

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

Minutes of the Twenty-Sixth (26th) Annual General Meeting (“AGM”) of the Company held at the 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.

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

Board of Directors:

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. Soo Keng Wah (Independent Non-Executive Director)
5. Mr. Chay Ng (Independent Non-Executive Director)

By Invitation : 1. Ms. Kok Sau Leng (Group Accountant)
2. Mr. Teh Weil Xuan (HLB AAC PLT)
3. Ms. Ho Huey Jin (HLB AAC PLT)
4. Ms. Yeow Chui Ying (HLB AAC PLT)

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 was elected as Chairman of the Meeting.

2. **QUORUM**

The quorum for the Meeting was confirmed as present.

3. **NOTICE OF THE MEETING**

The Notice convening this Meeting had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

- 4.1 Before the Meeting dealt with the business on hand, 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 is voted by poll. For this purpose, the Company had engaged ShareWorks Sdn. Bhd. as the Poll Administrator and SharePolls Sdn Bhd as the Independent Scrutineer.

The Chairman further proceeded to brief the shareholders and proxies of their right to ask questions and vote on the resolutions set out in the Notice of Meeting. For interest of the shareholders and proxies, the representative from ShareWorks Sdn. Bhd. was also invited to brief the procedures on electronic polling. Without further delay, the Chairman proceeded with the business on hand.

5. **AGENDA 1**
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON

Noted : The motion was put for discussion as the provision of Section 340(1)(a) of the Companies Act 2016 (or "the Act") and the Constitution of the Company (or "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 2022 together with the Reports of the Directors' and Auditors' thereon be hereby received."

6. **AGENDA 2 (ORDINARY RESOLUTION NO. 1)**
PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023

Proposer and Secunder : The motion was proposed by Ms Chew Poi Kwan, a shareholder and proxy representing 100% of shareholding for the shareholders, Mr Ng Yuet Wah and Ms. Ngit Kua@Ng Ngit Yoon and seconded by Ms Yee Chin Chiew, a shareholder.

Results :

	No. and Percentage of Shares
For	20,893,312 (100%)
Against	0
Total	20,893,312 (100%)

Ordinary Resolution 1 was hereby carried.

Resolved : "THAT the payment of Directors' fees up to RM120,000-00 for the financial year ending 30 June 2023 be hereby approved."

7. **AGENDA 3 (ORDINARY RESOLUTION NO. 2)**
PAYMENT OF DIRECTORS' BENEFITS UP TO RM80,000 IN AGGREGATE FOR THE PERIOD FROM 24 NOVEMBER 2022 UNTIL THE DATE OF NEXT AGM OF THE COMPANY

Proposer and Secunder : The motion was proposed by Ms Tiong Boh Yeen, a proxy representing 100% of shareholding for the shareholder, Datin Seri Mitchell Wong Chooi Leng and seconded by Ms Chew Poi Kwan, a shareholder and proxy representing 100% of shareholding for the shareholders, Mr Ng Yuet Wah and Ms Ngit Kua@Ng Ngit Yoon.

Results :

	No. and Percentage of Shares
For	20,893,314 (100%)
Against	0
Total	20,893,314 (100%)

Ordinary Resolution 2 was hereby carried.

Resolved : "THAT the payment of Directors' benefits up to RM80,000-00 in aggregate for the period from 24 November 2022 until the date of next AGM of the company be hereby approved."

8. **AGENDA 4 (ORDINARY RESOLUTIONS NO. 3)
RE-ELECTION OF MR. SOO KENG WAH AS DIRECTOR, RETIRING PURSUANT TO
CLAUSE 90 OF THE CONSTITUTION**

Proposer and Seconder : The motion was proposed by Ms Tiong Boh Yeen, a proxy representing 100% of shareholding for the shareholder, Datin Seri Mitchell Wong Chooi Leng and seconded by Mr Mun Weng Yee, a shareholder.

Results :

	No. and Percentage of Shares
For	17,412,501 (100%)
Against	0
Total	17,412,501 (100%)

Ordinary Resolution 3 be hereby carried.

Resolved : "THAT Mr. Soo Keng Wah retiring pursuant to Clause 90 of the Company's Constitution, be hereby re-elected as a Director of the Company."

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 4)
APPOINTMENT OF HLB LER LUM CHEW PLT AS NEW AUDITORS OF THE COMPANY IN
PLACE OF THE RETIRING AUDITORS, HLB AAC PLT AND AUTHORITY TO THE
DIRECTORS TO FIX THEIR REMUNERATION**

Noted : 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 AGM. Hence, the Company was 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 AGM.

Proposer and Seconder : The motion was proposed by Ms Chew Poi Kwan, a shareholder and proxy representing 100% of shareholding for the shareholders, Mr Ng Yuet Wah and Ms Ngit Kua@Ng Ngit Yoon and seconded by Ms Tiong Boh Yeen, a proxy representing 100% of shareholding for the shareholder, Datin Seri Mitchell Wong Chooi Leng.

Results :

	No. and Percentage of Shares
For	17,662,635 (99.990569%)
Against	1,666 (0.009431)
Total	17,664,301 (100%)

Ordinary Resolution 4 was hereby carried.

Resolved : "THAT HLB LER LUM CHEW PLT be hereby appointed as the Company's New Auditors for the ensuing year and the Directors be hereby authorised to fix the Auditors' remuneration."

10. **AGENDA 6 (ORDINARY RESOLUTION NO. 5 - SPECIAL BUSINESS)**
AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES

- Noted : 1) The mandate now sought was a renewal from the previous mandate obtained at the last AGM held on 26 November 2021 which would expire at the conclusion of this Meeting.
- 2) This authority, unless revoked or varied at a general meeting, shall continue to be in force until the conclusion of the next AGM of the Company.

Proposer and Seconder : The motion was proposed by Ms Tiong Boh Yeen, a proxy representing 100% of shareholding for the shareholder, Datin Seri Mitchell Wong Chooi Leng and seconded by Ms Chew Poi Kwan, a shareholder and proxy representing 100% of shareholding for the shareholders, Mr Ng Yuet Wah and Ms Ngit Kua@Ng Ngit Yoon.

Results :

	No. and Percentage of Shares
For	20,641,512 (100%)
Against	0
Total	20,641,512 (100%)

Ordinary Resolution 5 was hereby carried.

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 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."

11. **AGENDA 7 (ORDINARY RESOLUTION NO. 6 - SPECIAL BUSINESS)**
RETENTION OF MR. CHAY NG AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Noted : Mr. Chay Ng has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine(9) years since his appointment.

As recommended under Practice 5.3 of the Malaysian Code on Corporate Governance 2021, approval of shareholders on retention of Independent Non-Executive Directors who have served the Company for a cumulative term of more than nine (9) years shall be sought through a two-tier voting process.

Under the two-tier voting process, the largest shareholder(s) of the Company would vote under tier 1 whereas the other shareholders would vote under tier 2. The resolution is deemed successful only if both tier 1 and tier 2 vote support the resolution.

The Board (save and except for Mr. Chay Ng) having assessed the independence of Mr. Chay Ng and based on the justifications stated in the Annual Report 2022, hereby recommended him to continue to act as Independent Non-Executive Director of the Company.

Proposer and Secunder : The motion was proposed by Ms Chew Poi Kwan, a shareholder and proxy representing 100% of shareholding for the shareholders, Mr Ng Yuet Wah and Ms Ngit Kua@Ng Ngit Yoon and seconded by Ms Tiong Boh Yeen, a proxy representing 100% of shareholding for the shareholder, Datin Seri Mitchell Wong Chooi Leng.

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

Tier 2	No. and Percentage of Shares
For	14,269,753 (100%)
Against	0
Total	14,269,753 (100%)

Ordinary Resolution 6 was hereby carried.

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."

12. **OTHER BUSINESS**

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 Companies Act 2016 and/or the Constitution.

13. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 10.35 a.m. with a vote of thanks to the Chairman.

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

Confirmed as correct records by:

Chairman of the Meeting

Dated this 30 November 2022