

**WOODLANDOR HOLDINGS BERHAD**  
**Registration No. : 199601004347 (376693-D)**  
(Incorporated in Malaysia)

Minutes of the Twenty-Fifth Annual General Meeting of the Company (“25<sup>th</sup> AGM” or “Meeting”) conducted on a fully virtual basis through the online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) operated by Shareworks Sdn. Bhd. on Friday, 26 November 2021, at 10.00 a.m.

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Present : The attendance below was as per the Attendance List of Directors and Company Secretary in “Annexure 1”.

1. Dato’ Seri Mun Weng Sum (Executive Chairman cum Chief Executive Officer)
2. Ms. Mun Li Choo (Executive Director)
3. Dato’ Teh Boon Sing (Independent Non-Executive Director)
4. Mr. Chay Ng (Independent Non-Executive Director)
5. Soo Keng Wah (Independent Non-Executive Director)

In Attendance : Ms. Pang Kah Man (Company Secretary)

: The attendance of shareholders/proxies and others was as per the Summary of Attendance List in “Annexure 2”.

1. **CHAIRMAN OF THE MEETING**

Dato’ Seri Mun Weng Sum (or “Chairman”) was in the chair.

2. **QUORUM**

The quorum for the Meeting was confirmed as present.

3. **NOTICE OF THE MEETING**

The Notice convening the Meeting (or “AGM Notice”) had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairman briefed the shareholders and proxies that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), a listed corporation must among others, ensure that any resolution set out in the notice of any general meeting was voted by poll. The Chairman informed that Shareworks Sdn Bhd and Sharepolls Sdn Bhd had been engaged as the Poll Administrator and as the Independent Scrutineer.

4.2 Accordingly, all Agenda items to be transacted at the Meeting would be deliberated prior to the commencement of Questions and Answers (“Q&A”) session. The Board and Management would endeavor to answer the questions posed during the Q&A session via real time submission of typed texts in the query box. Questions posted in the query box would be moderated to avoid repetition.

4.3 The shareholders and proxies were being briefed on their rights to speak and vote on the resolutions set out in the AGM Notice as well as the procedure of remote poll voting via video playing on screen. Thereafter, the Chairman proceeded with the business on hand.

5. **AGENDA 1  
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED  
30 JUNE 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE  
AUDITORS THEREON**

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Noted : The motion was put for discussion as the provision of Section 340(1)(a) of the Act and the Company's Constitution did not require a formal approval of the shareholders.

Resolved : THAT the Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Reports of the Directors' and Auditors' thereon be hereby received.

6. **AGENDA 2(A) - ORDINARY RESOLUTION 1  
PAYMENT OF DIRECTORS' FEES UP TO RM120,000 FOR THE FINANCIAL YEAR  
ENDING 30 JUNE 2022**

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Noted : This resolution was to facilitate payment of 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. The details were disclosed in item 9 of the Explanatory Notes to the AGM Notice.

7. **AGENDA 2(B) - ORDINARY RESOLUTION 2  
PAYMENT OF DIRECTORS' BENEFITS 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**

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Noted : This resolution was to facilitate payment of Directors' benefits 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. The details were disclosed in item 9 of the Explanatory Notes to the AGM Notice.

8. **AGENDA 3 - ORDINARY RESOLUTIONS 3 AND 4  
RE-ELECTION OF DIRECTORS RETIRING PURSUANT TO CLAUSE 90 OF THE  
COMPANY'S CONSTITUTION**

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Noted : The following two items of the Agenda were related to the re-election of Ms Mun Li Choo and Dato' Teh Boon Sing, who retired at the Meeting pursuant to Clause 90 of the Company's Constitution. The retiring Directors, being eligible, had offered themselves for re-election.

9. **AGENDA 4 - ORDINARY RESOLUTION 5  
RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO CLAUSE 98 OF THE  
COMPANY'S CONSTITUTION**

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Noted : This resolution was in relation to the re-election of Mr. Soo Keng Wah, whom were retired at the Meeting pursuant to Clause 98 of the Company's Constitution. The retiring Director, being eligible, had offered himself for re-election.

10. **AGENDA 5 - ORDINARY RESOLUTION 6  
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**

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Noted : This resolution was in relation to the re-appointment of HLB AAC PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. HLB AAC PLT had earlier, indicated their willingness to continue in office.

With the satisfactory results of assessment on the qualification, independence and capability of HLB AAC PLT and recommendation of the Audit Committee, the Board hereby endorsed and tabled the motion on re-appointment of HLB AAC PLT for the shareholders' approval.

11. **AGENDA 6 - ORDINARY RESOLUTION 7 (SPECIAL BUSINESS)  
AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES**

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Noted : The mandate, if granted would empower the Directors of the Company, from the date of the Meeting to allot and issue shares in the Company up to an amount not exceeding in total of 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.

The mandate now sought is a renewal from the previous mandate obtained at the last Annual General Meeting held on 26 November 2020 which would expire at the conclusion of the Meeting.

The Company did not issue any new shares based on the previous mandate.

12. **AGENDA 7 - ORDINARY RESOLUTION 8 (SPECIAL BUSINESS)  
RETENTION OF INDEPENDENT DIRECTOR**

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Noted : As of to-date, Mr. Chay Ng had been served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years in accordance with the Updated Malaysian Code on Corporate Governance ("the Code").

The Board was satisfied that Mr. Chay Ng had met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements. Based on the recommendation of the Nomination Committee, the Board considered him to be independent and believed that he should be retained as Independent Non-Executive Director as the length of his service did 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 Non Executive Director of the Company for the shareholders' approval through a two-tier voting process as promulgated by the Code at the Meeting.

13. **OTHER BUSINESS**

- 13.1 The Chairman sought confirmation from the Company Secretary that the Company had not received any notice for transaction of any other business which had been given in accordance with the Act and the Company's Constitution.

14. **Q&A SESSION**

- 14.1 Following that, The Chairman announced the commencement of the Q&A session and informed that the Board would endeavour to answer as many questions which were related to the business of the AGM, posed either via emails before the AGM or query box via the Remote Participation and Voting ("RPV") platform during live streaming.
- 14.2 With no questions posed, the Chairman notified the shareholders on the closure of the Q&A session.

15. **POLL VOTING SESSION**

- 15.1 The Chairman announced the commencement of the poll voting session. He further cited that the shareholders and proxies who had yet to submit their votes to proceed to cast and submit their votes via the RPV platform, during which time, the video clip on the procedure for remote voting via the RPV platform was played accordingly. Thereafter, the Meeting was adjourned for the counting and verification of votes.

16. **ANNOUNCEMENT OF POLL RESULTS**

After the votes had been counted and verified by the Independent Scrutineer, the Chairman then called the Meeting to order. The poll results as shown on screen were as follows:

16.1 **Ordinary resolution 1**

	<b>No. and Percentage of Shares</b>
<b>For</b>	23,750,917 (99.99975%)
<b>Against</b>	6 (0.000025%)
<b>Total</b>	23,750,923 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 1 was carried as follows:

Resolved : "THAT the payment of Directors' fees up to RM120,000 for the financial year ending 30 June 2022 be hereby approved."

16.2 **Ordinary resolution 2**

	<b>No. and Percentage of Shares</b>
<b>For</b>	23,750,907 (99.999933%)
<b>Against</b>	16 (0.000067%)
<b>Total</b>	23,750,923 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 2 was carried as follows:

Resolved : "THAT the payment of Directors' benefits 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 be hereby approved."

**16.3 Ordinary resolution 3**

	<b>No. and Percentage of Shares</b>
<b>For</b>	23,750,920 (99.999987%)
<b>Against</b>	3 (0.000013%)
<b>Total</b>	23,750,923 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 3 was carried as follows:

Resolved : "THAT Ms Mun Li Choo retiring pursuant to Clause 90 of the Company's Constitution, be hereby re-elected as a Director of the Company."

**16.4 Ordinary resolution 4**

	<b>No. and Percentage of Shares</b>
<b>For</b>	23,750,918 (99.999979%)
<b>Against</b>	5 (0.000021%)
<b>Total</b>	23,750,923 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 4 was carried as follows:

Resolved : "THAT Dato' Teh Boon Sing retiring pursuant to Clause 90 of the Company's Constitution, be hereby re-elected as a Director of the Company."

**16.5 Ordinary resolution 5**

	<b>No. and Percentage of Shares</b>
<b>For</b>	23,750,912 (99.999954%)
<b>Against</b>	11 (0.000046%)
<b>Total</b>	23,750,923 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 5 was carried as follows:

Resolved : "THAT Mr. Soo Keng Wah retiring pursuant to Clause 98 of the Company's Constitution, be hereby re-elected as a Director of the Company."

**16.6 Ordinary resolution 6**

	<b>No. and Percentage of Shares</b>
<b>For</b>	23,750,920 (99.999987%)
<b>Against</b>	3 (0.000013%)
<b>Total</b>	23,750,923 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 6 was carried as follows:

Resolved : "THAT re-appointment of HLB AAC PLT (formerly known as MORISON AAC PLT) as Auditors of the Company be hereby approved and the Directors be hereby authorised to determine their remuneration."

**16.7 Ordinary resolution 7**

	<b>No. and Percentage of Shares</b>
<b>For</b>	23,750,908 (99.999937%)
<b>Against</b>	15 (0.000063%)
<b>Total</b>	23,750,923 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 7 was carried as follows:

Resolved : "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.

**16.8 Ordinary resolution 8**

<b>Tier 1</b>	<b>No. and Percentage of Shares</b>
<b>For</b>	6,371,759 (100%)
<b>Against</b>	0
<b>Total</b>	6,371,759 (100%)

<b>Tier 2</b>	<b>No. and Percentage of Shares</b>
<b>For</b>	17,379,151 (99.999925%)
<b>Against</b>	13 (0.000075%)
<b>Total</b>	17,379,164 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 8 was carried as follows:

Resolved : "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."

17. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 11.00 a.m. with a vote of thanks to the Chairman.

The Chairman thanked the shareholders and proxies for their presence and continuous support.

Confirmed as correct records by:

Chairman of the Meeting

Dated this 3 December 2021