



WOODLANDOR HOLDINGS BERHAD

Company No. 199601004347 (376693-D)

(Incorporated in Malaysia)

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh (27th) 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, 16 November 2023, 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 2023 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 2024 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
3. To approve the payment of Directors' benefits up to RM80,000 in aggregate during the period from 17 November 2023 until the date of the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution.
i) Dato' Seri Mun Weng Sum **(Ordinary Resolution 3)**
ii) Mr. Chay Ng **(Ordinary Resolution 4)**
5. To approve the re-appointment of HLB Ler Lum Chew PLT 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: -

6. **Authority to Allot and Issue Shares and Waiver of Pre-emptive Rights over New Shares pursuant to the Companies Act 2016 ("the Act")** **(Ordinary Resolution 6)**

"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 ("General Mandate");

AND THAT approval be hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 9 of the Constitution, over all the additional shares to be issued and allotted pursuant to and/or arising from the General Mandate ("New Shares") ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such New Shares ("Pre-emptive Rights"), be irrevocably and unconditionally waived ("Waiver of Pre-emptive Rights");

AND THAT the Company be hereby exempted from the obligation to offer such New Shares to the shareholders of the Company in accordance with the Pre-emptive Rights;

AND THAT the Directors of the Company and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;

AND FURTHER THAT the Directors of the Company also be hereby empowered to obtain approval for the listing of and quotation for the New Shares so issued on Bursa Malaysia Securities Berhad."

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 7)**

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

17 October 2023

Notes: -

1. Only depositors whose names appear in the Record of Depositors as at 9 November 2023 shall be regarded as members and be entitled to attend, participate, speak and vote at the 27th 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 27th 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 2024**

The Directors’ fees proposed for the financial year ending 30 June 2024 are calculated based on the number of scheduled Board and Committee Meetings for the financial year ending 30 June 2024 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 17 November 2023 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. Items No. 4 of the Agenda - Ordinary Resolutions 3 & 4
Re-election of Retiring Directors**

The Nomination Committee ("NC") had in October 2023 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.

Based on this annual assessment conducted, the NC was of the view that the existing Board and each of its members has the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review. Each of these retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect their ability to act in the best interest of the Company.

Accordingly, the NC (with the exception of the Directors who abstained in respect of their individual retirement) recommended to the Board the re-election of the retiring Directors, namely, Dato' Seri Mun Weng Sum and Mr. Chay Ng at the 27th Annual General Meeting. Based on the recommendation of the NC and the assessment under the Directors' Fit and Proper Policy, the Board supports the re-election of the retiring Directors at the 27th Annual General Meeting.

The profile of the Directors standing for re-election is set out in the Profile of the Members of the Board in the 2023 Annual Report.

**12. Item No. 5 of the Agenda - Ordinary Resolution 5
Re-appointment of Auditors**

With the recommendation of the Audit Committee, the Board had during the meeting held on 3 October 2023, considered the re-appointment of HLB Ler Lum Chew PLT as Auditors of the Company and collectively agreed that HLB Ler Lum Chew PLT have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"). Accordingly, the Board tabled the motion on their re-appointment for the shareholders' approval at the 27th Annual General Meeting.

**13. Item No. 6 of the Agenda - Ordinary Resolution 6
Authority to Allot and Issue Shares and Waiver of Pre-Emptive Rights over New 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 27th 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 23 November 2022 which will expire at the conclusion of the 27th 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.
- (e) Pursuant to Section 85(1) of the Act and Clause 9 of the Company's Constitution, the existing shareholders of the Company have pre-emptive rights to any New Shares to be offered which will rank equally to the existing shares issued by the Company. In order for the Board to issue any New Shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution, if passed, will exclude the pre-emptive rights over all New Shares, options over or grant of New Shares in the Company and/or any New Shares to be issued pursuant to such options or grants under the General Mandate.

**14. Item No. 7 of the Agenda - Ordinary Resolution 7
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 Listing Requirements. Based on the recommendation of the NC, 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 27th Annual General Meeting.

15. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 27th 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 27th Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 27th 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 27th 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 Listing Requirements

Please refer to Explanatory Note No. 13 to Agenda No. 6 for ordinary resolution 6 on authority to allot and issue shares and Waiver of Pre-emptive Rights over New Shares pursuant to the Act.