

# Notice of the Twenty-Sixth (26<sup>th</sup>) Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting (“26<sup>th</sup> AGM”) of WESTPORTS HOLDINGS BERHAD will be held and convened at Auditorium, Level 1, Westports Tower, Jalan Pelabuhan Barat, Pulau Indah, 42009 Port Klang, Selangor Darul Ehsan on Thursday, 25 April 2019 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 2018 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 Non-Executive Directors of the Company and its subsidiary, Westports Malaysia Sdn Bhd of an amount not exceeding RM3,000,000.00 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 Clause 115 of the Constitution of the Company:-

- (i) Ms. Chan Chu Wei
- (ii) Mr. Ip Sing Chi
- (iii) Tan Sri Ismail bin Adam
- (iv) Mr. Kim, Young So

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

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

**Ordinary Resolution 6**

### As Special Business

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

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 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 all relevant regulatory bodies being obtained for such allotment and issuance.”

**Ordinary Resolution 7**

**Please refer to Explanatory Note 3**

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

BY ORDER OF THE BOARD

**TAI YIT CHAN (MAICSA 7009143)**

**TAN AI NING (MAICSA 7015852)**

Company Secretaries

Selangor Darul Ehsan

Date: 26 March 2019

### NOTES:-

1. A proxy may but need not be a member.
2. To be valid, this form, duly completed must be deposited at the Share Registrar’s office of the Company, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, Provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. 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”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. If the appointor is a corporation, this form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 April 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

### EXPLANATORY NOTES

#### 1. To receive the Audited Financial Statements

The Audited Financial Statements under Agenda 1 are meant for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016 (“the Act”) and do not require shareholders’ approval. Hence, this Agenda will not be put forward for voting.

#### 2. Directors’ Fees and Benefits Payable

The amount of Directors’ fees payable includes fees payable to Directors as members of Board and Board Committees. The amount of Directors’ benefits payable to Directors comprise meeting allowances from this AGM until the conclusion of the next AGM of the company to be held by June 2020 (14 Months) pursuant to the Act which shareholders’ approval will be sought at this 26th AGM in accordance with Section 230 of the Act.

#### 3. Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Act

The Ordinary Resolution 7 proposed under item 5 of this Agenda seeks the shareholders’ approval for a general mandate for issuance of shares by the Company under Section 76 of the Act. 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, will expire at the next AGM 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 AGM.

#### 4. Voting Procedures

Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 26th AGM will be conducted by poll. Poll Administrator and Scrutineer will be appointed to conduct the polling process and to verify the results.

#### 5. Annual Report 2018

A copy of the Annual Report 2018, Sustainability Report 2018, Corporate Governance Report 2018 and CSR Report 2018 are available on the Company’s website at [www.westportsholdings.com](http://www.westportsholdings.com).

Shareholders of the Company may request for the printed copy of the Annual Report 2018 via WhatsApp to the mobile number +6 019 211 8513 or via weblink at <http://ir.chartnexus.com/westportsholdings/reports.php>, and must provide all the required details i.e. email address, full name, NRIC/Company No., CDS account no., full mailing address and mobile number. A copy of the Annual Report 2018 would be sent to the shareholders upon request within four (4) working days.

### 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 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), the member has obtained the prior consent of such proxy(ies) and/or representative(s) 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.