

Notice of the Twenty-Fifth (25th) Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of WESTPORTS HOLDINGS BERHAD will be held and convened at Ballroom 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 24 April 2018 at 3.30 pm for the transaction of the following business:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017, together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 1

2. To approve the aggregate Directors' fees and benefits payable to the Directors of the Company and its subsidiary, Westports Malaysia Sdn Bhd of an amount not exceeding RM3 million from this Annual General Meeting until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service of the Directors.

Ordinary Resolution 1

Please refer to Explanatory Note 2

3. To re-elect the following Directors who are retiring pursuant to Article 106 of the Company's Constitution:-

- | | |
|---|------------------------------|
| (a) Datuk Ruben Emir Gnanalingam bin Abdullah | Ordinary Resolution 2 |
| (b) Dato' Yusli bin Mohamed Yusoff | Ordinary Resolution 3 |
| (c) Ruth Sin Ling Tsim | Ordinary Resolution 4 |

4. To re-elect the following Directors who are retiring pursuant to Article 113 of the Company's Constitution:-

- | | |
|---------------------|------------------------------|
| (a) Shanthi Kandiah | Ordinary Resolution 5 |
| (b) Chan Soo Chee | Ordinary Resolution 6 |

5. To appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 7

Please refer to Explanatory Note 3

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

6. **Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act, 2016**

"THAT pursuant to Section 76 of the Companies Act, 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting upon such terms and conditions and or for such purposes, as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being, subject always to the approval of the relevant regulatory bodies being obtained for such allotment and issue."

Ordinary Resolution 8

Please refer to Explanatory Note 4

7. **Proposed Adoption of the Company's new Constitution ("Proposed Adoption")**

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, adopt the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 26 March 2018 accompanying the Company's Annual Report for the financial year ended 31 December 2017 AND THAT the Directors and Secretary of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption."

Special Resolution

Please refer to Explanatory Note 5

As Other Business

8. To transact any other business of which due notice shall have been given.

By Order of the Board

TAN AI NING (MAICSA 7015852)
IZREEN FARA ISMAIL (MAICSA 7056439)
 Company Secretaries

Selangor Darul Ehsan
 26 March 2018

NOTES:-

- A Member entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a Member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Share Registrar's Office at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- In respect of deposited securities, only Members whose names appear on the Record of Depositors on 16 April 2018 (General Record of Depositors) shall be eligible to attend the Meeting or appoint Proxy(ies) to attend and/or vote on his behalf.

EXPLANATORY NOTES

1. To receive the Audited Financial Statements

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 ("the Act") require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

2. Directors' Fees and Benefits

The amount of Directors' fees payable includes fees payable to Directors as member of Board and Board Committees and Directors' benefits payable to Directors comprise of meeting allowances. The Directors' Fees and Benefits payable is from this AGM until the conclusion of the next AGM of the company to be held by June 2019 (14 Months) pursuant to the Act which shareholders' approval will be sought at this 25th AGM in accordance with Section 230 of the Act.

3. Appointment of Deloitte PLT as the Company's Auditors

The Board of Directors is proposing to shareholders that Deloitte PLT be appointed as the Company's Auditors for the financial year ending 31 December 2018, following an extensive competitive tender, in line with best practice. The Board of Directors would like to thank KPMG PLT for their diligence and dedications.

4. Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act, 2016

The Ordinary Resolution 8 proposed under item 6 of this Agenda seeks the shareholders' approval for a general mandate for issuance of shares by the Company under Section 76 of the Companies Act, 2016. The mandate, if passed will empower the Company's Directors to allot and issue up to a maximum of 10% of the Company's total number of issued shares at the time of issue (other than bonus or rights issue) for such purposes as the Directors consider would be in the best interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority will unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting of the Company.

This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding investment project(s), working capital and/or acquisition(s). At this juncture, there is no decision to issue new shares. Should there be any decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

The Directors of the Company did not allot, or issue ordinary shares pursuant to the authority given by its shareholders at the previous Annual General Meeting.

5. Proposed Adoption of the Company's new Constitution

The Special Resolution, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia ("Listing Requirements"), to enhance administrative efficiency. The Proposed Adoption is set out in the Circular to Shareholders dated 26 March 2018 accompanying the Company's Annual Report for the financial year ended 31 December 2017.

6. Voting Procedures

Pursuant to para 8.29 of the Listing Requirements, voting at the 25th AGM will be conducted by poll. Poll Administrator and Scrutineer will be appointed to conduct the polling process and to verify the results.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 AGM (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) of the personal data of such proxy(ies) and/or representatives 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.