

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

Minutes of the Twenty-Eighth Annual General Meeting of the Company (“28<sup>th</sup> AGM” or “Meeting”) held at Ballroom 2, Level LG, Eastin Hotel, No. 13, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 3 December 2024 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 the “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, proxies and others was as per the Summary of Attendance List in the “Annexure 2”.

1. **CHAIRMAN OF THE MEETING**

Dato’ Seri Mun Weng Sum (or “Dato’ Seri 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 sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

- 4.1 There was a total of nine (9) persons registered in person as shareholders and proxies holding a total of 21,202,504 shares, equivalent to approximately 53.05% of the total issued capital of the Company at the Meeting, attended and eligible to vote at the Meeting.
- 4.2 Dato’ Seri Chairman introduced each of the Directors as well as the Company Secretary, the External Auditors and the Management team who attended the Meeting.
- 4.3 Dato’ Seri 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.
- 4.4 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.

4.5 Dato' Seri Chairman further proceeded to brief the shareholders and proxies of their rights to speak and vote on the resolutions set out in the AGM Notice. The Poll Administrator was also invited to brief the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes casted.

4.6 The Meeting was notified that as there was no legal requirement for a proposed resolution to be seconded, Dato' Seri Chairman would take the Meeting through each item on the Agenda. Without any objection from the floor, the Chairman proceeded with the business on hand.

5. **AGENDA 1  
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED  
30 JUNE 2024 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 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, which was 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 2024 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 ("FY") 2025**

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Noted : This resolution was to facilitate payment of Directors' fees up to RM120,000 for FY 2025 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.

e-polling and verification : With no question from the floor, Dato' Seri Chairman announced the commencement of e-polling process for 30 seconds. After the votes had been counted and verified by the Independent Scrutineer respectively, the poll results as shown on screen were as follows:

	<b>No. and Percentage of Shares</b>
<b>For</b>	14,526,645 (99.999312%)
<b>Against</b>	100 (0.000688%)
<b>Total</b>	14,526,745 (100%)

In view thereof, Dato' Seri 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 2025 be hereby approved."

7. **AGENDA 3 - ORDINARY RESOLUTION 2  
PAYMENT OF DIRECTORS' BENEFITS UP TO RM80,000 IN AGGREGATE DURING THE PERIOD FROM 4 DECEMBER 2024 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 4 December 2024 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.

e-polling and verification : With no question from the floor, Dato' Seri Chairman announced the commencement of e-polling process for 30 seconds. After the votes had been counted and verified by the Independent Scrutineer respectively, the poll results as shown on screen were as follows:

	<b>No. and Percentage of Shares</b>
<b>For</b>	11,297,634 (99.999115%)
<b>Against</b>	100 (0.000885%)
<b>Total</b>	11,297,734 (100%)

In view thereof, Dato' Seri 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 4 December 2024 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 MS. MUN LI CHOO, RETIRING PURSUANT TO CLAUSE 90 OF THE COMPANY'S CONSTITUTION**

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Noted : This resolution was in relation to the re-election of Ms. Mun Li Choo as Director of the Company. Ms. Mun Li Choo, retiring in accordance with Clause 90 of the Company's Constitution and being eligible, had offered herself for re-election.

e-polling and verification : With no question from the floor, Dato' Seri Chairman announced the commencement of e-polling process for 30 seconds. After the votes had been counted and verified by the Independent Scrutineer respectively, the poll results as shown on screen were as follows:

	<b>No. and Percentage of Shares</b>
<b>For</b>	14,526,745 (100%)
<b>Against</b>	0 (0%)
<b>Total</b>	14,526,745 (100%)

In view thereof, Dato' Seri 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."

9. **AGENDA 4 (ii) - ORDINARY RESOLUTION 4  
RE-ELECTION OF DATO' TEH BOON SING, RETIRING PURSUANT TO CLAUSE 90 OF  
THE COMPANY'S CONSTITUTION**

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

e-polling and verification : With no question from the floor, Dato' Seri Chairman announced the commencement of e-polling process for 30 seconds. After the votes had been counted and verified by the Independent Scrutineer respectively, the poll results as shown on screen were as follows:

	<b>No. and Percentage of Shares</b>
<b>For</b>	11,297,734 (100%)
<b>Against</b>	0 (0%)
<b>Total</b>	11,297,734 (100%)

In view thereof, Dato' Seri 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."

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**

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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.

e-polling and verification : With no question from the floor, Dato' Seri Chairman announced the commencement of e-polling process for 30 seconds. After the votes had been counted and verified by the Independent Scrutineer respectively, the poll results as shown on screen were as follows:

	<b>No. and Percentage of Shares</b>
<b>For</b>	14,526,645 (100%)
<b>Against</b>	0 (0%)
<b>Total</b>	14,526,645 (100%)

In view thereof, Dato' Seri Chairman declared that Ordinary Resolution 5 was carried as follows:

Resolved : "THAT HLB Ler Lum Chew PLT be hereby re-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**

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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 was a renewal from the previous mandate obtained at the last Annual General Meeting held on 16 November 2023 which would expire at the conclusion of the 28<sup>th</sup> annual general meeting 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.

e-polling and verification : With no question from the floor, Dato' Seri Chairman announced the commencement of e-polling process for 30 seconds. After the votes had been counted and verified by the Independent Scrutineer respectively, the poll results as shown on screen were as follows:

	<b>No. and Percentage of Shares</b>
<b>For</b>	14,526,745 (100%)
<b>Against</b>	0 (0%)
<b>Total</b>	14,526,745 (100%)

In view thereof, Dato' Seri 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 General Mandate and 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 2024, 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 26 November 2024, the only largest shareholder of the Company was Dato’ Seri Mun Weng Sum who held a total of 16.69% 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 the shareholders of both tiers voted in support of the resolution tabled.

e-polling and verification : With no question from the floor, Dato’ Seri Chairman announced the commencement of e-polling process for 30 seconds. After the votes had been counted and verified by the Independent Scrutineer respectively, the poll results as shown on screen were as follows:

<b>Tier 1</b>	<b>No. and Percentage of Shares</b>
<b>For</b>	6,675,759 (100%)
<b>Against</b>	0 (0%)
<b>Total</b>	6,675,759 (100%)

<b>Tier 2</b>	<b>No. and Percentage of Shares</b>
<b>For</b>	14,526,645 (99.999312%)
<b>Against</b>	100 (0.000688%)
<b>Total</b>	14,526,745 (100%)

In view thereof, Dato’ Seri 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 11.20 a.m. with a vote of thanks to the Chair.

Dato’ Seri Chairman thanked the shareholders and proxies for their presence and continuous support.

Confirmed as correct records by:

Chairman of the Meeting

Dated this 30 December 2024