



## WOODLANDOR HOLDINGS BERHAD

Company No. 199601004347 (376693-D)

(Incorporated in Malaysia)

# NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Sixth (26th) 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 Wednesday, 23 November 2022, 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 2022 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees up to RM120,000 for the financial year ending 30 June 2023 payable monthly in arrears after each month of completed service of the Directors during the subject financial year.
3. To approve the payment of Directors' benefits up to RM80,000 in aggregate during the period from 24 November 2022 until the date of the next Annual General Meeting of the Company.
4. To re-elect Mr. Soo Keng Wah who retires in accordance with Clause 90 of the Company's Constitution.
5. To approve the appointment of HLB Ler Lum Chew PLT as Auditors of the Company in place of the retiring Auditors, HLB AAC PLT and to authorise the Directors to determine their remuneration.

(ORDINARY  
RESOLUTION 1)

(ORDINARY  
RESOLUTION 2)

(ORDINARY  
RESOLUTION 3)

(ORDINARY  
RESOLUTION 4)

### 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 Act, the Constitution of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company 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 of the Company 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, if any) of the Company for the time being AND THAT the Directors of the Company also be hereby empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

(ORDINARY  
RESOLUTION 5)

#### 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 6)

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  
25 October 2022

**Notes: -**

1. Only depositors whose names appear in the Record of Depositors as at 16 November 2022 shall be regarded as members and be entitled to attend, participate, speak and vote at the 26th 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 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 notarial 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 the 26th Annual General 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 members and hence, is not put forward for voting.

**9. Item No. 2 of the Agenda - Ordinary Resolution 1  
Approval of Directors' fees for the financial year ending 30 June 2023**

The Directors' fees proposed for the financial year ending 30 June 2023 are calculated based on the number of scheduled Board and Committee Meetings for the financial year ending 30 June 2023 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 and/or enlarged board), approval will be sought at the next Annual General Meeting for additional Directors' fees to meet the shortfall.

**10. Item No. 3 of the Agenda - Ordinary Resolution 2  
Approval of Directors' Benefits**

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 24 November 2022 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' benefits proposed are insufficient, approval will be sought at the next Annual General Meeting for additional payments to meet the shortfall before payment is made.

**11. Item No. 5 of the Agenda - Ordinary Resolution 4  
Appointment of HLB Ler Lum Chew PLT as Auditors**

Following the successful merger of the audit practices of HLB AAC PLT (202006000008 & AF001977) and HLB Ler Lum Chew PLT (201906002362 & AF0276), HLB AAC PLT shall retire as Auditors of the Company and its group of Companies at the conclusion of the 26th Annual General Meeting. Hence, the Company is seeking approval from its shareholders for the appointment of HLB Ler Lum Chew PLT as Auditors of the Company for the financial year ending 30 June 2023 at the 26th Annual General Meeting.

**12. Item No. 6 of the Agenda - Ordinary Resolution 5  
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 26th 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 2021 which will expire at the conclusion of the 26th 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. 7 of the Agenda – Ordinary Resolution 6  
Continuing in office as 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 continuously independent and believes that he should be retained as Independent Non-Executive Director as the length of service does not interfere with his ability to act 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 26th Annual General Meeting.

**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 26th 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 26th Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 26th 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

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

No individual is seeking election as a Director at the 26th Annual General Meeting of the Company.

**2. Statement relating to General Mandate for Issue of Securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

Please refer to Explanatory Note No. 12 to Agenda No. 6 for ordinary resolution 5 on authority to issue shares pursuant to the Companies Act 2016.