re-appointment of Auditors**

With the recommendation of the Audit Committee, the Board had during the meeting held on 15 October 2021, considered the re-appointment of HLB AAC PLT (formerly known as Morison AAC PLT) as Auditors of the Company and collectively agreed that HLB AAC PLT have the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Accordingly, the Board tabled the motion on their re-appointment for the shareholders' approval at the 25th Annual General Meeting.

**11. Item No. 6 of the Agenda – Ordinary Resolution 7
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 25th 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 26 November 2020 which will expire at the conclusion of the 25th 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.

**12. Item No. 7 of the Agenda – Ordinary Resolution 8
Retention of Independent Director**

Mr. Chay Ng was appointed as an Independent Non-Executive Director of the Company on 27 August 2012 and has, therefore served for more than nine (9) years as at the date of this Notice.

The Board is satisfied that Mr. Chay Ng 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.

Premised on the above, the Board unanimously recommended the motion on retention of Mr. Chay Ng as Independent Director of the Company for the shareholders' approval through a two-tier voting process at the 25th Annual General Meeting.

13. Personal data privacy

By registering for the remote participation and electronic voting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 25th 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 25th Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 25th 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 25th Annual General Meeting of the Company.