

NOTICE OF THE TWENTY-FOURTH (24TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth 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, 25 April 2017 at 2.00 p.m. for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.

Ordinary Resolution 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 RM3.95 million from 1 January 2017 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 2

3. To re-elect the following Directors who are retiring pursuant to Article 106 of the Constitution of the Company and, being eligible, have offered themselves for re-election:-

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| (i) Tan Sri Datuk Gnanalingam A/L Gunanath Lingam; | Ordinary Resolution 3 |
| (ii) Tan Sri Dato' Nik Ibrahim Kamil bin Tan Sri Nik Ahmad Kamil | Ordinary Resolution 4 |
| (iii) Tan Sri Ismail bin Adam | Ordinary Resolution 5 |
| (iv) Mr. Kim, Young So | Ordinary Resolution 6 |

Dato' Abdul Rahim bin Abu Bakar, who retires in accordance with Article 106 of the Constitution of the Company, has given notice that he will not be seeking re-election. Hence, he will retain office until the close of the Twenty-Fourth Annual General Meeting.

4. To re-appoint KPMG PLT (converted from a conventional partnership, KPMG, on 27 December 2016) as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 7

As Special Business

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

5. 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 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 the relevant regulatory bodies being obtained for such allotment and issue."

Ordinary Resolution 8

As Other Business

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

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
TAN AI NING (MAICSA 7015852)
Secretaries

Selangor Darul Ehsan

3 April 2017

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.
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 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 twenty-four (24) 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 14 April 2017 (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

(i) Ordinary Resolution 2 - Directors' fees and benefits payable to Directors of the Company and its subsidiary, Westports Malaysia Sdn Bhd

The Board of Directors has via the Nomination, Remuneration and Corporate Governance Committee conducted an annual review of the Directors' fees and benefits payable to Directors of the Company and its subsidiary, Westports Malaysia Sdn Bhd after taking into account fee levels and trends for similar positions in the market and time commitment required from the Directors. The payment of Directors' fees and benefits payable from 1 January 2017 until the next Annual General Meeting of the Company shall be payable monthly in arrears after each month of completed service of Directors during the said period.

(ii) Ordinary Resolution 8 - Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act, 2016

The Company had, during its Twenty-Third AGM held on 26 April 2016, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the the Companies Act, 1965.

As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 8 proposed under item 5 of the Agenda seeks the shareholders' approval of 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 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). At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 representatives 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.