



**PROVEN. TRUSTED. FRIENDLY.**

**WESTPORTS HOLDINGS BERHAD** (Company No. 262761-A)  
(Incorporated in Malaysia)

## NOTICE OF THE TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First 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 Wednesday, 30 April 2014 at 10.00 a.m. for the following purposes:-

### AGENDA

#### As Ordinary Business

1. **Ordinary Resolution 1**

To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.

2. **Ordinary Resolution 2**

To approve the increase of Directors' Fees to RM810,000.00 for the financial year ended 31 December 2013 and the payment thereof.

3. **Ordinary Resolution 3**

To approve the payment of Directors' fees of RM1.32 million for the financial year ending 31 December 2014 to be paid monthly in arrears.

4. To consider and, if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:-

(i) **Ordinary Resolution 4**

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Nik Ibrahim Kamil bin Tan Sri Nik Ahmad Kamil be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."

(ii) **Ordinary Resolution 5**

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Mr John Edward Wenham Meredith be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."

5. To re-elect the following Directors who are retiring under Article 106 of the Articles of Association of the Company:-

(i) **Ordinary Resolution 6**

Ms Chan Chu Wei

(ii) **Ordinary Resolution 7**

Dato' Abdul Rahim bin Abu Bakar

6. To re-elect the following Directors who are retiring under Article 113 of the Articles of Association of the Company:-

(i) **Ordinary Resolution 8**

Mr Kim, Young So

(ii) **Ordinary Resolution 9**

Tan Sri Ismail bin Adam

7. **Ordinary Resolution 10**

To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.

#### As Special Business

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

8. **Proposed Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965**

**Ordinary Resolution 11**

"THAT pursuant to Section 132D of the Companies Act, 1965, 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 for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

Secretaries

Selangor Darul Ehsan

Date: 8 April 2014

#### NOTES

1. 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 and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. 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.
3. 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.
4. 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 the hand of an officer or attorney duly authorised.
5. 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 Company's Registered 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.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 April 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

#### EXPLANATORY NOTES TO SPECIAL BUSINESS

(i) **Ordinary Resolution 11 - Proposed Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965**

The Ordinary Resolution 11 proposed under item 8 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. The mandate, if passed, will empower the Directors from the conclusion of this Annual General Meeting, to allot and issue up to a maximum of 10% of the issued share capital of the Company 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, unless revoked or varied by the Company at a general meeting, will 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 purpose of funding investment project(s), working capital and/or acquisition(s).