

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

Minutes of the Twenty-Seventh Annual General Meeting of the Company (“27th AGM” or “Meeting”) 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.

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

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

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

1. **CHAIRMAN OF THE MEETING**

Mr. Soo Keng Wah (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 There was a total of twenty (20) persons registered in person as shareholders and proxies holding a total of 21,042,812 shares, equivalent to 52.61% of the total issued capital of the Company at the Meeting and a total of thirteen (13) persons holding a total of 21,035,838 shares, equivalent to 52.59% of the total issued capital of the Company attended and voted at the Meeting.
- 4.2 The Chairman briefed the shareholders and proxies that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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, ShareWorks Sdn. Bhd. (“ShareWorks”) was appointed as the Poll Administrator and SharePolls Sdn Bhd was appointed as the Independent Scrutineer.
- 4.3 In line with the Practice 13.3 promulgated by the Malaysian Code on Corporate Governance 2021 (the “Code”) on the leverage of technology to facilitate voting, the poll will be carried out by way of electronic polling (or “e-polling”) for efficiency. In this respect, the e-polling would be carried out immediately after the tabling of each resolution and/or question and answer (“Q&A”) session with results thereof being announced soon after verified by the Independent Scrutineer.
- 4.4 The Chairman further proceeded to brief the shareholders and proxies of their right to speak and vote on the resolutions set out in the AGM Notice. 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 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE
AUDITORS THEREON**

Noted : The motion was put for discussion as the provision of Section 340(1)(a) of the Companies Act 2016 (the "Act") and the Company's Constitution did not require a formal approval of the shareholders.

The Board and Management team would endeavour to respond to the relevant questions. For those questions which were unable to respond to during the Meeting, the responses together with the proceedings of the Meeting would be provided and/or posted on the Company's website within thirty (30) business days from the date of the Meeting in line with the Practice 13.6 as set out in the Code.

Resolved : THAT the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Reports of the Directors' and Auditors' thereon be hereby received.

6. **AGENDA 2 - ORDINARY RESOLUTION 1
PAYMENT OF DIRECTORS' FEES UP TO RM120,000 FOR THE FINANCIAL YEAR
ENDING 30 JUNE 2024**

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

Proposer and
Seconder : The motion was proposed by Ms. Chew Poi Kwan, a shareholder and proxy representing the shareholder, Mr. Ng Yuet Wah and seconded by Mr. Mun Weng Yee, a shareholder.

e-polling and
verification : After the votes had been counted and verified by the Independent Scrutineer, the poll results as shown on screen were as follows:

	No. and Percentage of Shares
For	15,799,942 (100%)
Against	0 (0%)
Total	15,799,942 (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 2024 be hereby approved."

7. **AGENDA 3 - ORDINARY RESOLUTION 2
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**

Noted : This resolution was to facilitate 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. The details were disclosed in item 10 of the Explanatory Notes to the AGM Notice.

Proposer and Secunder : The motion was proposed by Ms. Tiong Boh Yeen, a proxy representing the shareholder, Datin Mitchell Wong Chooi Leng and seconded by Ms. Koh Siew Ken, Fely, a shareholder and a proxy representing the shareholder, Ngit Kua @ Ng Ngit Yoon.

e-polling and verification : After the votes had been counted and verified by the Independent Scrutineer, the poll results as shown on screen were as follows:

	No. and Percentage of Shares
For	21,029,738 (99.9995%)
Against	100 (0.0005%)
Total	21,029,838 (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 17 November 2023 until the date of the next Annual General Meeting of the Company be hereby approved."

8. **AGENDA 4 (i) - ORDINARY RESOLUTION 3
RE-ELECTION OF DATO' SERI MUN WENG SUM, RETIRING PURSUANT TO CLAUSE 90
OF THE COMPANY'S CONSTITUTION**

Noted : This resolution was in relation to the re-election of Dato' Seri Mun Weng Sum as Director of the Company. Dato' Seri Mun Weng Sum, retiring in accordance with Clause 90 of the Company's Constitution and being eligible, had offered himself for re-election.

Proposer and Secunder : The motion was proposed by Ms. Chew Poi Kwan, a shareholder and proxy representing the shareholder, Mr. Ng Yuet Wah and seconded by Mr. Mun Weng Yee, a shareholder.

e-polling and verification : After the votes had been counted and verified by the Independent Scrutineer, the poll results as shown on screen were as follows:

	No. and Percentage of Shares
For	21,033,338 (100%)
Against	0 (0%)
Total	21,033,338 (100%)

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

Resolved : "THAT Dato' Seri Mun Weng Sum retiring pursuant to Clause 90 of the Company's Constitution, be hereby re-elected as a Director of the Company."

9. **AGENDA 4 (ii) - ORDINARY RESOLUTION 4
RE-ELECTION OF MR. CHAY NG, RETIRING PURSUANT TO CLAUSE 90 OF THE
COMPANY'S CONSTITUTION**

Noted : This resolution was in relation to the re-election of Mr. Chay Ng as Director of the Company. Mr. Chay, retiring in accordance with Clause 90 of the Company's Constitution and being eligible, had offered himself for re-election.

Proposer and Seconder : The motion was proposed by Ms. Koh Siew Ken, Fely, a shareholder and a proxy representing the shareholder, Ngit Kua @ Ng Ngit Yoon and seconded by Ms. Chew Poi Kwan, a shareholder and a proxy representing the shareholder, Mr. Ng Yuet Wah.

e-polling and verification : After the votes had been counted and verified by the Independent Scrutineer, the poll results as shown on screen were as follows:

	No. and Percentage of Shares
For	21,033,238 (99.9995%)
Against	100 (0.0005%)
Total	21,033,338 (100%)

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

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

10. **AGENDA 5 - ORDINARY RESOLUTION 5
RE-APPOINTMENT OF HLB LER LUM CHEW PLT AS AUDITORS OF THE COMPANY
AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION**

Noted : The Audit Committee had undertaken an assessment of the qualification, independence and capability of HLB Ler Lum Chew PLT. Having satisfied with the results of the assessment, the Audit Committee recommended the motion on the re-appointment of HLB Ler Lum Chew PLT for shareholders' approval.

Proposer and Seconder : The motion was proposed by Ms. Tiong Boh Yeen, a proxy representing the shareholder, Datin Mitchell Wong Chooi Leng and seconded by Ms. Chew Poi Kwan, a shareholder and a proxy representing the shareholder, Mr. Ng Yuet Wah.

e-polling and verification : After the votes had been counted and verified by the Independent Scrutineer, the poll results as shown on screen were as follows:

	No. and Percentage of Shares
For	17,800,827 (100%)
Against	0 (0%)
Total	17,800,827 (100%)

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

Resolved : "THAT HLB Ler Lum Chew PLT be hereby appointed as Auditors of the Company and the Directors be hereby authorised to determine their remuneration."

11. **AGENDA 6 - ORDINARY RESOLUTION 6 (SPECIAL BUSINESS)
AUTHORITY TO ALLOT AND ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS
OVER NEW SHARES PURSUANT TO THE ACT**

Noted : The mandate, if granted would empower the Directors of the Company, from the date of 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 ("General Mandate").

The General Mandate is a renewal from the previous mandate obtained at the last Annual General Meeting held on 23 November 2022 which would expire at the conclusion of the 27th AGM of the Company.

As at the date of the AGM Notice, the Company did not issue any new shares based on the previous mandate obtained at the last Annual General Meeting.

The General Mandate, if granted would 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.

Proposer and : The motion was proposed by Mr. Mun Weng Yee, a shareholder, and
Seconded : seconded by Ms. Tiong Boh Yeen, a proxy representing the shareholder, Datin Mitchell Wong Chooi Leng.

e-polling and : After the votes had been counted and verified by the Independent
verification : Scrutineer, the poll results as shown on screen were as follows:

	No. and Percentage of Shares
For	21,033,038 (99.9990%)
Against	200 (0.0010%)
Total	21,033,238 (100%)

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

Resolved : “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.”

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

Noted : As of to-date, Mr. Chay Ng had served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years.

The Board, having assessed the independence of Mr. Chay Ng and based on the justifications stated in the Company's Annual Report 2023, recommended him to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting.

As recommended under Practice 5.3 of the Code, approval of shareholders on retention of Mr. Chay Ng as Independent Non-Executive Director 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.

According to the statistic on shareholdings of the Company as at 9 November 2023, the only largest shareholder of the Company was Dato' Seri Mun Weng Sum who held 16.26% direct interest in the Company. Hence, the vote of Dato' Seri Mun Weng Sum would be casted under tier 1 whereas the votes of other shareholders would be casted under tier 2. The resolution would deem successful only if both tier 1 and tier 2 shareholders voted in support of the resolution tabled.

Proposer and Seconder : The motion was proposed by Ms. Chew Poi Kwan, a shareholder and proxy representing the shareholder, Mr. Ng Yuet Wah and seconded by Ms. Tiong Boh Yeen, a proxy representing the shareholder, Datin Mitchell Wong Chooi Leng.

e-polling and verification : After the votes had been counted and verified by the Independent Scrutineer, the poll results as shown on screen were as follows:

Tier 1	No. and Percentage of Shares
For	6,504,559 (100%)
Against	0
Total	6,504,559 (100%)

Tier 2	No. and Percentage of Shares
For	11,299,668 (99.9991%)
Against	100 (0.0009%)
Total	11,299,768 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 7 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.”

13. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 10.28 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 6 December 2023