





## About The Annual Report

Westports Holdings Berhad (“Westports” or “Company”) is presenting its Integrated Annual Report 2024, which discloses selected material information concisely to provide a holistic perspective of our Company. Essential main parameters disclosed have been tabulated and presented for consistency and comparability with previous annual reports. Westports has also published a separate Sustainability Report 2024. BSI Services Malaysia provided their independent verification on our ninth sustainability publication.

The Company continues to highlight its Corporate Social Responsibility (“CSR”) activities, especially with the communities at Pulau Indah and the Klang area, and also major events through easy-to-access social media platforms such as Facebook, Instagram, LinkedIn and TikTok.

Westports had refrained from offset lithography printing since publishing the Annual Report in 2018, and we eschewed such printing method since 2016 for the Sustainability Report. We adopted the horizontal layout format for these two reports to facilitate and for the ease of electronic reading especially using computers, laptops or tablets.

Electronic reading also reduces the carbon emissions associated with the printing and delivering these reports, such as electricity, ink usage, deforestation and fuel consumption. Even if the paper is manufactured from sustainable forests or recycled paper, chemicals, ink, and other environmentally harmful processes still have to be used. However, Westports shareholders who still prefer and wish for a printed copy of the Annual Report 2024 and Sustainability Report 2024 should submit their request online at <http://www.westportsholdings.com/>.

*The **cover page** of the Annual Report 2024 showed a group photograph taken during the Westports 2 Container Terminal Expansion (CT10 to CT17) groundbreaking ceremony, which Y.A.B Dato' Seri Anwar bin Ibrahim officiated, the Prime Minister of Malaysia, on 27th September 2024.*

*The **back cover** is the logo the Company used to commemorate its 30th anniversary.*

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## Group Performance

### Highlights

For the Financial Year Ended 31 December	2024	2023	2022	2021	2020
<b>Financials</b>					
Revenue (RM'000)	2,344,145	2,151,918	2,069,012	2,022,024	1,974,968
Profit before tax (RM'000)	1,138,651	1,006,214	943,940	1,039,549	865,067
Profit after tax (RM'000)	897,982	779,432	699,578	808,222	654,486
Shareholders' equity (RM'000)	3,817,602	3,520,121	3,274,354	3,126,854	2,829,110
Total assets (RM'000)	7,777,999	5,339,238	5,281,689	5,415,300	5,261,648

### Per Share And Ratios

Earnings per share (sen)	26.3	22.9	20.5	23.7	19.2
Dividend per share (sen)	17.6	15.7	16.2	15.0	11.3
Dividend payout ratio (%)	75.0%	74.0%	70.0%	75.0%	60.0%
Return on equity (%)	23.5%	22.1%	21.4%	25.8%	23.1%
Return on total assets (%)	11.5%	14.6%	13.2%	14.9%	12.4%

### Operations

Container throughput (million TEUs)	11.0	10.9	10.1	10.4	10.5
Container handling capacity (million TEUs)	13.8	13.7	13.7	13.6	13.6
Westports market share of Port Klang	75%	77%	76%	76%	79%
Conventional throughput (million MT)	12.2	11.6	12.1	11.3	10.9
Number of vessels accommodated	8,363	9,356	8,262	7,298	8,515

### Sustainability

Diesel consumption (million litres)	52.2	51.7	51.3	52.4	<sup>^</sup> 50.1
Electricity consumption (million kWh)	60.0	<sup>^</sup> 56.1	<sup>^</sup> 62.6	119.8	101.3
Water consumption (million m <sup>3</sup> )	1.60	1.52	1.50	1.53	1.12
Direct GHG emissions, Scope 1 (tonnes) CO <sub>2</sub> e	134,181	<sup>^</sup> 132,986	<sup>^</sup> 131,919	135,773	132,866
Indirect GHG emissions, Scope 2 (tonnes) CO <sub>2</sub> e	43,460	<sup>^</sup> 43,207	<sup>^</sup> 48,363	97,317	70,109

<sup>^</sup>Restated

\*Landed clients and reefer use of electricity are Classified as Scope 3

## Statement Of Value Added And Distribution

For The Financial Year Ended 31 December

In RM'000	2024	2023	2022	2021	2020
<b>VALUE ADDED:</b>					
Revenue	2,344,145	2,151,918	2,069,012	2,022,024	1,974,968
Less: Construction revenue	(64,115)	(63,295)	(13,629)	(44,274)	(139,146)
Operational revenue	2,280,030	2,088,623	2,055,383	1,977,750	1,835,822
Purchase of goods and services	(490,271)	(444,259)	(477,597)	(318,286)	(358,852)
<b>Total value added available for distribution</b>	<b>1,789,759</b>	<b>1,644,364</b>	<b>1,577,787</b>	<b>1,659,464</b>	<b>1,476,970</b>

### DISTRIBUTION:

To employees					
- salaries and other staff costs	340,693	337,546	317,034	299,421	286,202
To government					
- income tax	240,669	226,782	244,361	231,324	210,581
To provider of capital					
- dividends	600,501	533,665	552,079	510,477	385,671
- finance costs (net)	55,798	41,734	52,305	61,720	65,256
Retained for future reinvestment and growth					
- depreciation and amortisation	254,617	258,870	264,509	258,774	260,445
- retained profits	297,481	245,767	147,499	297,748	268,815
<b>Total distributed</b>	<b>1,789,759</b>	<b>1,644,364</b>	<b>1,577,787</b>	<b>1,659,464</b>	<b>1,476,970</b>

### RECONCILIATION:

Profit for the year	897,982	779,432	699,578	808,225	654,486
Add: Depreciation and amortisation	254,617	258,870	264,509	258,774	260,445
Finance costs (net)	55,798	41,734	52,305	61,720	65,256
Staff costs	340,693	337,546	317,034	299,421	286,202
Income tax	240,669	226,782	244,361	231,324	210,581
<b>Total value added</b>	<b>1,789,759</b>	<b>1,644,364</b>	<b>1,577,787</b>	<b>1,659,464</b>	<b>1,476,970</b>

Value added is a measure of wealth created. The above Statement shows the Group's value added for 2024 and the prior years and its distribution by way of payments to employees, government and capital providers with the balance being retained in the Group for future reinvestment and growth.

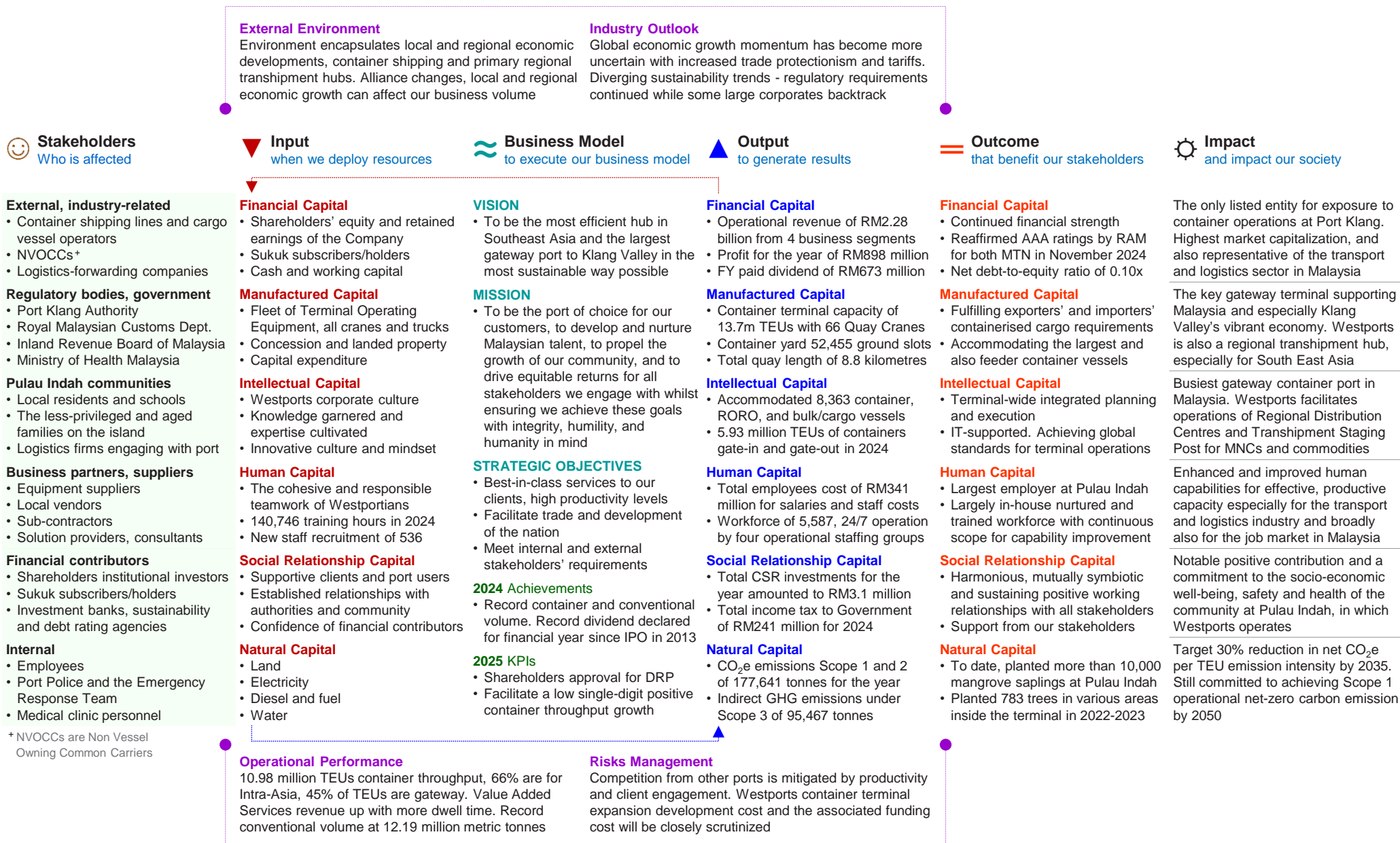






## Our Value Creation Model

Perspective



## Executive Chairman's Message

### Perspective

Dear shareholders,

2024 was a record-breaking year as Westports achieved the highest throughput for container and conventional operations simultaneously while also distributing a record dividend to shareholders, amounting to RM673.5 million, given the record level of profitability attained during the year. The excellent performance also allowed Westports to make a record payment of RM110.5 million to the local port authority for its annual operational performance as the Company celebrated its 30th anniversary.

### Macroeconomic review

Global Gross Domestic Product ("GDP") growth remained resilient at 3% despite earlier concerns that the higher interest rate environment would shave off some economic momentum. As the year progressed, the better-than-expected growth reduced the need to trim interest rates. On the local front, the national GDP growth of 5% and the Ringgit's strength reflected the market's confidence in the nation's progress under Malaysia's MADANI vision and policy framework.

### CSR and sustainability

At Westports, each department is responsible for an area of Corporate Social Responsibility ("CSR"). With the Board Sustainability Committee's purview, CSR activities receive close attention and guidance. The Company's CSR focus is to improve the livelihoods of our communities in Pulau Indah and Klang. In 2024, the emphasis was finetuned under the following eight pillars to enhance the effectiveness and focus:

- Poverty eradication
- Employability, education enhancement
- Healthcare access for staff/emergencies
- Community safety with Port Police/Bomba
- Community development and services
- Entrepreneurial development
- Crime reduction
- Climate change/environment

In 2024, Westports also pledged continued dedication to community investment. The Company will allocate a minimum of RM1.0 million annually to Pulau Indah and its surrounding areas. Furthermore, Westports will commit at least an hour of all its management, office staff and senior operational staff's time to the Company's CSR initiatives during working hours.

### Awards

Westports believes sustainability and good Return on Investments ("ROI") are mutually compatible, especially when all benefits and costs have been appropriately considered. Together with our mission of carrying out our business with operational excellence, Westports received the following two awards in 2024:

- The Edge Billion Ringgit Club Corporate Awards 2024 – Category of Transportation & Logistics (Highest Return on Equity Over 3 years)
- The Edge Malaysia ESG Awards 2024 - Gold Award in Transportation and Logistics

### Westports expansion and upgrading

We had the honour of witnessing the momentous groundbreaking ceremony of Westports container terminal expansion being officiated by the Y.A.B. Dato' Seri Anwar bin Ibrahim, the Prime Minister of Malaysia, on 27 September 2024. This culminated years of detailed evaluation, discussions and scrutiny by all major stakeholders since Westports first obtained the approval in principle from the then Government in 2017.

The groundbreaking milestone also opened new chapters for Westports. The technology-laden Westports 2 ("WP2") initial development cost is RM12.6 billion. It will increase the total container handling capacity from 14 million TEUs to 28 million TEUs annually. This investment in WP2 and the additional multi-billion expenditure to upgrade the existing facilities is a testament to our commitment to staying at the forefront of the global port industry. It will maintain Port Klang as one of the region's biggest and most competitive mega-transshipment hubs and reinforce it as Malaysia's premier gateway shipping port.

### Credit standing

RAM Rating Services Berhad ("RAM") has assigned a long-term AAA/stable rating to Westports Malaysia Sdn Bhd ("WMSB") RM2.0 billion Sukuk Musharakah Programme 2011/2031 in February 2021. In April 2024, RAM also assigned the same AAA/Stable rating to WMSB's new RM5.0 billion Sukuk Wakalah Programme 2024. During the latest annual review conducted in November 2024, the credit rating agency reaffirmed the same and highest AAA/Stable for both Sukuk programmes.

### Dividends

Since Westports became a publicly listed company in 2013, its wholly-owned subsidiary, WMSB, has practised a dividend payout of 75% while the Company redistributed all the dividends it received. The distribution of dividends takes into consideration, among other factors, the projected levels of capital expenditure, future investment plans, working capital requirements, and the dividends it receives from the operating companies.

For the financial year ended 31 December 2024, the Company distributed two interim dividends amounting to a new record of RM673.5 million. Since 2013, the total cumulative dividend paid to all shareholders now amounted to RM5.5 billion.

The Company is proposing a 5-year Dividend Reinvestment Plan ("DRP") to facilitate part-financing WP2 expansion and for future investments while strengthening its total equity position to retain the most favourable credit rating. Shareholders who subscribe to the DRP will reinvest a portion of the distributable dividend in new share issuance at the prevailing market price, and those who opt not to participate will then receive the entire dividend declared in cash.

### Acknowledgement

2024 was the first year without input by the late Tan Sri Datuk Gnanalingam ("Tan Sri G"). He started, built, and established Westports. Together with the Board's strategic guidance, extensive support from our customers, government agencies, business partners, shareholders, Sukuk holders, external stakeholders, and Westportians from equipment operators to senior management – all of which I want to thank and appreciate, the Company celebrated its 30th anniversary, embarked on the next growth phase and achieved multiple new records. I trust and believe the late Tan Sri G, as we all fondly called him, would have been proud of Westports in 2024.

Good corporate governance calls for the separation of the chairmanship and the highest executive role. After Tan Sri G's passing, I temporarily assumed two posts but relinquished the role of Group Managing Director to Mr Lee Mun Tat ("Eddie Lee") on 1 February 2025. We welcome Eddie Lee to the Company's Board and Mr Vijaya Kumar Puspowanam to WMSB as the latter's Chief Executive Officer. These redesignations and new appointments will strengthen and maintain Westports' renowned high standards of corporate governance.

Datuk Ruben Emir Gnanalingam  
Executive Chairman

## Group Managing Director's Message

Perspective

### External Operating Environment

The Red Sea disruptions were the overarching development in the container shipping sector in 2024. Armed attacks compromised the safety of ships' passage using the Suez Canal, forcing virtually all container ships to be diverted and sail around Africa's Cape of Good Hope. This diversion added sailing time and distance travelled, raised vessel emissions, and absorbed some additional container shipping capacity.

During the initial adjustment period, the disruptions caused vessels to arrive at their destination ports not according to their preplanned schedule but mostly late. The resulting delays and congestion at some key ports rippled across the regions. With ports having learned to cope with COVID-19 disruption in recent years, the adverse effects were not as severe, and the disruptions were subsequently minimised.

Furthermore, the delivery of new and ultra-large container vessels provided added capacity, with more ships buffering the longer sailing distances and time around the Cape of Good Hope. At Westports, the overall ratio of larger container vessels handled also inched upwards while the number of TEUs moved per vessel increased by 16%.

### Review of results

At Westports, the container terminal experienced a congested container yard only for a short period in the middle of the year as the Company proactively managed the number of inbound and outbound containers and the number of days container boxes were dwelling at our container yard. The waiting time for vessels to berth peaked only in June 2024 and was mainly within norms for the remaining part of the year.

With WMSB's proactive approach towards container yard density and terminal operations management, the Company selectively and temporarily reduced several vessel calls. Furthermore, in December 2023, the Government issued a new directive in response to the tension and crisis in the Middle East. Compliance with regulatory requirements and some service changes ultimately contributed to a modest container volume growth of 1% to 10.98 million TEUs, which is nevertheless a record container volume. Furthermore, the year ended with the Company handling another new monthly record of 1.01 million TEUs in December 2024.

The Conventional segment also handled and facilitated a new record throughput of 12.19 million metric tonnes of bulk cargo, which supports domestic economic activities. The higher volume was notably recorded with more project cargo, steel products, steel ingots, coils, soybean/maize, fertiliser, and crude palm oil-related products.

Financially, the record container and conventional volume and the increased Value-Added Services ("VAS") revenue contributed to the Company achieving a record Profit Before Tax of RM1.14 billion as total operational costs eased marginally to RM837 million with lower fuel cost arising from a stronger Ringgit and reduced spot fuel prices, lesser depreciation charges with the extension of the useful life of existing concession assets from 2054 to 2070 under the new concession agreement, and a lower electricity bill given Tenaga Nasional's marginal downward revision in the Imbalance Cost Pass-Through (ICPT) charges. The Company also benefited from using more electricity sourced from our renewable solar power installations.

At the bottom line, the Company announced a record Profit After Tax of RM898.0 million after an effective tax rate of 21%, which is slightly lower than the corporate tax rate as WMSB claimed the Investment Tax Allowance (ITA) for 99 units of new terminal trucks purchased at the end of 2024.

### Strategic Objectives

- We provide best-in-class services to our clients by achieving high productivity levels.
- We facilitate trade and development of the nation by expanding facilities at Westports to meet growing requirements.
- We fulfil our responsibilities by catering to internal and external stakeholders' requirements.

### Strategic Targets and Outcomes In 2024

- Complete the purchase of the 362-acre Marina Land from the vendor(s).
- ❑ In March 2024, the Company made the final payment and completed the purchase of the 362-acre Marina Land, which is needed to facilitate the WP2 Container Terminal Expansion programme. The land will eventually be transferred to the Port Klang Authority at no cost to the regulator, as agreed upon under the concession agreement with the Government.
- Commence land reclamation and the required dredging for CT10 and CT11.
- ❑ In June 2024, WMSB awarded a contract for the "Proposed Construction and Completion of Dredging and Land Reclamation Works for CT10 to CT13 (Phase 1) and Other Associated Works at Westports, Pulau Indah, Port Klang, Selangor Darul Ehsan" to facilitate the commencement of WP2's development. The land clearing has commenced. The entire undertaking will take approximately four years to complete. The first terminal, CT10, is expected to be ready by 2028.
- Facilitate a low single-digit positive container throughput growth.
- ❑ Westports has met this target by recording a container volume growth of 1% to a record of 10.98 million TEUs. Underpinned by the gateway volume growth of 8%, it is also a yearly record at 4.91m TEUs. The gateway-to-transshipment ratio increased to a record high of 45% from the previous year's 42%.

### Strategic Targets and KPIs for 2025

- Obtain approval from shareholders in the upcoming Annual General Meeting for the Company to establish a DRP that allows shareholders to elect to reinvest cash dividends into new ordinary shares in Westports.
- Ensure the progress of the dredging and reclamation for CT10 are on track towards completion by December 2026.
- Facilitate a low single-digit positive container throughput growth.

### Outlook

The outlook for the year is influenced by the policy shifts nuanced or implemented by the Trump administration and the mitigating actions adopted by the affected stakeholders, changes and adaptations within the container shipping new alliances and their subsequent ripple effects, the possible normalisation of using the Suez Canal, and regional-global economic growth amid policy-induced inflationary pressures and unsettled equilibriums. Despite the confluence of external challenges, Westports remained committed to ensuring the well-being of our stakeholders and community.

Lee Mun Tat (Eddie)  
Group Managing Director

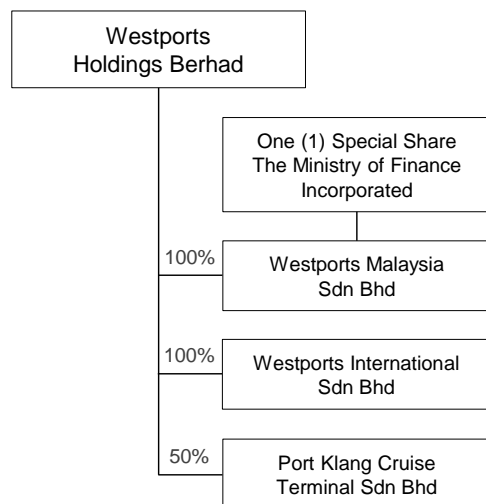
## Corporate Profile

Our Company

Westports Holdings Berhad was incorporated in Malaysia under the Companies Act, 1965 as a private company limited by shares on 27 April 1993. The Company is principally involved in investment holding and the provision of management services to its subsidiaries. Its current key operating entity is Westports Malaysia Sdn. Bhd. ("WMSB"). The Company commenced its business operations on 1 August 1994 and was subsequently converted into a public company limited by shares on 26 April 2013. The Company was listed on the Main Market of Bursa Malaysia Securities Berhad on 18 October 2013.

WMSB was incorporated on 24 January 1990 under the Companies Act, 1965 as a private limited company under the name of Kelang Multi Terminal Sdn. Bhd. and its principal activities are port development and management of port operations. WMSB assumed its present name on 29 December 2006.

## Group Corporate Structure



## Corporate Information

Our Company

### Board Of Directors

Datuk Ruben Emir Gnanalingam bin Abdullah  
(Executive Chairman)

Ahmad Zubir bin Zahid  
(Independent Non-Executive Director)

Chan Soo Chee  
(Senior Independent Non-Executive Director)

Shanthi Kandiah  
(Independent Non-Executive Director)

Datuk Siti Zauyah binti Md Desa  
(Independent Non-Executive Director)

Sing Chi IP  
(Non-Independent Non-Executive Director)

Diana Tung Wan LEE  
(Non-Independent Non-Executive Director)

Lee Mun Tat (Eddie)  
(Group Managing Director)

Tan Sri Dato' Seri Mohd Khairul Adib  
bin Abd Rahman  
(Independent Non-Executive Director)

Dato' Tengku Marina binti Tunku Annuar  
(Independent Non-Executive Director)

Shaline Gnanalingam  
(Non-Independent Non-Executive Director)

John Stephen Ashworth  
(Alternate Director to Sing Chi IP)

Andy Wing Kit TSOI  
(Alternate Director to Diana Tung Wan LEE)

### Audit Committee

Ahmad Zubir bin Zahid (Chairman)

Chan Soo Chee (Member)

Datuk Siti Zauyah binti Md Desa (Member)

### Nomination And Remuneration Committee

Chan Soo Chee (Chairman)

Tan Sri Dato' Seri Mohd Khairul Adib  
bin Abd Rahman (Member)

Dato' Tengku Marina binti Tunku Annuar  
(Member)

### Risk Management Committee

Shanthi Kandiah (Chairperson)

Ahmad Zubir bin Zahid (Member)

Diana Tung Wan LEE (Member)

### Sustainability Committee

Datuk Siti Zauyah binti Md Desa (Chairperson)

Shanthi Kandiah (Member)

Dato' Tengku Marina binti Tunku Annuar  
(Member)

### Company Secretaries

Tai Yit Chan  
(MAICSA 7009143)  
(SSM PC No. 202008001023)

Tan Ai Ning  
(MAICSA 7015852)  
(SSM PC No. 202008000067)

### Registrar

Boardroom Share Registrars Sdn. Bhd.  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Tel : +603 - 7890 4700  
Fax : +603 - 7890 4670  
Email : bsr.helpdesk@boardroomlimited.com

### Auditors

Deloitte PLT  
Level 16, Menara LGB  
1 Jalan Wan Kadir  
Taman Tun Dr Ismail  
60000 Kuala Lumpur  
Tel : +603 - 7610 8888  
Fax : +603 - 7726 8986

### Registered Office

12<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Tel : +603 - 7890 4800  
Fax : +603 - 7890 4650  
Email : info.my@boardroomlimited.com

### Principal Bankers

Malayan Banking Berhad  
AmInvestment Bank Berhad  
Standard Chartered Bank Malaysia Berhad  
Alliance Bank Berhad  
CIMB Bank Berhad  
OCBC Bank (Malaysia) Berhad

### Stock Exchange Listing

Main Market of Bursa Malaysia  
Securities Berhad  
Stock Code: WPTS 5246

### Website

www.westportsholdings.com



## Board Of Directors

Our Company



Datuk Ruben Emir  
Gnanalingam bin Abdullah  
Executive Chairman



Ahmad Zubir bin Zahid  
  
Independent  
Non-Executive Director  
Chairman,  
Audit Committee



Shanthi Kandiah  
  
Independent  
Non-Executive Director  
Chairperson, Risk  
Management Committee



Datuk Siti Zauyah  
binti Md Desa  
Independent  
Non-Executive Director  
Chairperson,  
Sustainability Committee



Chan Soo Chee  
  
Senior Independent  
Non-Executive Director  
Chairman, Nomination And  
Remuneration Committee



Sing Chi IP  
  
Non-Independent  
Non-Executive Director



Diana Tung Wan LEE  
  
Non-Independent  
Non-Executive Director



Lee Mun Tat (Eddie)  
Group Managing Director



Tan Sri Dato' Seri Mohd  
Khairul Adib bin Abd Rahman  
Independent  
Non-Executive Director



Dato' Tengku Marina  
binti Tunku Annuar  
Independent  
Non-Executive Director



Shaline Gnanalingam  
  
Non-Independent  
Non-Executive Director



John Stephen Ashworth  
  
Alternate Director to  
Sing Chi IP,  
Non-Independent  
Non-Executive Director



Andy Wing Kit TSOI  
  
Alternate Director to  
Diana Tung Wan LEE,  
Non-Independent  
Non-Executive Director

## Profile Of Directors

### Our Company

#### **Datuk Ruben Emir Gnanalingam bin Abdullah**

Executive Chairman

Age 48, Male, Malaysian

Datuk Ruben Emir Gnanalingam bin Abdullah was appointed as Director of the Company on 5 July 2005.

He attended Victoria Institution between 1989 to 1993 and later, Eton College in the UK from 1994 until 1995. Datuk Ruben graduated with a Bachelor of Science (Honours) Degree in Economics from the London School of Economics and Political Science, the UK, in 1998. He also holds a diploma in Port Management, awarded by the University of Cambridge Local Examinations Syndicate. Datuk Ruben has also attended various Executive Education Programmes under the Harvard Business School, including the Senior Manager Development Programme and the Programme for Leadership Development.

Datuk Ruben started his career as a trainee in WMSB in 1999 before leaving WMSB to set up a start-up incubator known as The Makmal Group in 2000 until his departure in mid-2005. He then rejoined the Company as a Director in 5 July 2005 and was later appointed as Chief Executive Officer on 15 January 2009, a position he held until 31 December 2017 before being appointed as the Group Managing Director for Westports Holdings Berhad on 1 January 2018. Datuk Ruben was appointed as Executive Chairman and Group Managing Director on 20 July 2023 and redesignated as Executive Chairman on 1 February 2025.

Datuk Ruben is the Owner and Vice-Chairman of Queens Park Rangers Football Club (QPRFC), which participates in the English Football League (EFL). He also serves as an Executive Council Member of the Football Association of Selangor (FAS).

Outside his professional engagements, Datuk Ruben has involvement in many other business and industry-related groups. He is the President of Kuala Lumpur Business Club (KLBC), a Member of the APEC Business Advisory Council (ABAC) for Malaysia and on the Steering Committee for the CEO Action Network (CAN). He currently also sits on the Board of the Malaysia External Trade Development Corporation (MATRADE).

From a charitable perspective, he also serves as the Chairman of the QPR Community Trust. He has been appointed to the Westports Foundation on 5 September 2019.

He is also a Director of Pembinaan Redzai Sdn Bhd and Semakin Ajaib Sdn Bhd, which in turn hold shares in the Company. Datuk Ruben is also a shareholder of Semakin Ajaib Sdn Bhd. He attended all four Board Meetings held during the financial year.

#### **Ahmad Zubir bin Zahid**

Independent Non-Executive Director

Age 52, Male, Malaysian

Encik Ahmad Zubir bin Zahid was appointed as an Independent Non-Executive Director of the Company on 1 January 2022. Prior to that, he was appointed to the Board of Directors of WMSB on 17 May 2021 and resigned on 31 December 2021. He holds a Master of Business Administration from the University of Chicago Booth School of Business and obtained his Bachelor of Science in Economics and Accounting from the University of Bristol in the United Kingdom. He also holds a Postgraduate Certificate in Laws (Distinction) from the University of London.

He is a Fellow of the Institute of Chartered Accountants in England and Wales, Chartered Accountants Australia and New Zealand, and the Association of Chartered Certified Accountants. He is a member of the Malaysian Institute of Accountants and is both a member and serves on the Council of the Malaysian Institute of Certified Public Accountants. In the field of business valuation, he is a Chartered Valuer and Appraiser of the Institute of Valuers and Appraisers, Singapore, an Accredited Member of the American Society of Appraisers, and holds the Accredited in Business Valuation credential from the American Institute of Certified Public Accountants.

He is a member of the Asia Committee of the International Valuation Standards Council, the independent global standard setter for valuation. He holds a Capital Markets Services Representative's Licence to carry on the regulated activity of advising on corporate finance from the Securities Commission Malaysia (SC) and is a licensed company auditor. He is also a Certified Fraud Examiner and a member of the Asia-Pacific Institute of Experts and The Academy of Experts. He is the Managing Partner of Zubir Chang & Co. PLT, a licensed audit firm and an Executive Director of Thinkat Advisory Sdn Bhd, a licensed boutique corporate finance advisory firm. He is also the Managing Partner of Value Advisors PLT, a business valuation, forensic accounting, and litigation support services firm.

Encik Zubir was previously an Independent Non-Executive Director of Mass Rapid Transit Corporation Sdn Bhd and its wholly-owned subsidiary, Malaysia Rapid Transit System Sdn Bhd. He was also the Chief Financial Officer of Daya Offshore Construction Sdn Bhd, Labuan Shipyard & Engineering Sdn Bhd, and SapuraAcergy Sdn Bhd. He was previously with Sime Darby Berhad, Ethos Consulting, ECM Libra, CIMB Investment Bank, and PwC Malaysia. He was appointed as a member of the Risk Management Committee on 1 January 2022 and as the Chairman of the Audit Committee on 1 March 2022. He attended all four Board Meetings held during the financial year. He has no family relationship with any director or major shareholder of the Company nor has any conflict of interest with the Company.



## Profile Of Directors

### Our Company

#### Chan Soo Chee

Senior Independent Non-Executive Director  
Age 69, Male, Malaysian

Mr. Chan Soo Chee was appointed as Independent Non-Executive Director of the Company on 1 January 2018. Prior to his appointment on the Board of the Company, he was a member on the Board of WMSB, a wholly-owned subsidiary of the Company, until his resignation on 1 January 2018.

He was redesignated as Senior Independent Non-Executive Director on 1 March 2022. He holds a Masters in Business Administration, in Finance and Marketing from the University of Leicester. He also attended and completed the Executive Management Programme by Penn State University of Pennsylvania, USA. Mr. Chan started his career in the maritime industry and has over 35 years of experience spanning South East Asia, Africa, South and West Asia. He qualified as a Master Mariner from the Government of Great Britain in 1987 prior to joining Orient Overseas Container Line ("OOCL") Hong Kong and Japan, first serving as a Fleet Captain and later serving the OOCL Head Office in Hong Kong with responsibilities across a broad portfolio covering Operations, Audit & Risk, Consortium and Corporate Strategic Planning.

Mr. Chan also represented OOCL on the Steering Committee leading to the formation of the Consortium of the Global Alliances comprising 5 major international shipping lines. In 1997, Mr. Chan was appointed as the Regional Director of OOCL Singapore and later appointed as the company's Regional Managing Director in 2004, overseeing more than 30 countries across South East Asia, Africa, South and West Asia. He then joined China Sonangol International Singapore as its Chief Executive Officer in 2015. He retired from the active day-to-day operations management of China Sonangol in 2017, whilst maintaining an advisory role in the sea transportation business community. Currently, Mr. Chan serves as the Board Chairman of SeaLead Shipping Pte Ltd.

Mr. Chan is a member of the Audit Committee upon his appointment as the Board committee member on 1 January 2018. Mr. Chan was also appointed as the Chairman of Nomination and Remuneration Committee on 1 March 2022.

Mr. Chan has no family relationship with any director or major shareholder of the Company nor has any conflict of interest with the Company. He attended all four Board Meetings held during the financial year.

#### Shanthi Kandiah

Independent Non-Executive Director  
Age 55, Female, Malaysian

Ms. Shanthi Kandiah was appointed as Independent Non-Executive Director of the Company on 1 August 2017.

She holds a Masters in Law from King's College London, a Bachelor of Law (Honours) Degree from University of London as well as a Postgraduate Diploma in Competition Economics from King's College London.

She founded Shanthi Kandiah Chambers (SK Chambers) in 2014, a law firm providing niche legal and regulatory services in new, evolving and complex areas of law and regulation namely competition law, the full spectrum of telecommunications and multimedia laws, privacy and data protection matters, cybersecurity laws as well as capital market laws and exchange rules.

Ms. Shanthi began her career in Securities Commission Malaysia in 1993 where she was part of the pioneer team that oversaw seminal law reform initiatives towards modernising and strengthening the Malaysian capital market. She was intimately involved in the development of the Finance Committee Report on Corporate Governance and the first Malaysian Code of Corporate Governance in 2000. She has also co-authored Malaysia's reports for the World Bank and Organisation for Economic Co-operation and Development.

Ms. Shanthi was a member of the Nomination, Remuneration and Corporate Governance Committee upon her appointment as the Board committee member on 1 January 2018 and resigned on 31 December 2021.

On 1 January 2022, she was appointed as the Chairperson of the Risk Management Committee and a member of the Sustainability Committee. She was appointed as the Company's Nominee Director to Port Klang Cruise Terminal Sdn Bhd on 1 December 2021.

She has no family relationship with any director or major shareholder of the Company nor has any conflict of interest with the Company. She attended three of the Board Meetings held during the financial year.

#### Datuk Siti Zauyah binti Md Desa

Independent Non-Executive Director  
Age 65, Female, Malaysian

Datuk Siti Zauyah was appointed as Independent Non-Executive Director of the Company on 1 January 2022. Prior to that, she was appointed to WMSB on 17 May 2021 and resigned on 31 December 2021.

She graduated with a Bachelor of Science (Hons) in Quantity Surveying from the University of Reading, United Kingdom. She started as a Quantity Surveyor with the Public Works Department. She subsequently held several positions in various institutions and the private sector before obtaining a Diploma in Public Administration from the National Institute of Public Administration (INTAN). She joined the Ministry of Finance Malaysia (MOF) as an Assistant Secretary. Later, she obtained a Master in Business Administration (International Banking) from the University of Manchester and was promoted as the Principal Assistant Secretary. She also attended the Oxford High-Performance Leadership Programme.

In 2003, she was seconded to the Asian Development Bank, Manila, as Director's Advisor. She returned to MOF in 2006 and was the Deputy Secretary (Economy, Public Transportation and Infrastructure), Investment, MOF (Inc.) and Privatisation Division in April 2008. She became the Secretary, Loan Management Division, and then Secretary, Government Investment Company Division. She then served as the Director of National Budget, National Budget Office and finally the Deputy Secretary-General (Policy) until her retirement in 2019.

Datuk Siti Zauyah is currently a Director of Telekom Malaysia Berhad, Cagamas Holdings Berhad and Cagamas SRP Berhad.

She was appointed as the Chairperson of the Sustainability Committee on 1 January 2022 and a member of the Audit Committee on 1 March 2022. She attended all four Board Meetings held during the financial year.

She has no family relationship with any director or major shareholder of the Company nor has any conflict of interest with the Company.

## Profile Of Directors

### Our Company

#### Sing Chi IP

Non-Independent Non-Executive Director  
Age 71, Male, Chinese

Mr. Sing Chi IP was appointed as Non-Independent Non-Executive Director of the Company on 5 April 2013.

Mr. IP graduated with a Bachelor of Arts Degree from Coventry University, UK in 1979.

Mr. IP has over 40 years' of experience in the maritime industry, having joined Sun Hing Shipping Co., Ltd. in 1979 as an account executive. Subsequently, he joined Hongkong International Terminals Limited in 1993 as General Manager of commercial and was the Managing Director of the company from 1998 to 2011. In 2005, he was appointed as Director of Hutchison Port Holdings Limited ("Hutchison Ports"), and is currently the Group Managing Director of Hutchison Ports.

Mr. IP is also an Executive Director of Hutchison Port Holdings Management Pte. Limited, the Trustee-Manager of Hutchison Port Holdings Trust (a business trust listed on the Singapore Exchange) and the Chairman of Yantian International Container Terminals Limited. In addition, he is a Non-Executive Director of both Orient Overseas (International) Limited and COSCO SHIPPING Development Co., Ltd., companies listed on the Stock Exchange of Hong Kong Limited.

He was a member of the Hong Kong Port Development Council until the end of December 2014 and was the founding Chairman (in 2000-2001) of the Hong Kong Container Terminal Operators Association Limited.

Hutchison Ports, through South Port Investment Holdings Limited, is a major shareholder of the Company. Mr. Ip is not involved in the management and day-to-day operations of the Company. He attended all four Board Meetings held during the financial year.

#### Diana Tung Wan LEE

Non-Independent Non-Executive Director  
Age 56, Female, Chinese

Ms. Diana Tung Wan LEE was appointed as Non-Independent Non-Executive Director of the Company on 1 January 2022.

She is a qualified accountant and holds a Bachelor's degree in Commerce from University of Melbourne. She is an Associate of Chartered Accountants Australia and New Zealand.

Ms. Lee was appointed as Non-Executive Director of Hutchison Port Holdings Management Pte. Limited, the trustee-manager ("Trustee-Manager") of Hutchison Port Holdings Trust ("HPH Trust", a business trust listed on Singapore Exchange) on 1 January 2022 and is currently the Group Chief Financial Officer of Hutchison Port Holdings Limited ("Hutchison Ports").

She has extensive experience in financial and accounting matters as well as financial reporting and regulatory compliance. Prior to her appointment as Group Chief Financial Officer of Hutchison Ports, she had been the Chief Financial Officer and Investor Relations Officer of the Trustee-Manager since May 2016 after having been appointed as the Deputy Chief Financial Officer of the Trustee-Manager in February 2011. Ms. Lee was also the Finance and Legal Director and Company Secretary of Yantian International Container Terminals and served as a member of HPH Trust Exco, a committee of executives that determines strategy for HPH Trust.

She was appointed as a member of the Risk Management Committee on 1 January 2022.

Hutchison Ports, through South Port Investment Holdings Limited, is a major shareholder of the Company. Ms. Lee is not involved in the management and day-to-day operations of the Company. She attended all four Board Meetings held during the financial year.

#### Lee Mun Tat (Eddie)

Group Managing Director  
Age 53, Male, Malaysian

Mr. Lee Mun Tat (Eddie), Group Managing Director of WHB, is primarily responsible for controlling and overseeing multiple divisions covering Commercial, Finance, Legal, Claims & Insurance, Corporate Communications, Corporate Secretarial Affairs and Port Projects of WMSB. He has been appointed as Group Managing Director and Director of WHB effective 1 February 2025. He served as CEO of WMSB until 31 January 2025.

Prior to his current role and responsibility with WHB, Mr. Eddie has demonstrated his competency by holding different top management roles including CEO of WMSB (from 2018 to Jan 2025), Senior General Manager (in 2017), Head of Commercial (from 2006 to 2016) and Finance Manager (from 2003 to 2005).

Before joining WMSB, Mr. Eddie started his career with Matsushita Electronics Components (M) Sdn Bhd, after which he joined Jutajaya Holdings Berhad and All Best Furniture (M) Sdn Bhd with his last position as Group Finance Manager.

All these previous roles have equipped him with extensive working experience in the areas ranging from commercial affairs, business development, terminal service contracts, pricing, and statistics as well as credit control.

Mr Eddie received a Bachelor Degree in Business at Edith Cowan University in Australia. He has been active in undertaking the professional programme, including participated the Senior Management Development Programme organised by the Harvard Business School Alumni Club of Malaysia in collaboration with senior faculty members of the Harvard Business School, Boston, USA, in 2004, and also attended the General Management Programme in Boston US in 2016. In addition, he is an Alumnus of the Harvard Business School.

Mr. Eddie is also recognized as a qualified Chartered Accountant from Malaysia Institute of Accountants and a member of the Certified Practising Accountants in Australia (CPA Australia).

Mr. Eddie has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.



## Profile Of Directors

Our Company

### **Tan Sri Dato' Seri Mohd Khairul Adib bin Abd Rahman**

Independent Non-Executive Director

Age 63, Male, Malaysian

Tan Sri Dato' Seri Mohd Khairul Adib was appointed as Independent Non-Executive Director of the Company on 1 September 2022. Prior to that, he was appointed to WMSB on 15 February 2022 and resigned on 1 September 2022.

Tan Sri Dato' Seri served as Director-General of the Public Service Department from 1 October 2019 to 16 January 2022. Prior to that, Tan Sri Dato' Seri was the Secretary-General of the Ministry of Transport.

As a public servant, he has served in various ministries, including the Embassy of Malaysia in Japan and the High Commission of Malaysia in London. Upon his return, he served at the Ministry of Science, Technology and Innovation, and then the Ministry of Education.

Tan Sri Dato' Seri graduated with a Bachelor of Science and has a Postgraduate Diploma in Public Management. He also holds a Master's in Public Policy from Saitama University, Japan, under a Japanese Government Scholarship.

In January 2022, Tan Sri Dato' Seri was conferred the Japanese Decoration: The Order of the Rising Sun, Gold and Silver Star by the Emperor of Japan.

He is currently the Chairman of the Malaysian Qualifications Agency, Board Chairman of MMAG Holdings Berhad and Ingenieur Gudang Berhad. He also serves as an independent director at Datasonic Group Berhad.

Tan Sri Dato' Seri was appointed as a member of the Nomination and Remuneration Committee member on 1 September 2022. He attended all four Board Meeting held during the financial year.

He has no family relationship with any director or major shareholder of the Company nor has any conflict of interest with the Company.

### **Dato' Tengku Marina binti Tunku Annuar**

Independent Non-Executive Director

Age 62, Female, Malaysian

Dato' Tengku Marina was appointed as an Independent Non-Executive Director of the Company on 1 September 2022. Prior to that, she was appointed to WMSB on 1 January 2022 and resigned on 1 September 2022.

She graduated with a Bachelor of Arts in International Relations from London University, United Kingdom. She started her career as a Public Relations Officer in Malaysia Airlines, United Kingdom. She joined Nestle (Malaysia) Berhad as Corporate Communication Executive in October 1988. She subsequently held several senior positions with Nestle Malaysia and Nestle S.A. She served as the Asia-Pacific Head, Corporate Regulatory and Scientific Affairs, Nestle S.A, from July 2016 until her retirement on 1 November 2022.

Dato' Tengku Marina attended the Nestle Leadership Programme in London Business School, United Kingdom; Business Sustainability Management Courses from the University of Cambridge Institute of Sustainability Leadership and various courses from The Graduate Institute, Geneva.

Dato' Tengku Marina currently serves as a Director of MISC Berhad and S P Setia Berhad, and she is the Chairperson of S P Setia Foundation.

She was appointed as a member of the Sustainability Committee on 1 September 2022 and as a member of Nomination and Remuneration Committee on 9 June 2023. She attended all four Board Meeting held during the financial year.

She has no family relationship with any director or major shareholder of the Company nor has any conflict of interest with the Company.

### **Shaline Gnanalingam**

Non-Independent Non-Executive Director

Age 43, Female, Malaysian

Ms. Shaline Gnanalingam was appointed as a Non-Independent Non-Executive Director of the Company on 9 June 2023. Prior to that, she was appointed to WMSB on 1 August 2017 until her resignation on 31 March 2023.

Ms. Shaline has a Bachelors degree in Economics from the University of Cambridge. Additionally, she earned a Master of Business Administration (honours) from the University of Chicago Booth School of Business. She has also attended various Executive Education Programmes at Harvard Business School, including the Senior Manager Development Programme.

She began her career as an Executive with Maybank Investment Bank Berhad in 2003, before joining Khazanah Nasional Berhad, working in the aviation sector and on banking acquisitions in India. During her tenure at Khazanah, she also implemented an endowment plan for a non-profit organization focused on medical and humanitarian aid. In 2008, she left Khazanah as Assistant Vice President, Investments.

Currently, Ms. Shaline serves as the Chief Investment Officer at Pembinaan Redzai Sdn Bhd, a major shareholder of the Company since 2008. In this role, she oversees a diverse investment portfolio across various sectors and geographies. She was appointed as Director of Westports Foundation on 8 November 2023.

She is the sister of our Executive Chairman, Datuk Ruben Emir Gnanalingam bin Abdullah. She also holds director positions in Pembinaan Redzai Sdn Bhd and Semakin Ajaib Sdn Bhd, both of which hold shares in the Company. She attended all four Board Meetings held during the financial year.

## Profile Of Directors

### Our Company

#### John Stephen Ashworth

Alternate Director to Sing Chi IP,  
Non-Independent Non-Executive Director  
Age 61, Male, Chinese

Mr. John Stephen Ashworth was appointed as Alternate Director to Mr. Sing Chi IP, a Non-Independent Non-Executive Director of the Company, on 1 July 2016.

Mr. Ashworth graduated with a Bachelor of Arts degree from the University of Leeds, United Kingdom. He is a member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

He started his career as a Chartered Accountant for Peat Marwick in London. Between 1992 and 2001, Mr. Ashworth worked for CK Hutchison Holdings Limited and the Hutchison Ports group in a number of senior finance and management positions. Between 2002 and 2010, he was Asia Pacific Chief Financial Officer for the Constituency Management Group, the marketing communications division of the U.S. listed Interpublic Group.

Mr. Ashworth was appointed Managing Director, South East Asia for Hutchison Ports in January 2017. Prior to his current position, he was Managing Director, Myanmar, Thailand & Vietnam between 2015 and 2016 and Chief Executive Officer of Hutchison Ports Indonesia between 2010 and 2014. He is also a Director of Westports Malaysia Sdn. Bhd., a wholly-owned subsidiary of the Company.

Hutchison Ports, through South Port Investment Holdings Limited, is a major shareholder of the Company. Mr. Ashworth is not involved in the management and day-to-day operations of the Company.

#### Andy Wing Kit TSOI

Alternate Director to Diana Tung Wan LEE,  
Non-Independent Non-Executive Director  
Age 58, Male, Chinese

Mr. Andy Wing Kit TSOI was appointed as Alternate Director to Ms. Diana Tung Wan LEE, a Non-Independent Non-Executive Director of the Company, on 1 January 2022.

Mr. TSOI graduated from York University in Canada with Bachelor of Arts degree in 1989 and Master of Business Administration degree in 1991 before he started his career in ABN AMRO Bank N.V. Hong Kong where he held various senior positions between 1992 to 1997. Thereafter, he joined Debt Markets Division of BNP Paribas Hong Kong as an Associate Director where he was responsible for loan syndication prior to joining Hutchison Port Holdings Limited ("Hutchison Ports") in 1998.

He was appointed as Hutchison Ports' Regional Director for Pakistan, Oman and Saudi Arabia in 2011 and since 2012, he had added management responsibilities for United Arab Emirates.

Mr. TSOI has been the Managing Director, Middle East & Africa since January 2014 overseeing Hutchison Ports' business in Pakistan, Oman, Saudi Arabia, United Arab Emirates and Iraq.

Hutchison Ports, through South Port Investment Holdings Limited, is a major shareholder of the Company. Mr. TSOI is not involved in the management and day-to-day operations of the Company.

This section has been intentionally left blank.

None of the Directors have been:

- (i) Convicted of any offence (other than traffic offence, if any) within the past five years; and
- (ii) Imposed any public sanction or penalty by the relevant regulatory bodies during the financial year.



## Profile Of Management Team

Our Company

### **Vijaya Kumar Puspowanam**

Chief Executive Officer

Age 48, Male, Malaysian

Mr. Vijaya Kumar Puspowanam joined the Westports Group in January 2000 as a Gate Operations Executive and has since served under various departments such as gate, vessel operations and terminal planning before being appointed as the Head of Container Marketing in January 2008. He then took additional responsibility for handling activities for the Conventional business and Customer Service IT in 2010 and assumed the position of General Manager, Marketing and Conventional, in January 2017. Having served under the multiple Port Klang Authority ("PKA") and the Ministry of Transport Task Forces, he is well-versed in the logistics industry.

He left Westports in May 2022 to be the Managing Director of Talke Logistics Malaysia Sdn Bhd, part of Alfred Talke Logistics Services of Germany. The latter invested in Malaysia in 2019 and appointed him to lead the business development and the building of the state-of-the-art chemical warehouse at Pulau Indah. The new facility began operations in September 2023.

Mr. Vijaya Kumar rejoined Westports as the Deputy CEO in May 2023. He was made responsible for various departments such as Container Operations, Container Planning, Container Marketing, Information Technology, Maintenance & Repair, Safety and the Port Police. He was also appointed as a Director of the Port Klang Cruise Terminal (PKCT) from 1 October 2023, representing WHB, which holds a 50% shareholding in PKCT. He has been promoted to be the CEO and Executive Director of WMSB effective 1 February 2025, and his additional responsibilities include Engineering and Conventional Business on top of the previous departments assigned under him. He resigned as Director of PKCT effective February 2025.

Mr. Vijaya holds a Business Administration (International Business) Degree from Universiti Kebangsaan Malaysia. He attended the Harvard Business School's Senior Management Development Programme organized by the Harvard Business School Alumni Club of Malaysia in collaboration with the Harvard Business School, Boston, USA, in 2004. He also attended the General Management Programme (GMP), Harvard Business School in Boston US in 2024. In addition, he is an Alumnus of the Harvard Business School.

### **Megat Amirul Zameer bin Megat AB.Rahman**

Acting Chief Financial Officer

Age 34, Male, Malaysian

Mr. Megat Amirul joined the Westports Group in November 2019 as a Senior Finance Manager and he assumed his current position with effect from August 2020 with the responsibility for overseeing financial related matters of Westports. He holds a Bachelor Degree in Accounting and Finance from University of New South Wales, Australia.

Mr. Megat has more than ten years of experience in the field of accounting and finance. He started his career as an auditor with Ernst & Young in 2012. Subsequently, he joined Schlumberger as a Senior Financial Analyst in 2015, overseeing the region of Algeria, Tunisia and Libya for BITS and Drilling Tools Segment, and subsequently became the Head of Finance in KAT Technologies Sdn Bhd, the main distributor of CELCOM for Peninsular Malaysia in 2018 prior to joining Westports.

Mr. Megat has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

### **Tan Wei Chun**

General Manager Information Technology

Age 50, Male, Malaysian

Mr. Tan Wei Chun has been an integral part of the Westports Group since September 1998, commencing his journey as an Operations Executive. Throughout his career with the company, he has been versatile and contributed to various departments such as operations, customer services, gate and logistic operations, berth planning, vessel planning, and yard planning. In October 2019, he assumed his current role as the head of the Information Technology department at Westports.

Mr. Tan holds a Degree in Transportation and Logistics from the Chartered Institute of Transport since 1997. He participated in the Senior Management Development Programme organized by the Harvard Business School Alumni Club of Malaysia in collaboration with senior faculty members of the Harvard Business School in 2004. Additionally, he attended Linkage's Global Institute of Leadership Development (GILD) in 2017.

With 26 years of experience, Mr. Tan has excelled in various domains including terminal capacity planning, strategic yard planning, vessel stowage planning, cargo terminal operations, control room operations, systems project management, and operations information system development. He played a pivotal role in successfully implementing key critical systems such as the new Terminal Operating System (TOS), remote P-check system (RPS), reefer management system (RMS) and manpower deployment system (MDS). His responsibilities also extend to overseeing strategic internal software and IoT development, ERP, Customer Service IT, Operations IT and Infra Support and spearheading initiatives in digitalization and automation for Westports.

Prior to joining the Westports Group, Mr. Tan worked in Kontena Nasional Berhad from 1993 to 1998, where he held various positions involving haulage operations, customer services, warehousing, and container depot management.

Mr. Tan currently holds no directorships in other public companies and listed issuers. There are no family relationships with any directors and/or major shareholders of the Company. Importantly, he maintains a clean record with no convictions for any offences within the past five years, reflecting his commitment to ethical and professional standards.

## Profile Of Management Team

Our Company

### **Nanthakumar A/L Murokana @ Murugan**

General Manager Conventional Business

Age 52, Male, Malaysian

Mr. Nanthakumar A/L Murokana @ Murugan joined the Westports Group in May 1999 as a management trainee focusing on yard planning. Thereafter, he was transferred to the container operations department in 2003 to manage the operations team. In 2006, he headed the container department as Head of Container Operations overseeing the planning, operations and resource functions. In 2015, he was made Head of Container Logistics department before returning as Head of Container Operations department in 2016.

He also focuses on succession planning and competencies development through constant coaching and training. He is currently holding the post of General Manager for Conventional

Mr. Nanthakumar has 25 years of experience in Container Operations and in areas of capacity planning, yard planning, Training & Development, Logistic section, Control room operations and Project management & Marketing.

Prior to joining the Westports Group, he worked for Wal Mart in Detroit, USA, as an Assistant Manager in 1998 before returning to Malaysia in 1999.

He holds a Bachelor of Business Administration Degree from Western Michigan University, USA. He did his Major in Operation Management and Minor in Economics.

He attended the Senior Management Development Programme organised by the Harvard Business School Alumni Club of Malaysia in collaboration with senior faculty members of the Harvard Business School, Boston, USA, in 2006. He also obtained a Diploma and Port Management from the University of Cambridge, Local Examination Syndicate in 2001.

Mr. Nanthakumar has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

### **Ahmad Damanhury bin Ibrahim**

Head of Port Projects Department

Age 57, Male, Malaysian

En. Ahmad Damanhury assumed his current position in 2019, to be fully involved in the overall technical matters for the new development of the 4.8 km expansion of Westports' new terminals CT10 to CT17. He previously served as the Head of Technical Services and later as the Head of Engineering since 2000. Having joined the Westports Group in 1995, En. Ahmad has taken on key roles in the development of Westports' existing infrastructure and facilities. His responsibilities have encompassed designs management and optimizations, constructions planning and management, tenders and contracts management, as well as economic evaluations. He continues to provide technical supports for the existing port infrastructures, including hydrography and maintenance dredging operations.

He holds a Degree in Civil Engineering from Syracuse University, New York, a Diploma in Port Management from the University of Cambridge Local Examinations and a Masters of Science in Facilities Management. He attended the Harvard Business School's Senior Management Development Programme organised by the Harvard Business School in collaboration with senior faculty members of the Harvard Business School, Boston, USA, in 1998. He is a member of the Institution of Engineers Malaysia, Board of Engineers Malaysia and Project Management Institute (PMI), USA.

Following the successful execution of the 3rd Westports Expansion Privatisation Agreement with the Government of Malaysia in December 2023, En. Ahmad has played a key role in managing the construction commencement of Phase 1 (CT10–CT13) of the port expansion, where mega land reclamation and capital dredging works began in Q2-2024. Encik Ahmad started his career in 1990, involving himself in the design and construction audits for the PLUS and Metramac Kuala Lumpur Highway projects. From 1992 to 1995, he served at a consultancy firm, contributing to the designs and constructions management of the Subang Airport Redevelopment and Kuala Lumpur International Airport projects.

En. Ahmad has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

### **Puvaneswaran A/L Maniam**

Head of Engineering Department

Age 45, Male, Malaysian

Mr. Puvaneswaran Maniam joined the Westports Group in August 2006 and has held various key positions in Port Equipment Maintenance and Repair, as well as Port Engineering. He began his career at Westports as a Shift Engineer and was later promoted to Head of the Port Equipment Breakdown Recovery Section in 2009. In 2014, he was appointed Head of the Wharf Equipment Maintenance Section, and subsequently, he also took on the management of the Yard Equipment Maintenance Section. With extensive expertise in enhancing the reliability of port equipment, he has led the development and implementation of comprehensive maintenance programs port equipment.

Currently, he serves as the Head of the Engineering Department, overseeing the management of Port Infrastructure and facility operations. Mr. Puvaneswaran has played a key role in managing the construction of Liquid Bulk terminal (LBT4A & LBT5) and Container Yard CT8 & CT9 of the port's expansion. In addition to his leadership responsibilities, Mr. Puvaneswaran.M is actively involved in succession planning and the professional development of his team through coaching and training initiatives.

Mr. Puvaneswaran.M has 19 years of experience in port equipment maintenance, port infrastructures and facility management. He holds a Bachelor of Electrical and Electronic Engineering from the University of Hertfordshire (Inti College Malaysia) and Master's in engineering – Electrical Energy and Power System (UM). He began his career as an Engineer with Megastell Sdn Bhd. He is a member of the Institution of Engineers Malaysia, Board of Engineers Malaysia (BEM) and Professional Technologist of MBOT Malaysian board of technologist (MBOT). He has attended the Senior Management Development Programme organised by the Harvard Business School Alumni Club of Malaysia in collaboration with senior faculty members of the Harvard Business School, Boston, USA, in 2013.

Mr. Puvaneswaran.M does not hold directorships in any other public companies or listed issuers, nor does he have any family relationships with the directors or major shareholders of the Company. He has no conflicts of interest with the Company and has not been convicted of any offences in the past five years.



## Profile Of Management Team

Our Company

### **Nadarajan A/L Krishnan**

Head of Planning Department

Age 49, Male, Malaysian

Mr. Nadarajan A/L Krishnan joined the Westports Group in November 1999. He had started his career as a Traffic Executive and was transferred to container operation as a shift Operation Executive. He subsequently moved to the Planning Department as a Yard Planning Executive. In 2005, he was promoted as the Operation Planning Manager. In 2011, he was assigned to the Yard Planning Section as a Head of Yard Planning section. Currently, he is heading the Planning Department, and he is responsible for the overall yard planning, berth planning, vessel planning and operations of the container gates. He is also involved in succession planning and competencies development for his team members through coaching and training.

Mr. Nadarajan has 22 years of experience in container operations and yard planning. He holds a Bachelor of Urban Planning and Economy from the University Malaya, and started his career as a Town Planner with the Shah Alam Municipal. He has also attended the Senior Management Development Programme organised by the Harvard Business School Alumni Club of Malaysia in collaboration with senior faculty members of the Harvard Business School, Boston, USA, in 2015.

Mr. Nadarajan has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

### **Majdi Bin Mohammad**

Head of Operation Department

Age 44, Male, Malaysian

En. Majdi bin Mohammad joined the Westports Group in September 2004, and began his career as a Vessel Planner Executive. After two years, he transitioned to Container Planning as a Yard Planning Executive. Over the years, he rose through the ranks, becoming an Operation Resources Executive before being promoted to Vessel Planning Manager in 2010. In 2012, he advanced to Shift Operation Manager and subsequently became the Operation Planning Manager. By 2015, he was promoted to be a Vessel Operation Manager (VOM) and, in 2020, became the Head of Section (HOS) for Container Operations.

Currently, En. Majdi leads the Container Operation and Resource Department, where he oversees the overall container operations, manpower resources, and training and development functions. His responsibilities include ensuring that the department aligns with the company's goals, vision, and mission while fostering Westports' corporate culture. He also plays an active role in succession planning and team competency development through hands-on coaching and structured training initiatives.

Encik Majdi has 20 years of experience in container operations and planning. He holds a Bachelor of Industrial Technology from Universiti Sains Malaysia and began his career as an Outdoor Instructor at Wilderness Centre Sdn Bhd. He participated in the Senior Management Development Programme, conducted by the Harvard Business School Alumni Club of Malaysia in collaboration with Harvard Business School, Boston, USA, in 2019 and 2024. He was also exposed to leadership assessment planning through his stint at NBO Leadership.

En. Majdi has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

### **S.Veerakumar A/L S.Subramaniam**

Head of Maintenance & Repair

Age 50, Male, Malaysian

Mr. S.Veerakumar has 25 years of experience in the port and maritime industry. He holds a Bachelor's in Electrical & Electronics Engineering from Nottingham Trent University, UK, and a Master's in Electrical - Power from Universiti Teknologi Malaysia.

Throughout his career at Westports, he has a strong track record in various roles, including as an Electrical Engineer, Shift Engineer Manager, Capex & Electronic Workshop Manager, RTG Manager, and Senior M&R Manager. His expertise encompasses a wide range of areas, including Maintenance & Repair, corrective and predictive maintenance, in-house maintenance program development, condition-based monitoring, equipment reliability enhancement, and cost optimization.

He also has a track record in project management, capital expenditure planning and execution, contractor management, project budgeting and control, and has successfully delivered major project undertakings.

Mr. S.Veerakumar is also involved in leading and motivating high-performing teams, manpower planning and succession, and developing and implementing effective maintenance strategies.

Mr. S.Veerakumar has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

## Profile Of Management Team

Our Company

### **Shashidaran K Krishnan**

Head of Container Marketing  
Age 54, Male, Malaysian

Shashidaran K Krishnan joined WMSB in November 2013 as a Marketing Manager. He was responsible for driving business development activities aimed at attracting international and regional shippers, positioning Westports as a key regional hub in South-East Asia.

In 2018 he was appointed as the Head of Section, Domestic & International Logistics; overseeing Domestic & International Marketing, Conventional Marketing, Government Relation, Westports Document Centre, and Customer Care. He was appointed to his current role as the Head of Container Marketing in October 2023.

Before joining WMSB, Shashi, who has a total of over 28 years of experience in both manufacturing, marketing and sales within the electronics industry. He began his career at Panasonic Manufacturing Malaysia Berhad and later moved to LG Electronics (M) Sdn Bhd.

Shashi holds a Diploma in Business Management from the University of Business School Consortium in Australia, along with a Bachelor of Business in Marketing from Edith Cowan University, Australia. He also attended the Senior Management Development Programme at Harvard Business School, organised by the Harvard Business School Alumni Club of Malaysia in collaboration with the Harvard Business School, Boston, USA, in 2019 and 2024.

Shashi has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

### **Carlos Ravindran Marcellinus Nathan**

Head of Commercial Department  
Age 52, Male, Malaysian

Carlos Ravindran Marcellinus Nathan, started his career in Westports in 1996 as a Management trainee. During a 3 year period, he worked in Marketing, Legal, Gate Operations, ITT, ODD, CFS and Traffic Controller. He left Westports in 1999 to join CMA CGM. Starting as the Transshipment Assistant Manager, he was later promoted to be the Head of Department for the Regional Operations Planning Center and was also the Line Manager for all CMA feeder activities in South East Asia and Indian Sub-Continent.

Being with CMA CGM for a total of 17.5 years, he gained experience and operational knowledge, which included feeder vessel general management.

Carlos Ravindran Marcellinus Nathan rejoined Westports as the Assistant General Manager of the Marketing Department in 2017. He was primarily responsible for business development and customer engagement. In November 2023, he was transferred to the Commercial Department as the Head of Department. His responsibilities currently include Terminal Contract negotiations and business development.

He holds a degree in Law [L.LB (Hons) London] from the University of East London. He has attended numerous Management courses and trainings including the Senior Management Development Program organized by the Harvard Business School Alumni Club of Malaysia in September 2024.

Carlos Ravindran Marcellinus Nathan has no directorship in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past 5 years.

### **Muhammad Imran Kunalan bin Abdullah**

Head of Human Resources Department  
Age 57, Male, Malaysian

Mr. Muhammad Imran Kunalan bin Abdullah joined Westports Group in April 2023 as the Head of Human Resources at Westports Malaysia.

A graduate of the Universiti Pertanian Malaysia (1991), Mr. Imran brings more than 30 years of experience in the field of human resources. His industry exposures as an HR practitioner are from KFC Holdings (QSR), HSBC, British American Tobacco, Multimedia Development Corporation (MDEC) and Huawei Technologies in Shenzhen, China. Imran was also exposed as HR Managing Consultant in Accenture and KPMG, servicing a range of industries in Malaysia and Indonesia. He was also exposed to leadership assessment planning through his stint at NBO Leadership.

Apart from corporate exposure, Mr. Imran was directly involved in the Malaysian digital transformation agenda ecosystem through various portfolios in the public and private sectors, mainly as one of the Senior Leadership Team of MDEC, driving the Malaysian Digital Economy for eight years. He was involved in driving the digital talent development for Malaysia and has good exposure and working relationships with multiple government stakeholders.

Mr. Imran formally trained in HR Metrics & Benchmarking from PWC-Saratoga Institute, London. His expertise in the HR field is reflected through his appointments and engagements such as the European Union e-Skills Expert Panel in Brussels, the Board of Advisory of ILMIA (MOHR) in data analytics for Malaysia and a consultant for EPU in digital transformation project in collaboration with Korea Development Institute (2020) and ADB.

Mr. Imran's HR expertise is recognized via HR Excellence Awards from Times Accent in Mumbai (2017), Bangalore (2009) and Malaysia (2023).

Mr. Imran has no directorship in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no conviction for any offences within the past five years.

Mr. Imran passed away on 23 December 2023.



## Profile Of Management Team

Our Company

### **Dato' Manoharan A/L Kanapathy**

Head of Security Department

Age 66, Male, Malaysian

Dato' Manoharan A/L Kanapathy joined WMSB in December 2018 as the Head of Security. Dato' Manoharan is a retired police officer, having served 39 years in the Royal Malaysian Police Force before joining Westports.

During his tenure in the police force, he served in many top-level management positions, especially in the Criminal Investigation Department (CID). The last rank held by him was Deputy Commissioner of Police (DCP), whereby he held the position of Principal Assistant Director in CID, Bukit Aman. Whilst serving in the police force, Dato' Manoharan completed external and distance learning studies. He completed his degree in Social Science in 1981. Thereafter, he read Law in the University of Wolverhampton in 1992 as an external student and completed his Certificate in Legal Practice (CLP) in 1997. He then did his Master's in Law at UKM as a part-time student and completed it in 2006. He then went to do his Pupillage in February 2021 and was called to the Bar on 26 November 2021 as an Advocate and Solicitor.

Dato' Manoharan has vast experience in Criminal Investigation, Operational Prosecution and Policing duties. He has attended various courses and training in Investigation and Policing matters both internally as well as abroad. In 2016, the ruler of Pahang bestowed him with the Esteemed Order of Crown of Pahang (DIMP), which carries the title "Dato".

Dato' Manoharan was appointed to oversee and manage the Legal, Safety and PR Departments between 2019 to December 2022. He is also presently the Chairperson for the Anti-Corruption and Ethics Committee as well as the Crime Planning and Prevention Committee. He also Co-Chairs the Crisis Management Committee as well as the Corporate Social Responsibility Committee. In 2023, Dato' Manoharan was appointed to head Westports' Cyber Security Incident Response Team.

Dato' Manoharan has no directorship in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no conviction for any offences within the past five years.

### **G. Ravindran A/L Gunasekaran**

Head of Safety Department

Age 54, Male, Malaysian

Mr. Ravindran Gunasekaran joined Westports Group in January 1996. He started his career as Conventional Terminal Executive, then as a Warehouse Executives. In 1999, he was transferred to Container Department as Vessel Planner then to gain exposure in Yard Planning and Yard Operation. He was later promoted to Vessel Operation Manager, 5th Vessel Operation Manager and then Head of Operation Department. He was later assigned to Training and Development.

In 2018, he was transferred to Human Resources as the Head of Department there. Mr. Ravindran left but re-joined the Company after more than 1 year in April 2024 as the Head of Safety. He also completed his Safety and Health Officer training at NIOSH.

He holds a Bachelor of Anthropology and Sociology from Universiti Kebangsaan Malaysia. He has also attended the Senior Management Development Program organized by the Harvard Business School Alumni Club of Malaysia in collaboration with senior faculty members of the Harvard Business School, Boston, USA, in 2007.

Mr. Ravindran has no directorships in other public companies and listed issuers. He does not have any family relationship with any director and/or major shareholder of the Company. He does not have any conflict of interest with the Company and has no convictions for any offences within the past five years.

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## Financial Capital

### Value Creation Process

Our financial sustainability relies on the availability and management of our internal and externally sourced capital. Financial capital enables and supports value creation along with all other five capitals. Through the prudent combined use of capital inputs, such as share capital, cash reserves, internally generated funds, and externally sourced long-term Sukuk borrowings, we fund our predominantly container and conventional operations, terminal infrastructure expansions, facilities and equipment renewals, facilities' improvement, innovation and also training programmes to raise our workforce's productive capacity and effectiveness. Our strategy has been to create a long-term, supply-led, sufficient-handling-capacity port and terminal facilities for sustainable operational expansion and growth.

All of Westports' borrowings are by its subsidiary, WMSB, and they are denominated in the local currency, Ringgit Malaysia. The borrowings, Sukuk Musharakah Medium Term Note Programme ("SMMTN"), has a profit rate of between 4.43% and 5.38% per annum. During the year 2024, the Company redeemed RM125 million of the SMTN in accordance with the redemption schedule. WMSB also has completed arranging the new RM5.0 billion Sukuk Wakalah Medium Term Note Programme ("SWMTM") based on the Shariah principle and issued the first drawdown of RM355 million with a profit rate of 4.29%.

As of 31 December 2024, there were no borrowings at Port Klang Cruise Terminal Sdn Bhd, an entity in which the Company has an effective ownership interest of 50% and is the only joint venture of the Group.

Financial Capital				
Input RM'000	2024	2023	2022	
Total Group Equity	3,817,602	3,520,121	3,274,354	
LT And ST Borrowings	1,080,000	850,000	975,000	
Cash & Cash Equivalents	780,801	577,858	552,057	

Financial Capital				
Output RM'000	2024	2023	2022	
Total Operational Revenue	2,280,030	2,088,623	2,055,383	
Total Profit Before Tax	1,138,651	1,006,214	943,940	
Total Profit For The Year	897,982	779,432	699,578	

#### Outcome

- Total distribution to employees, government and shareholders of RM1.18 billion in 2024
- Continued financial viability and strength of the Company
- AAA rating by RAM Ratings for the RM2.0 billion Sukuk Musyarakah Programme in March 2021. Reviewed in December 2021, January 2023, December 2023 and November 2024 and retained the AAA rating
- AAA rating by RAM Ratings for the RM5.0 billion Sukuk Wakalah Programme in April 2024. Reviewed in November 2024 and retained the AAA rating
- The net gearing ratio of 0.10x as of 31 December 2024

#### Impact

- Westports is the only listed entity offering investors direct exposure to the container operations at Port Klang
- Given the Company's sizable market capitalisation, Westports also indirectly becomes a designated representative company for the transport and logistics sector in Malaysia

## Manufactured Capital

### Value Creation Process

Since becoming a publicly listed company in 2013, Westports has invested approximately RM4.55 billion in container terminal expansion, facilities enhancements, and other significant infrastructure improvements. Westports is one of the largest container terminals in Malaysia and the biggest and key gateway port to the Klang Valley, the country's most densely populated region. The Company has transformed Port Klang into the 11th busiest port globally and one of the best-connected ports globally.

In 2024, the Company completed the construction of the new liquid bulk jetty LBT 4A, rerouted the monsoon drain to support the WP2 expansion, and acquired 99 units of new terminal trucks. We initiated the process to construct a 132kV substation. The sustained gradual upgrading, expansion and growth of Westports have facilitated Malaysia and the region's economic development, especially in the growth of containerised cargo.

WMSB signed the Third Supplemental Agreement for the Privatisation of Westports with the Government of Malaysia and Port Klang Authority in December 2023, extending the concession period to 2070 and eventually extending to 2082 when certain conditions as per the agreement are fulfilled. At an estimated overall investment cost of RM39.6 billion with all the proposed development, WMSB will upgrade and renew existing facilities while new facilities from Container Terminal 10 (CT10) to Container Terminal 17 (CT17) will be developed, raising the container terminal handling capacity to almost 28 million TEUs per annum with an additional 4.8 kilometres of wharves. By June 2024, WMSB awarded a contract for the "Proposed Construction and Completion of Dredging and Land Reclamation Works for CT10 to CT13 (Phase 1) and Other Associated Works at Westports, Pulau Indah, Port Klang, Selangor Darul Ehsan" to facilitate the commencement of WP2's development. The land clearing has commenced. The first terminal, CT10, is expected to be ready by 2028.

Manufactured Capital				
Input RM'000	2024	2023	2022	
Property, Plant & Equipment	1,686,509	1,738,979	1,775,849	
Total Concession Assets	4,732,674	2,477,758	2,444,245	
Group Capital Expenditure	609,678	226,821	246,135	

Manufactured Capital				
Output	2024	2023	2022	
Container Handling Capacity (TEUs)	13.8m	13.7m	13.7m	
Total Ship-To-Shore Cranes	66 units	66 units	63 units	
Container Throughput (TEUs)	11.0m	10.9m	10.1m	

#### Outcome

- The highest container handling capacity in Port Klang, fulfilling exporters' and importers' requirements as they ship their containerised cargoes
- The first port in Malaysia that handles more than 10 million TEU in a year
- An established track record of accommodating the world's largest container vessels

#### Impact

- A crucial and proven gateway terminal supporting Malaysia and especially Klang Valley's vibrant economy
- Westports is also one of the largest regional transshipment hubs in South-East Asia

## Intellectual Capital

### Value Creation Process

The intellectual capital of Westports consists of organisational capital such as our knowledge in the form of procedures, operational practices and established manuals; the expertise acquired or nurtured in knowledge-based systems of governance, compliance, leadership skills, and know-how developed and gained, including from copyrights and licences. This capital has facilitated the innovation, implementation, and provision of terminal handling, container yards, gates, bulk cargoes, and customer services.

Westports has always emphasised continuous innovation, which seeks further improvements, efficient productivity, and effective project implementation, as its core tenets. Such emphasis has facilitated the sustained modernisation, digitalisation and growth of Westports at an unprecedented pace since the terminal's inception. The Company's initiatives usually streamline our processes, enhance operational efficiencies, accommodate new regulatory requirements or best practices, reduce costs, and establish foundations to support the transition towards automation and a low-carbon environment. These multi-disciplinary initiatives are undertaken in collaboration with our internal and external stakeholders and technical solution providers when needed.

Intellectual Capital	
Input	Westports Corporate Culture
T	Teamwork
A	Accountability and Integrity
N	Now Culture
S	Safety Awareness
R	Responsible
I	Innovation
G	Good Family Values

Intellectual Capital	
Input	IT Initiatives And Implemented Projects
2024	GSBN Blockchain & MMSW
2024	ERP (SAP S/4HANA), e-invoicing in ETP
2023	Reefer Monitoring System
2023	Fuel Management System
2022	Seamless Westports Internal Movement
2022	Smart Pick Up
2021	Port Health Vessel Clearing System
2021	e-Terminal 3.0
2020	Remote P-Check & Air Quality Monitor
2019	Westports Mobile App
2018	OPUS TOS & Predictive Maintenance
2018	GPS TOE, Tablet Terminal Truck (T-TAB)

Intellectual Capital		2024	2023	2022
Output				
TEUs* Gate-In & Gate-Out At Gate		*5,929,386	*5,292,361	2,552,237
Total Vessels Accommodated		8,363	9,356	8,262
Conventional Throughput (MT)		12.2m	11.6m	12.1m

#### Outcome

- Back-end IT support of global operational standards
- Technologies/automation adaptation and implementation capabilities
- Terminal-wide integrated planning and project execution
- Fast gate-in and gate-out for external logistics-forwarding trucks

#### Impact

- As one of the highest-performing and biggest terminals in Malaysia, Westports facilitates operations of various Regional Distribution Hubs and logistic companies established in Pulau Indah and the surrounding region

## Human Capital

### Value Creation Process

Our people are the foundation of Westports success, operational excellence and long-term sustainable growth. Supported by high levels of competencies and our staffs' unwavering commitment to the Company's objectives, these qualities have enabled Westports to be established as one of the largest container terminal in the country within two decades. Our operating context is industrial and infrastructure in nature. Hence, occupational training and comprehensive policies and procedures guide and safeguard our employees and other stakeholders in and around our terminal. The Company also emphasises career development, training and on-the-job learning. Staff are encouraged to undertake relevant courses and attend seminars or conferences to enhance their own expertise, knowledge and skills.

Westports practises a relatively flat hierarchy with equal treatment for all employees. The Group policy stipulates that all employees must have equal opportunities regarding hiring, pay rates, training and development, promotions and other terms of employment. Discrimination includes any distinction, exclusion, or preference based on race, colour, sex or gender, religion, political opinion, national extraction, social origin, or age. Any acts of discrimination or harassment when dealing with employees, customers and/or suppliers will not be tolerated. Offenders are subject to disciplinary action, including the possible termination of employment. The Company has also promote the hiring of women and ensuring the working environment is suitable for their requirements.

Human Capital		2024	2023	2022
Input				
Westports Total Workforce		5,587	5,685	5,773
Total Training Hours Of All Staff		140,746	138,837	413,112
Westports Staff Recruitment		536	548	1,120

Human Capital		2024	2023	2022
Output				
Total Employees Cost (RM'000)		340,693	337,546	317,034
Total Incidents And Accidents (with QC)		697	791	669
Westports Staff Resignation		653	608	1,132

#### Outcome

- The largest employer with a 24/7 operation at Pulau Indah
- Largely in-house nurtured and trained workforce with continuous capability development and improvement through training and career growth
- Independent talent-pool creation
- Training, exposure and mentoring for employees to encourage internalisation of the desired organisational culture and values

#### Impact

- Enhance and improve human capabilities and nurture a high-calibre, productive capacity, especially for the transport and logistics industry and broadly also for the Malaysian job market since human capital is not transferrable but will benefit the nation



## Social Relationship Capital

Value Creation Process

Westports operates in an environment with an extensive array of external stakeholders, consequences which ripple across the economy and supply chain. Establishing and cultivating our social and relationship capital enables the Company to create intangible and tangible value, expressed through mutual trust, collaborative relationships, partnerships, and, eventually, the establishment and operation of excellent and efficient operational services and facilities.

Our social relationship capital includes relationships with customers, business partners, logistics entities, suppliers, contractors, regulators, government bodies, the financial community, academic establishments, local communities at Pulau Indah and the media. Forging and nurturing positive stakeholders' relationships contribute ultimately to commercial sustainability (such as supportive client and logistics entities relationship), operational continuation (with a regulatory and social licence to operate), and organisational stability and profitability (with support from the financial community, committed employees and strategic partnerships).

The Company actively engages in physical meetings with its extensive stakeholder groups. However, the widespread adoption and time-efficient virtual meetings also complement physical encounters as they do not necessitate travelling, thus reducing some travel-related carbon emissions.

Social Relationship Capital			
Output RM'000	2024	2023	2022
Total CSR Investments	3,089	1,594	3,061
Income Tax To Government	240,669	226,782	244,361
Total Local Procurement	606,704	697,170	634,098

Social Relationship Capital	
Input To	Westports Commitment
Port Users & Clients	We communicate actively and deliver our work performance with speed and consistency
Community	Charity begins at home and we are committed to the development, well-being and future of Pulau Indah
Employees	To be a great place to work, where both individual accomplishments and team efforts are rewarded
Government & Authorities	We build constructive, respectful, open and transparent relationships with all regulators and authorities
Suppliers	We develop and maintain effective professional relationships with our suppliers to enjoy quality services
Shareholders & Investors	We adhere to the highest standards of corporate governance and work towards a healthy returns

### Outcome

- Harmonious, mutually symbiotic and sustaining positive working relationships with all stakeholders
- Support from stakeholders for the continuous operation of Westports
- The active engagement with various stakeholders for Westports' expansion enabled the Company to incorporate feedback and mitigate potential concerns arising from the WP2 terminal expansion

### Impact

- Positive contribution and a commitment to the socio-economic well-being, safety and health of the community at Pulau Indah, in which Westports operates

## Natural Capital

Value Creation Process

Westports is involved in building and maintaining an extensive container terminal and maritime port infrastructure, operating a sizeable number and type of terminal operating equipment and facilitating the frequent movement of heavy vehicles carrying large volumes of cargo into and out of the Company's premises. In 2024, we also guided and piloted the berthing and unberthing of 8,363 container and bulk ships.

Our activities have a significant impact on the ecosystems where we operate. The natural capital for Westports includes land, water, air, and the island's general biodiversity, where our operations are located. Our clients, logistics entities using the terminal's facilities, regulatory bodies, contractors, suppliers, and employees would also inadvertently impact the natural environment. Consequently, our operations generate wastes, including greenhouse gases, which the Company acknowledges contribute to climate change.

Since 2023, the company has acquired and operated two autonomous electric terminal trucks to assess their operational suitability and financial feasibility in Westports' environment and integration with our terminal systems. In 2024, Westports also tested other makes of non-autonomous electric terminal trucks. These live trials support the Company's understanding and experience of how we can use electric equipment at the new proposed terminal and existing facilities by gradually phasing out the current fleet of diesel-powered equipment when suitable.

Westports has conducted and completed the Environmental Impact Assessment (EIA) on the WP2 container terminal expansion and evaluated its implications. In the coming years, the company will replant almost 100 hectares of mangrove. To this effect, WMSB has entered into a Memorandum Of Collaboration with the Yayasan Hijau Malaysia And Menteri Besar Selangor (Pemerbadanan) on the Selangor Environmental Conservation and Cultural Alliances (SECCA), which will nurture an inclusive ecosystem for mangroves and marine wildlife.

Natural Capital			
Input	2024	2023	2022
Diesel Fuel (million litres)	52.2	51.7	51.3
Electricity (million kWh)	60.0	*^56.1	*^62.6
Water Use & Sale (million m <sup>3</sup> )	1.60	1.52	1.50

Natural Capital			
Output (Tonnes)	2024	2023	2022
CO <sub>2</sub> e Emissions Scope 1	134,181	*132,986	*131,919
CO <sub>2</sub> e Emissions Scope 2^	43,460	*43,207	*48,363
CO <sub>2</sub> e Emissions Scope 3	95,467	99,464	108,720

^Landed clients and reefer use of electricity are classified as Scope 3

\*Restated due to emission factor changes

### Outcome

- The emissions intensity (now measured by net CO<sub>2</sub>e per TEU) is a reflection of the proportionate environmental impact arising from the operations at the port
- Ongoing initiatives to continuously assess and, when viable, enhance equipment deployment, process improvements and energy efficiency initiatives to reduce emissions, energy intensity and operational costs
- The increased sourcing of renewable electricity from solar panel installations will mitigate some adverse pressure on natural capital

### Impact

- Environmental impact awareness and stewardship as Westports focuses on the long-term commitment of reducing our energy emission intensity in the coming years as we focus on greater utilisation of more energy-efficient terminal operating equipment

# Operational Review

Operational And Financial Review

Container Throughput			
'000 TEUs	2024	2023	2022
Transshipment Containers	6,072	6,348	6,084
Gateway Containers	4,907	4,529	3,968
Total Container Throughput	10,979	10,876	10,052
Container Terminal Capacity Utilisation	80%	79%	74%

The geopolitical conflicts in the Middle East and the subsequent armed attacks on ships transiting the Red Sea and the Gulf of Aden compelled almost all container ships to reroute and sail around the Cape of Good Hope in Africa. This added additional sailing time, distance, and costs and inadvertently absorbed the notable increase in container shipping capacity.

The global container volume demand grew by about 6%, but it has been estimated that the growth was about 25% when adjusted for sailing distances. The delivery of larger new container ships has led to Westports handling more of the largest 18,000-TEU-and-above vessels. Intra Asia's continued volume and prominence supported the deployment of smaller vessels; hence, there was a reduction of mid-size container ships.

Intra-Asia remained the most prominent trade lane for Westports as it constituted 66% of the Company's total throughput. This route included containerised trade between China, India, and member nations of ASEAN, the latter of which has emerged as a hub for various economic activities with regionalisation and the diversification of the global supply chain beyond China. The ASEAN nations are also evolving towards a population with higher disposable income and per capita GDP. These developments support the long-term demand for containerised cargo and consumption.

Key Terminal Operating Equipment			
Units	2024	2023	2022
Ship-to-Shore Crane	66	66	63
Conventional RTG Crane	114	115	115
Variable Speed / Hybrid RTG Crane	103	103	103
Terminal Tractors	607	607	607

The Ocean Alliance uses a dual transshipment hub in Southeast Asia. 2024 marked the eighth year they have used Westports as one of its regional transshipment terminals. In addition, the four container liners comprised of the Ocean Alliance also have their respective services with the Company. The other two container shipping alliances are 2M and THE Alliance. The individual lines of the latter two alliances also have regular services that call at Westports, but some members changed, and from February 2025 onwards, they are known as Gemini Cooperation and Premier Alliance. Thus, Ocean Alliance emerged unchanged as the largest container shipping alliance with the highest carrying capacity and extensive global reach.

Container vessels constituted 82% of all ships calling at Westports. The remaining balance is bulk vessels that carry dry bulk, liquid bulk and breakbulk cargo and Roll-On/Roll-Off ("RORO") carriers that carry vehicles and heavy equipment. The Company's 50%-joint venture, Port Klang Cruise Terminal, meanwhile accommodated mostly cruise ships and some navy vessels.

With the extensive fleet of terminal operating equipment listed in the above table, Westports handled a record container volume of 10.98 million TEUs in 2024. Container berth utilisation increased to an average of 80%, whereas container yard occupancy increased to 83%.

Energy Consumption			
	2024	2023	2022
Diesel (million litres)	52.2	51.7	51.3
Efficiency (litres/TEUs)	4.75	4.75	5.10
Electricity (million kWh)	60.0	56.1	62.6
Efficiency (kWh/TEUs)	5.5	5.2	6.2

In 2022, Westports committed to achieving net-zero carbon emissions by 2050 by focusing on emissions intensity reduction and decarbonisation. The plan hinged on the national utility company achieving its own net-zero emissions status by 2050. By the end of 2022, Westports purchased two units of autonomous electric terminal trucks to run the Proof-Of-Concept trial testing and assess their suitability for replacing the existing diesel-powered internal combustion engine ("ICE") trucks.

In 2023 and 2024, Westports tested different brands of non-autonomous electric terminal trucks. Even though the outcomes are not entirely conclusive, Westports will continuously assess electric trucks' financial attractiveness and operational deployment suitability as they continually improve and become more cost and energy-efficient.

The delayed immediate transition towards electric trucks also considered the National Energy Transition Roadmap ("NETR") published in 2023. The NETR forecasted natural gas will be the transitional fuel and a primary contributor to the Total Primary Energy Source ("TPES"), of 56% by 2050. Renewables should reach 16% and above, while coal-powered generation would be diminished. Hence, if Westports is to fully convert all ICE to electrified terminal trucks today, the emissions would be shifted from Scope 1 to Scope 2, given the national electrical grid's emissions. In 2024, Westports decided it would target and reduce operational energy intensity, measured by net CO2e per TEU instead.

Conventional Throughput			
million tonnes	2024	2023	2022
Dry Bulk	4.8	4.3	4.2
Liquid Bulk	5.8	6.4	6.3
Break Bulk	1.6	0.9	1.7
Cement	0.0	0.0	0.0
Total Bulk Cargo Throughput	12.2	11.6	12.1
RORO ('000 units)	173	189	164

The Conventional segment handled and facilitated a new record throughput of 12.19 million metric tonnes of bulk cargo in 2024. The most considerable growth came from the breakbulk business, which saw more project cargoes, ingots and mixed steel products. The dry bulk segment volume increased with maize and soya meal products, whereas liquid bulk decreased due to lower gasoline and bunker volume.

The Company has berthed RORO vessels that facilitated the movement of various electric passenger vehicle models to Klang Valley even though we handled fewer vehicular units compared to 2023. Nevertheless, Westports' facilities have previously accommodated the berthing of the world's largest RORO vessel.

## Financial Review

### Operational And Financial Review

	Revenue		
RM million	2024	2023	2022
Container	1,950	1,805	1,774
Conventional	156	139	155
Marine	86	91	76
Rental	88	54	50
Operational Revenue	2,280	2,089	2,055
Construction	64	63	14
Total Revenue	2,344	2,152	2,069

The principal activity of Westports is in port development and the management of port operations. The Company's headline total revenue increased by 9% to RM2.34 billion. Still, the more appropriate benchmark to assess the Company's financial performance is the operational revenue, which excludes construction revenue, which improved to RM2.28 billion.

Westports handled a record container volume of 10.98 million TEUs and moved a monthly record of more than 1.0 million TEUs in December 2024, both records that are the highest ever achieved. The achievement was underpinned by the gateway volume growth of 8% to 4.91m TEUs, a yearly record. Subsequently, the gateway-to-transshipment ratio increased to a record of 45% from the previous year's 42%.

Container revenue remained by far the most significant contributor. The Company derived most of its income from handling the movement of gateway and transshipment boxes. Value-added Services revenue, generally about a fifth of container revenue, increased in 2024, with certain commodities staying in the port longer than expected.

The container segment has by far the highest cost due to maintenance and repair for the fleet of Terminal Operating Equipment, which operates 24x7 throughout the year. Westports has a fleet of 66 Quay Cranes, 217 Rubber-Tyred Gantry Cranes, and 607 Terminal Tractor units.

	Cost Of Sales		
RM million	2024	2023	2022
Container	120	113	107
Conventional	21	14	19
Marine	14	14	16
Fuel	155	164	201
Electricity	54	59	49
Manpower	287	286	267
Depreciation	185	203	206
Operational Cost Of Sales	837	853	866
Construction	63	63	13
Total Cost Of Sales	901	916	879

The conventional segment also achieved a record throughput volume of 12.19 million MT, underpinned by increased project cargo, steel products, steel ingots, coils, soybean/maize, fertiliser, and crude palm oil-related products.

Marine revenue eased with fewer overall vessel calls in 2024. Container ships were lesser by 13%, but the boxes moved per ship increased by 16% to an average of 1.6k TEUs. Newer container ships are larger, and 28% of the vessels berthing at Westports have a Length Overall ("LOA") of more than 250 metres. The larger container ships also facilitate more boxes moved per vessel. Ships with a carrying capacity of 18,000-TEU and above contributed disproportionately larger TEUs handled by Westports.

Rental revenue increased notably with the higher sublease renewal rates, as the Company extended the concession agreement with the Government and the impact from adjustment under MFRS 16, an accounting standard for leases that front-loaded revenue recognition at the early phases of rental contracts.

The most negligible revenue is from construction activity, recorded under IC interpretation 12. The construction revenue for the year reflected the completion of the new Liquid Bulk Terminal 4A ("LBT4A") and monsoon drain rerouting to facilitate the WP2 container terminal expansion.

	Income Statement		
RM million	2024	2023	2022
Gross Profit	1,444	1,236	1,190
Other Income	12	31	8
Administrative Expenses	(32)	(28)	(47)
Other Expenses	(229)	(201)	(201)
Operating Profit	1,194	1,037	950
EBITDA	1,449	1,296	1,215
Finance Income	18	11	12
Finance Costs	(74)	(53)	(65)
Profit Before Tax	1,139	1,006	944
Taxation	(241)	(227)	(244)
Profit After Tax	898	779	700

Manpower was the highest operational cost but remained stable despite annual salary increments, bonus provisions, EPF contributions, allowances, and incentives due to a slight reduction in the overall headcount to just under 5,600 persons. Westports has practised paying above the minimum wage in the past, and the Company is doing the same in 2025 as the Government has established a higher National Minimum Wage of RM1,700 per month, effective from 1 February 2025.

Under the new concession agreement signed in December 2023, the useful life of existing concession assets was extended from 2054 to 2070, resulting in lower annual depreciation charges by 9%.

The removal of diesel subsidies by the Government in June 2024 did not affect Westports as the Company has been purchasing diesel at the unsubsidised price all these years. In fact, the overall fuel cost dropped due to a combination of a lower MOPS price and a stronger Ringgit, contributing to a lower cost per litre for diesel purchased by Westports. The electricity costs also eased with Tenaga Nasional's marginal downward revision in the Imbalance Cost Pass-Through (ICPT) charges and savings from using electricity derived from onsite renewable solar power installations.

	Cash Flow		
RM million	2024	2023	2022
Operating Profit Before Working Capital Changes	1,452	1,303	1,238
Net Cash From Operating Activities	1,291	995	899
Net Cash Used In Investing Activities	(584)	(213)	(184)
Net Cash Used In Financing Activities	(514)	(757)	(820)
Net Change In Cash & Cash Equivalents	194	25	(105)
Closing Balance	729	535	511

Other Income normalised in 2024 as there were non-recurrent recoveries for Quay Cranes and scrap proceeds from dismantled old cranes in the previous year. The Finance Income increased due to higher cash balances and short-term investments, which earned improved returns from the higher interest rate environment. In contrast, the increased Finance Cost reflected the higher finance costs arising from the added service concession obligation of RM1.9 billion under the new concession agreement. Total borrowings stood at RM1.080 million, with the total Sukuk redemption of RM125 million in 2024. The net gearing and gross debt-to-equity ratios were low and healthy at 0.10x and 0.30x, respectively.

The Share of Results of a Joint Venture is the 50% stake in Port Klang Cruise Terminal, which uses the Equity Method Accounting, it reported a slight loss due to a normalised number of cruise ships and passengers, higher professional fees and expenses as the company made preparations and studies before undertaking the proposed expansion, and adjustments arising from differences in audit timing and restatement for deferred tax liabilities.

The taxation amount was lesser for the year as the Company claimed Investment Tax Allowance (ITA) for the 99 units of terminal trucks purchased at the end of 2024. The Company's 10-year ITA is valid till 31 December 2031. At the bottom line, the Company reported a Profit After Tax of RM898 million.



## TCFD Index

The Task Force for Climate-related Financial Disclosures (TCFD) recommendations are designed to help companies disclose information about the risks and opportunities presented by climate change. Developed around four core elements – i.e. governance, strategy, risk management, and metrics and targets – the recommendations are intended to support communication about how a company is responding to change and the resilience of its strategies. Westports adopted reporting elements aligned with the TCFD recommendations in 2022, and 2024 marked the third year of reporting within this framework.

In October 2023, the IFRS Foundation took over monitoring the progress of companies' climate-related disclosures from TCFD. The IFRS Foundation's standards are developed by two standard-setting boards, the International Accounting Standards Board (IASB) and the International Sustainability Standards Board (ISSB). The ISSB, in turn, has issued its inaugural Sustainability Disclosure Standards — IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures.

The IFRS S1 and IFRS S2 integrate and build upon TCFD recommendations. Hence, the TCFD framework and recommendations remained an excellent foundation for a company preparing to apply the IFRS Sustainability Disclosure Standards. In December 2024, the Malaysian Stock Exchange (Bursa Malaysia Securities Berhad) amended its listing requirements to require main and ACE market participants to provide sustainability disclosures in line with the Malaysian National Sustainability Reporting Framework (NSRF) – the latter required the disclosure of sustainability-related information using IFRS S1 and IFRS S2.

Due to Westports' market capitalisation, the Company is considered one of the 'large main market listed issuers'. The sustainability reporting amendments will apply for the financial year ending on or after 31 December 2025 as the first of the three years of transition towards full adoption by the financial year ending on or after 31 December 2027.

### Governance

The Board of Directors has the ultimate oversight of the Company's environmental sustainability matters, including climate-related issues. The Board has empowered the Sustainability Committee ("SC") to perform this oversight role and report to the former on matters arising around climate-related risks and opportunities. The SC convened four times a year to receive reports and briefings from members of the Management Sustainability Committee ("MSC").

The MSC is the management committee that performs the management's role of supporting the impetus and initiatives to achieve sustainability goals. The MSC is responsible for driving and cascading down these principles and values throughout Westports so that sustainability becomes an integral and critical part of the Company's decision-making process and culture. Members of the MSC will also liaise and coordinate with the relevant departments to ensure the successful evaluation, planning and implementation of the selected sustainability initiatives.

### Strategy

The Company has identified two relevant and critical aspects of its climate-related disclosures. The first is how Westports will pivot towards net-zero GHG emissions by 2050, significantly Scope 1 emissions, and the second is whether the operational port facilities will be affected by climate-related risks.

In 2021, Westports appointed DHI, which collaborated with the Marine Ecosystems Research Centre ("EKOMAR") from Universiti Kebangsaan Malaysia (UKM), to identify critical potential climate-related risks to our operations comprehensively. The climate change assessment is for a timeframe of 60 years to 2080, with 2020 as a baseline period. The completed report and findings were uploaded to the Company's corporate website in 2022.

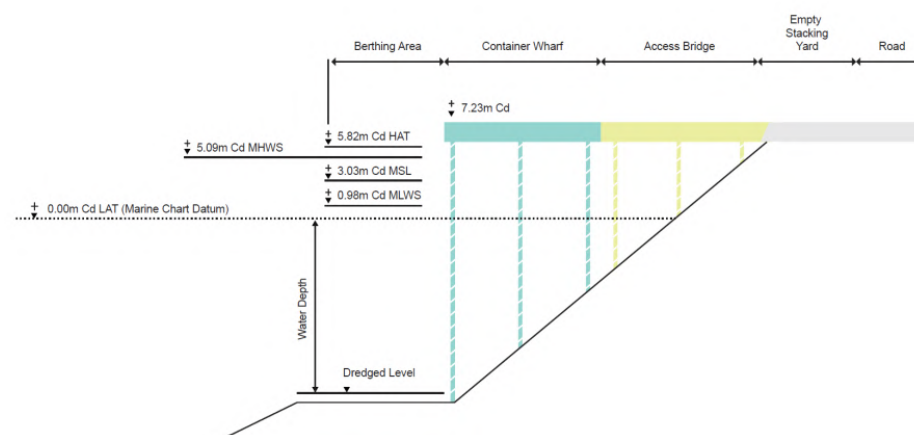
When the 2021 study was initiated and conducted, Westports had a concessionary right to operate the terminal until 2054. The concession period was well within the timeframe of the assessed climate change.

In December 2023, the Company extended the right to operate the terminal until 2082, when certain conditions per the agreement are fulfilled. Since the Company would consider climate-related risks and opportunities until the end of the concession period, Westports is assessing the need to conduct another comprehensive climate change evaluation study in 2025. An updated research would utilise more recent data input, newer international publications and improved forecasting models to provide an updated assessment of the potential risks and challenges. In the meantime, the following are key findings from the study conducted in 2021.

### Physical Risk

Physical risks are associated with climate change's physical impact, including event-driven effects and long-term shifts in climate patterns. Potential consequences include damage to our premises, disruption to operations and the associated supply chain, workforce, and health and safety issues. DHI and EKOMAR have evaluated six parameters that cover wind, water levels, waves, currents, rainfall, and air temperature over 60 years until 2080.

Only the water level increase, which would occur at the end of the study period, was assessed to have a significant impact under the worst scenario analysis of Representative Concentration Pathway (RCP) 8.5. The water level is projected to increase between 0.30 and 0.65 meters by 2080. Based on our current wharf design, the soffit of the berth deck slab has a freeboard of 0.80 meters above the Highest Astronomical Tide (HAT) water level. The assessment implies that there is still an air gap before the water levels inundate the soffit.



## TCFD Index

### Transitional Risk

Transitional risks are broadly defined as business-related risks that follow societal and economic shifts toward a low-carbon and more climate-friendly future. The four transition risks are discussed below.

#### (a) Policy and Regulatory:

Malaysia evaluated a carbon pricing mechanism, but the implementation date and carbon pricing amount are undetermined or yet to be publicly disclosed. Westports' detailed emissions disclosure and our internal carbon price are in the Sustainability Report 2024. Malaysia's regional countries, such as Singapore, Taiwan and Korea, already have a carbon tax mechanism.

Earlier, Bursa Malaysia's Listing requirements stipulated that a listed company must include climate change-related disclosures aligned with TCFD recommendations for the financial year ending on or after 31 December 2025. Westports adopted and commenced reporting aligned with these recommendations on 31 December 2022. The bourse has also introduced an ESG Reporting Platform for listed companies to commence data input of essential sustainability-related parameters in 2024. Subsequently, in December 2024, Bursa Malaysia amended its requirements to embrace disclosures aligning with IFRS S1 and IFRS S2.

#### (b) Technological Risks:

To attain Scope 1 operational net-zero carbon emissions by 2050, the Company initially planned a decarbonisation programme involving the most readily proven alternative to diesel-powered terminal operating equipment: shifting towards electrification and replacing fossil-fuel-powered units with electric equipment.

By the end of 2022, Westports purchased two units of autonomous electric terminal trucks to run the Proof-Of-Concept trial testing and assess their suitability for replacing the existing fleet of trucks. In 2023, Westports also commenced testing a different make of non-autonomous electric terminal trucks for operational and deployment suitability this alternative truck required human drivers. The trial testing assesses their real-life operational performance and suitability before widespread adoption and implementation. In 2024, the Company tested additional different makes of non-autonomous electric terminal trucks.

In addition to improvements and efficiency gains by electrified equipment, other technologies are evolving. Some industries are evaluating the feasibility of hydrogen-powered technology. As technical innovation advances, potential alternatives could emerge to compete with or complement electric units. The Company will need to continuously assess these options and the technological risks that arise thereof to balance the imperative of decarbonisation, operational performance, commercial viability, and financial requirements.

#### (c) Market Risks:

Some shippers in developed nations seek zero-emissions container shipping services. The supply chain, including shipping ports, could eventually need to accommodate this growing but still niche requirement. To remain a preferred transshipment hub and accommodate the nascent but growing preference, the Company has also been evaluating and assessing decarbonisation means as we still target Scope 1 net zero by 2050. However, the elevated inflationary pressures in developed countries in the last few years have led to more selective requests for carbon-neutral or net-zero shipping as consumers contend with higher living costs.

#### (d) Reputational Risks:

Institutional investors generally prefer to invest in listed entities with favourable ESG ratings and those compliant with TCFD or other prominent framework disclosures. Bank Negara has plans for industry-wide climate risk stress-testing exercise. Financial institutions have also commenced providing some incentives for green-related financing. Hence, without disclosure in compliance with TCFD or some key ESG frameworks, borrowers could potentially incur higher funding costs and be perceived with a less favourable reputational assessment.

### Risk Management

This component entails disclosing how a Company identifies, assesses, and manages climate-related risks.

Westports has incorporated physical and transitional risk elements into our Enterprise Risk Management and established the TCFD Risk Register. We have quantified the likelihood and impact based on the risk framework. The current risk has been assessed to be minimal, but the Company will evaluate this annually. A comprehensive climate change assessment will be conducted again, most likely in 2025, based on the latest Intergovernmental Panel on Climate Change ("IPCC") findings, weather data and climate modelling.

#### Metrics and Targets

Westports provides annual updates on its Scope 1, 2, and 3 GHG emissions and emissions intensity of various activities in our Sustainability Report 2024, available on our corporate website.

Westports has fine-tuned its commitment and will now target attaining Scope 1 operational net-zero carbon emissions by 2050. On a broader level, the Company will focus on emissions intensity reduction, measured by net CO<sub>2</sub>e per TEU. The chosen energy intensity metric is accompanied by a medium-term target of a 30% reduction in emission intensity by 2035 from the 2021 base year.

In the meantime, the Company's Scope 2 emissions improvement rate will depend on the final number of electrified equipment, operational electricity intensity and the national grid's emission factor. Nevertheless, we will target Scope 2's operational intensity measurement improvement to be at least better than the national grid's emission factor improvement with input from renewable energy and operational efficiency gains.

In 2024, Westports' Scope 1 and Scope 2 carbon emissions equivalent were 134,181 and 43,460 tonnes, respectively, while our Scope 3, including staff commuting to work, air travel for business trips, reefer and landed clients usage were 95,467 tonnes. Our Sustainability Report 2024 provides a more detailed and enhanced disclosure of Westports' parameters and reporting, including climate-related risks and opportunities, an update of our reassessment of the glide path, and our commitment to Scope 1 net zero by 2050.

## Risks Management

Risk management aims to provide a systematic methodology to identify, prioritise and manage risks. We integrate risk management into our business decision-making processes to anticipate better and address the potential risk posed, especially by the external environment, more effectively. We maintain a comprehensive risk register that the Company reviews quarterly with the Risk Management Committee, which comprises 3 Independent Directors. New potential risks are identified and included, if any, while less relevant or critical issues are either downgraded, upgraded or excluded from the risk register. The material risk items with a higher potential impact on our business are elaborated below, along with some key mitigation plans.

### 1. Westports expansion development cost

#### Impact

The high reclamation, dredging and construction costs of the WP2 container terminal expansion could adversely affect the Company's projected financial profitability.

#### Mitigation

- ❑ The Company curtailed the development cost by selecting an optimum number of berths during the design phase. The chosen layout also incorporated environmental considerations by minimising the potential adverse impacts.
- ❑ Westports' extended concession period facilitated a longer timeline and scope for cost recovery of the extensive development cost associated with the development of CT10 to CT17.
- ❑ Open tenders to local and foreign construction companies will allow the Company to select the most cost-competitive and optimum construction services required to manage the overall project development cost.

### 2. Changes to the port of call

#### Impact

Main Line Operators ("MLO") and vessel operators could change their port of call or omit the terminal due to schedule reliability management, service changes or blank sailings. These may adversely affect the Company's container volume and overall profitability.

#### Mitigation

- ❑ Westports' strengths are its productivity, modern facilities, IT capabilities, competitive port charges, and excellent responsiveness to customer requirements.
- ❑ Regular engagement with our clients facilitates proactive actions to ensure a sustained satisfactory level of customer service.
- ❑ Container freight rates fluctuate with global supply chain challenges and expectations of demand versus container capacity availability. However, MLO's operational and growing decarbonisation costs have remained high. Close collaboration with the MLO and vessel operators should ensure we support our clients as they mitigate these challenges while taking the opportunity to forge deeper partnerships with them.

### 3. Global trade slowdown

#### Impact

The global container volume is adversely affected by the broad and dramatic increase in tariffs by some major trading nations due to rising trade protectionism and subsequent retaliatory decisions.

### Mitigation

- ❑ This would require vigilant and close monitoring and the scrutiny of monthly rolling forecasts of financial position and operational performance to review and reduce capital expenditures if necessary and spend on a need-basis.
- ❑ Proactive engagement with clients and other external stakeholders to anticipate market conditions and changing volume trends and how to meet their needs amidst a challenging environment.
- ❑ Reduce the number of active terminal operating equipment deployed and allocate more resources to newer, more efficient equipment to reduce operational costs.

### 4. Higher funding cost

#### Impact

If interest rates remained significantly elevated for a prolonged period, the higher financing cost could trim the Company's expected overall financial returns from the extensive container terminal expansion programme.

#### Mitigation

- ❑ The Company will strive to maintain WMSB's AAA credit rating to ensure it can source the most competitive funds from the capital and debt markets.
- ❑ Existing debt covenants associated with the RM2 billion SMMTN and the new long-term RM5 billion SWMTN would be complied with.
- ❑ The RM5 billion SWMTN, perpetual tenure, has green features that align with sustainability objectives to support its long-term capital expenditure requirements.
- ❑ The Company will utilise short-term revolving facilities if funding rates are more attractive.

### 5. Fire or liquid spillage

#### Impact

Operational disruption, injury to the workforce and the associated financial implications

#### Mitigation

- ❑ There is continuous enforcement of all safety rules and regulations, especially at the Liquid Bulk Terminal, by our Port Police and Conventional Operations, with support from the landed clients.
- ❑ Westports conducts fire drills and training for the Port Police and EHS team.
- ❑ Surveillance audits and regular maintenance of all appliances and equipment are also required.



## Investor Relations Report

Westports is committed to maintaining a strong relationship with our investors. As in previous years, we regularly engage with our institutional investors, sell-side and buy-side equity analysts, and debt and rating analysts to keep them sufficiently updated with our operational and financial performance, prospects and the just-commenced container terminal expansion to facilitate an informed decision-making process about their investment in Westports. We also made ourselves available to have engagements with international ESG rating analysts and companies. The Executive Chairman, Group Managing Director, or Head of Investor Relations participated in these meetings.

### Quarterly Financial Results And Analyst Coverage

After Westports announces the quarterly results to Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company will disseminate the press releases and quarterly Investor Relations updates, following which a video conference call will be conducted. These sessions provide an instantaneously balanced and updated perspective of our operations, financial performance, expansion plans, and the Company's outlook.

To ensure consistent and transparent external communication, the presentation materials referred to during the quarterly briefings are available on our corporate website at [www.westportsholdings.com](http://www.westportsholdings.com). After releasing the announcement to Bursa Securities, we also emailed the exact documents to those on our contact list. SCRIPTS Asia Inc., a Japan Exchange Group company, also provide transcripts of our quarterly meetings to those who subscribe to their service. In 2024, 19 local and regional investment bank-based equity analysts provided active coverage of the Company.

### Meetings And Conferences

Westports conducted physical one-to-one meetings, group meetings, port tours, and selected visits to the operations of our landed clients for our stakeholders. Because of the ease of use, cost-effectiveness, widespread familiarity, and acceptance of virtual meetings, the Company has continued to complement physical meetings with online and video conferencing solutions. Virtual meetings also facilitated some short and more frequent engagement sessions with the financial community for brief updates on the Company.

We also engage more with foreign investors based abroad using virtual meetings compared to previous years. Compared to pre-pandemic years, we attended fewer physical on-site conference events. In some instances, physical on-site conference events have also facilitated a virtual presence, as the Company's representatives met the fund managers virtually. The Company's representatives also have various engagements with Bursa Malaysia, our stock exchange, as the latter enhances listing companies' convergence towards new listing requirements.

### Index Member

Westports retained its inclusion as a constituent of the FTSE4Good Bursa Malaysia Index, FTSE4Good Bursa Malaysia Shariah Index, and FTSE Bursa Malaysia Mid 70 Index in 2023. The Company is also a constituent in the Amsterdam-based Global Property Research's GPR Pure Infrastructure Index Series. Westports is the only listed entity offering investors direct exposure to the container operations at Port Klang. Given the Company's market capitalisation, it also indirectly becomes a designated representative company for Malaysia's transport and logistics sector.

### Dividend Policy

It is the policy of our Board of Directors ("Board") to recommend dividends to allow shareholders to participate in our profits while retaining adequate profits and reserves for our working capital requirements and capital expenditure to invest for future growth. The recommendation and declaration of dividends are subject to the discretion and approval of our Board. Our financial capacity to pay dividends or make other distributions to our shareholders will depend upon several factors, including:

- ❑ The level of our cash, gearing, return on equity and retained earnings;
- ❑ Expected financial performance;
- ❑ Projected levels of capital expenditure and future investment plans;
- ❑ Working capital requirements and
- ❑ Existing and future debt obligations.

Since the Company's Initial Public Offering in 2013, Westports has practised a dividend payout ratio of 75% of its consolidated profit attributable to equity holders and redistributed all the dividends it received from the subsidiary, Westports Malaysia Sdn Bhd ("WMSB"). The exception was in 2020, when the payout ratio was temporarily reduced to 60%, given the onset of a once-a-century pandemic and the potential financial uncertainties arising thereof. For the financial period 2024, the Company's results included its share of the results of a yet-to-remit dividend joint venture.

The dividend policy merely describes our Company's ongoing intention and shall not constitute a legally binding statement. The Company's future dividends are also subject to modification at the discretion of the Westports Board of Directors.

### Dividend Payment

For the financial year ended 31 December 2024, Westports has declared dividends amounting to RM673.5 million:

- ❑ 1st interim dividend of 8.89 sen per share amounting to RM303.1 million, paid on 21 August 2024; and
- ❑ 2nd interim dividend of 10.86 sen per share amounting to RM370.3 million, paid on 21 February 2025.

It represents a total payout of 19.75 sen per share, and Westports has redistributed all dividends it received.

### Shareholder Base

As of 31 December 2024, Westports had 4,884 shareholders accounts holding a total of 3.410 billion shares. Foreign shareholdings interest was 28.18%, which included South Port Investment Holdings Limited's shareholding of 23.55% in the Company.

### Credit Rating

Westports continued to exhibit strong operational performance, financial fundamentals and balance sheet strength.

RAM Rating Services Berhad ("RAM") has assigned a long-term AAA/stable rating to Westports Malaysia Sdn Bhd ("WMSB") RM2.0 billion SMMTN 2011/2031 in February 2021. In April 2024, RAM also assigned the same AAA/Stable rating to WMSB's new RM5.0 billion SWMTN. During the latest annual review conducted in November 2024, the credit rating agency reaffirmed the same and highest AAA/Stable for both Sukuk programmes.

## Corporate Responsibility

Westports is committed to its corporate responsibility efforts. We have close engagement with the community, workforce, and marketplace. We believe this also ensures the sustainability of our business operations and is one of the reasons for our success as Malaysia's primary gateway and transshipment port. We have produced a separate Sustainability Report 2024 to highlight our activities, primarily in Pulau Indah. This report can be downloaded from [www.westportsholdings.com](http://www.westportsholdings.com). The main CSR activities undertaken in 2024 are tabulated below.

Department	Area Of Focus	Quarter	Programme
Chairman Office	Climate Change	3	• Mangrove Planting @ Mangrove Point
	Poverty Eradication	3	• Visiting Warga Emas
CEO Office, M&R, Legal, Audit & CCD	Climate Change	1	• Mangrove Planting
Container	Community Development	1	• Gotong-royong @ Balai Raya Kg Sg Pinang • CSR Mega (Group C) @ Kg Asli
		2	• CSR Mega (Group A)
	Community Safety	3	• Gotong-royong @ Pangsapuri Samudera, Bandar Armada ( Group B)
	Community Development	3	• Gotong-royong @ Kg Teluk Nipah • Mega CSR Kampung Sg Kembong (Container D)
Engineering & M&R	Community Development	1	• Building Repair @ Surau Asy-syakirin
		2	• Building Repair @ Masjid Ar Raudhah @ Kg Sg Kembong
		3	• Maintenance for Futsal Court at Kg Teluk Nipah
Safety (EHS)	Community Safety	1	• Dengue Prevention Program (Gotong-royong)
		3	• Gotong-royong @ Pangsapuri Samudera, Bandar Armada
		4	• Dengue Prevention at Pangsapuri Sri Bayu
Finance	Enterprenuerial	1	• Marketing Online Business Platform
		4	• Enterprenuer Carnival
Clinic	Health	1	• Breast Screening Workshop
		3	• Health Talk @ SKPI • Health Talk @ SKPI 2 • Orbix Health Screening
IT	Employability	1	• PC Hardware and Software Maintenance Workshop (1, 2)
		2	• MS PowerPoint & Excel Workshop (1, 2, 3, 4, 5, 6, 7)
		3	• MS PowerPoint & Excel Workshop (8 & 9) • Programming With Mini Projects By Github Web Application
IR	Employability	4	• CFA Institute Research Challenge 2024/25

Department	Area Of Focus	Quarter	Programme
Marketing , Conventional, IR, DCEO, Commercial	Climate Change	1	• Mangrove Planting
		3	• Mangrove Planting @ Mangrove Point
		4	• Seaweed Planting • Mangrove Cleaning @ Sg Chandong
Planning	Community Development	1	• Classroom Transformation (1) SKPI • Civic Awareness And Practice of Moral Values In School @ SKPI
		2	• Classroom Transformation (2) SKPI • Civic Awareness And Practice of Moral Values In School @ SKPI
		3	• Classroom Transformation (Phase 1)
Security (Port Police)	Community Safety	1	• Awareness Talk on Crime And House Breaking
	Employability	2	• SMKPI Cadet Police Attachment @ Westports
	Community Safety	4	• Townhall Talk With PDRM & JBPM
Port Project	Community Development	3	• Repair Jetty @ Kg Sg Kembong
		4	• Repair Surau Jetty @ Kg Sg Kembong
PR	Poverty Eradication	1	• Assistance to Warga Emas/ Needy Families
		2	• Assistance to Warga Emas/ Needy Families
	Community Development	2	• Karaoke Competition
		3	• Drone Workshop Challenges
	Poverty Eradication	3	• Visiting Warga Emas • Warga Emas (August & September)
HR	Employability	4	• Warga Emas October, November & December
		1	• Awareness on Entry Requirements
		3	• Awareness on Entry Requirements (2nd Sessions) • Talk on Climate Change
		4	• Port Tour for SMK Pulau Indah • Zoo Negara Keeperku Program

## Corporate Governance Overview Statement

### Accountability Statements

The Board of Directors (“**the Board**”) of Westports Holdings Berhad (“**Westports**” or “**the Company**”) recognises the importance of good corporate governance and is committed to ensuring that good corporate governance is practiced throughout the Company and its subsidiary (“**the Group**”) with the ultimate objective of protecting and enhancing shareholders’ value and for long-term sustainable business prosperity and corporate accountability.

As required under the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), this Corporate Governance Overview Statement outlines on how the Company has applied the Principles and Practices to the extent of compliance with the recommendations of good corporate governance as set out in the Malaysian Code on Corporate Governance 2021 (“**MCCG**”) and the Corporate Governance Guide (4th Edition) throughout the financial year ended 31 December 2024 (“**the Year**” or “**2024**”) and up to the date of this Annual Report. This statement is to be read together with the Corporate Governance Report 2024 based on a prescribed format pursuant to Paragraph 15.25(2) of the Listing Requirements, which can be downloaded from Westports’ website at [www.westportsholdings.com](http://www.westportsholdings.com) or from Bursa Securities’ website.

The Corporate Governance Report provides the details on how the Company has applied each Principles and Step-Ups as set out in the MCCG during the year. Westports will continue to enhance its MCCG adoption and put in effort to adhere to all recommended best practices from time to time.

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS

#### I. BOARD ROLES AND RESPONSIBILITIES

##### Board’s Role

The Company continues to be led by an experienced and dynamic Board. It has a diversified and balanced composition with effective independent directors. The Board plays a pivotal role in the stewardship of the Group and ultimately enhancing shareholders’ value. To fulfil this role, the Board assumes the duties and responsibilities as set out in the Board Charter.

The Board is charged with leading and managing the Company in an effective and responsible manner. The Board’s role is to oversee and provide stewardship to the Company’s strategic direction to maximise shareholders’ value while Management manages the day-to-day operations of Westports in accordance with the direction and delegation of the Board. There is a clear division of functions between the Board and the Management to ensure that no single individual or group dominates the decision-making process.

The Board reserves for its decision a formal schedule of matters, which include approval of the following, to ensure that the direction and control of the Group is firmly in its hands:

- Conflict of interest or potential conflict of interest issues relating to a substantial shareholder or a Director including related party transactions;
- Material acquisitions and disposals of assets not in the ordinary course of business including significant capital expenditures;
- Strategic investments, mergers and acquisitions as well as corporate exercises;
- Authority levels;
- Treasury policies;
- Yearly and quarterly financial results;
- Risk management policies; and
- Key human resources issues.

The Board is supported by Board Committees with delegated responsibilities to oversee the Group’s affairs and authorise to act on behalf of the Board in accordance with their respective charters. Matters outside the scope of the formal schedule are decided by the Board Committees and the Management in accordance with delegated authorities approved by the Board. Management manages the day-to-day operations in accordance with a Policy on Delegation & Limits of Authority with clearly defined authority limits for capital expenditure, operating expenditure, contract awards, safeguarding of assets, business decision activities, segregation of duties and other significant transactions, among others. Defined authority limits continue to be closely monitored in response to prevailing market conditions.

All the Board Committees are actively engaged and act as oversight committees. They evaluate and recommend matters under their purview for the Board to consider and approve. The Board receives updates from the respective Chairperson of the Board Committees on matters that have been discussed and deliberated at the respective meetings.

The Company issued conflict of Interest policy on 2 February 2024. This Policy aims to ensure that conflict of interests are managed effectively, fostering transparency, integrity, accountability, and good governance across the Group.

##### Separation of Chairman and Group Managing Director

The Chairman of the Board, Datuk Ruben Emir Gnanalingam bin Abdullah plays an instrumental role in providing the Company with strong leadership and vision, leading the Board in its review of the Group’s strategies for sustainable growth. As the Board Chairman, Datuk Ruben Emir Gnanalingam bin Abdullah also promotes and leads the Group in its commitment to achieve and maintain high standards of corporate governance. He bears primary responsibility for the workings of the Board, by ensuring effectiveness in all aspects of its role including setting the agenda for Board meetings with input from Management, ensuring sufficient allocation of time for thorough discussion of key agenda items at Board meetings, promoting an open environment within the Boardroom for constructive debate, encouraging the Non-Executive Directors to speak freely and contribute effectively, and exercising control over the quality, quantity and timeliness of information flow between the Board and Management. At AGMs, he played a pivotal role in fostering constructive dialogue between shareholders, the Board and Management.



## Corporate Governance Overview Statement

### Accountability Statements

Following the passing of the late Tan Sri Datuk Gnanalingam A/L Gunanath Lingam, leadership transitioned seamlessly as Datuk Ruben Emir Gnanalingam bin Abdullah assumed the role of Executive Chairman and Group Managing Director (“GMD”) on 20 July 2023.

Datuk Ruben Emir Gnanalingam bin Abdullah has relinquished his GMD position to Mr Lee Mun Tat (“**Eddie Lee**”) and redesignated to Executive Chairman on 1 February 2025. The redesignation is to fulfill the practice of good corporate governance calls for the separation of the chairmanship and the highest executive role.

The Board has considered Datuk Ruben Emir Gnanalingam bin Abdullah’s role as an Executive Board Chairman due to his experience. Through the establishment of various Committees with power and authority to perform key functions without the undue influence from the Board Chairman, and the putting in place of internal controls for proper accountability and to allow for effective oversight by the Board of the Company’s business, the Board ensures that there is appropriate balance of power which allows the Board to exercise objective decision-making in the best interests of the Company.

Taking cognisance that the Board Chairman is an Executive Director and thus not independent, the Board has designated a Senior Independent Director who serves as a sounding board for the Board Chairman and also as an intermediary between the Non-Executive Directors or Independent Directors and the Board Chairman. The current Senior Independent Director is Mr Chan Soo Chee. The role of the Senior Independent Director is set out in the Board Charter, which have been approved by the Board.

Mr Eddie Lee, prior to his appointment as GMD, served as the Chief Executive Officer of Westports Malaysia Sdn Bhd, a wholly-owned subsidiary of the Company. In his role as GMD, he serves as the conduit between the Board and the Management in ensuring the success of the Group’s governance and management function. The GMD, is accountable to the Board for the achievement of the Group’s mission, vision and objectives. The GMD has the executive responsibility for the day-to-day operations of the Company and shall implement the policies, strategies and decisions adopted by the Board.

The Board is also of the view that the Chairman of the Board should not be involved in any Board Committees in order to ensure check and balance as well as objectivity will not be impaired or influenced by the Chairman of the Board who is also sitting on Board Committee(s). Therefore, our Chairman of the Board is not a member of any Board Committees since listing.

### Company Secretaries

The Board is supported by two (2) suitably qualified and competent Company Secretaries. The management team was represented by the Head of Corporate Secretarial Affairs. They play a vital role in advising the Board in relation to the Company’s Constitution, Board policies and procedures and compliance with the relevant regulatory requirements, codes or guidance and legislations. They also constantly keep themselves abreast of the evolving capital market environment, regulatory changes and developments in corporate governance by attending the relevant training programmes or conferences.

### Access to Information

The Directors have timely, full and unrestricted access to all information pertaining to the Group’s business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties effectively.

The Board is expected to meet at least four (4) times for each financial year, with additional meetings to be convened when necessary to review financial, operational and business performances.

Board meetings for each financial year are normally scheduled before the end of the preceding financial year and to be confirmed at the end of the preceding meeting.

### Board Meeting

The Board meetings are chaired by the Executive Chairman. The Executive Chairman leads the Board effectively and encourages contribution from all members to ensure a balance of power and authority.

Prior to every Board meeting, the Directors are furnished with an agenda and a set of meeting papers electronically at least fourteen (14) days before the Board meeting in order for them to study and evaluate in advance the matters to be discussed. In addition to that, the Board Committees meetings are always held between one (1) week to three (3) weeks earlier before the Board meetings to allow the Board Committees to have sufficient time and independence discussion on the subject matters prior to recommending to the Board for deliberation and approval. The minutes of the said Board Committee meetings are prepared on time and included in the same Board papers for better discussion and transparent.

### Supply of and Access to Information and Advice

During 2024, Board papers were circulated to the Board members in advance via board portal developed by the Company and this remains an ongoing priority to facilitate informed decision making. The Board papers contain both quantitative and qualitative information. The papers are presented in a manner which is concise and include comprehensive Management reports, minutes of meetings and proposal papers. This will enable the Directors to review, consider, and if necessary, obtain further information from the Management on the subject matter. The Management is responsible for providing the Board with the required information in an appropriate and timely manner. All proceedings of the Board and the Board Committees are minuted and signed by the respective Chairperson of the meetings.

Senior Management are requested to attend Board meetings to present and provide additional information on matters being discussed and to respond to any queries that the Directors may have. In the furtherance of its duties, the Board is also authorised to obtain at the Company’s expense, independent professional advice on specific matters, if necessary, to enable the Board to discharge its functions in the decision-making process.

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Notices on the closed period for trading in Westports are served to Directors and principal officers of the Group who are deemed to have privy to price-sensitive information of the Company for the applicable periods especially during the scheduled Board meetings to approve the quarterly financial results. This is to comply with the Listing Requirements where Directors and principal officers are prohibited from trading in securities based on price-sensitive information which have not been publicly announced within thirty (30) calendar days before the targeted date of announcement of the quarterly financial results up to the date of announcement.

In recognising the importance of sound and timely information flow to Board effectiveness, all announcements made to Bursa Securities will be circulated to all Directors on the day the announcements are released. Copies of Director's notices on changes of Director's interests and other directorships will also be given to the other Directors of the Company within the timeframe prescribed by the regulations.

### Board Charter

Westports has in place a Board Charter which serves as a reference point for Board activities and promotes high standards of corporate governance. It is designed to provide guidance and clarity for Directors and Management with regard to the role of the Board and its Committees, the requirement of the Directors in carrying out their stewardship role and in discharging their duties towards the Company as well as the Board's operating practices including matters reserved for the Board.

In accordance with the MCGG, Mr Chan Soo Chee who is the Chairman of the Nomination and Remuneration Committee ("NRC") is designated as the Board's Senior Independent Director. The Senior Independent Director, who acts as a sounding board for the Executive Chairman of the Board, acts as an intermediary for other Board members as well as acting as a point of contact for shareholders and other stakeholders where required.

The Board reviews its Board Charter periodically to keep abreast with the new changes in regulations and best practices.

The Board Charter is updated in accordance with the requirements of the Group and any new regulations that may have an impact on the discharge of the Board's responsibilities. The Board Charter was last reviewed and approved by the Board on 30 April 2024 to further strengthen the governance and management of the Company. The latest Board Charter is accessible on the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com).

### Code of Conduct and Business Ethics

The Board has formalised and adopted the Code of Ethics of Directors, which is based on the core principles of integrity, transparency, accountability and corporate social responsibility. The Code of Ethics of Directors enables the Board and each Director to focus on areas of ethical risk, provides guidance to Directors to help them recognise and deal with ethical issues, provides mechanisms to report unethical conducts and helps foster a culture of honesty and accountability. It also serves as an avenue for any Director to channel any suspected violations of the Code of Ethics of Directors to the Chairman of the Audit Committee ("AC"). Investigation will be carried out by the Board and appropriate action will be taken in the event of any violations of the Code of Ethics of Directors.

Besides, the Group also adopted a Code of Conduct which sets standards for the employees within the Group to promote honest and ethical conduct, including the ethical handling of actual or apparent conflict of interest between personal and professional relationships in the workplace and to observe applicable rules, regulations and local laws.

The Board and all employees are committed to observe the highest standards of personal and corporate integrity when dealing within the Group and with external parties.

### Anti-Corruption and Anti-Bribery Policy

The Board has adopted the Anti-Corruption and Anti-Bribery Policy to ensure that it has adequate procedures in place to prevent persons associated with the Group from undertaking corrupt conduct in relation to the business activities. On 31 January 2024, the Company had been certified with the Anti-Bribery Management System ISO 37001:2016 certification. It reinforces the commitment to Malaysian Anti-Corruption Commission and to the public on zero tolerance on Corruption and Bribery.

The said policy serves as control measure for the Group's employees and associated persons to act professionally, fairly and with integrity in all business dealings and relationships. The Group believes that robust risk management is an important element to mitigate bribery and corruption risks. Effective risk management enables the identification of emerging sustainability risks and the execution of action plans to minimise any identified risks. To this end, the Group will review the Group's anti-corruption and anti-bribery programme every two (2) years to assess the performance, efficiency and effectiveness of the Group's anti-corruption and anti-bribery processes and risk management system. The last review of the Anti-Corruption and Bribery Policy was on 30 April 2024.

### Vaccination and Immunisation Policy

The Board had on 28 January 2022 adopted Vaccination and Immunisation Policy. The policy provides a framework on vaccination against contagious diseases that threatens health and safety of employees and port users when such vaccines for the diseases are approved by the Ministry of Health.

### Whistle Blower Policy

In addition to the above, the Company's Whistle Blower Policy aims to maintain the highest level of corporate ethics within the Group. All employees of the Group have a professional responsibility to disclose any known malpractices or wrongdoings. The Board has the overall responsibility for overseeing the implementation of the policy. The whistleblowing reports related to corruption and bribery shall be made directly to the Company's Certified Integrity Officer at email address [integrity@westports.com.my](mailto:integrity@westports.com.my).

All other whistleblowing reports are addressed to the Chairman of the AC (for matters relating to financial reporting, unethical or illegal conduct) at email address [ac@westports.com.my](mailto:ac@westports.com.my) and the GMD, Chief Executive Officer ("CEO") or Head of Human Resource Department (for employment-related concerns).

The Code of Ethics of Directors, Code of Conduct, Anti-Corruption and Anti-Bribery Policy and Whistle Blower Policy can be found on the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com). All these policies were reviewed on 30 April 2024.

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### Sustainability

Westports acknowledges the importance of sustainability relating to environmental, social and governance ("ESG") including their risks and opportunities to or for our Group. Aside from the above policies, the Company has also implemented the Environmental Policy with the objective of protecting the environment while developing and running the business at the port.

The Company continuously and constantly communicates the targets and performances of the ESG to all the stakeholders of the Group regardless internally or externally. Sustainability Committee assisted the Board in discharging the duties relating to ESG. Detailed information pertaining to the sustainability of the Group can be found in the standalone Sustainability Report issued together with the Annual Report 2024 which is available on Bursa Securities and the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com).

To reinforce our commitment towards sustainability practice, the Company introduced nine (9) sustainability related policies on 2 February 2024. The policies are Water Management Policy, Child and Forced Labour Policy, Community Engagement Policy, Community Safety and Health Policy, Customer Safety and Health Policy, Data Privacy Policy, Land and Biodiversity Management Policy, Supplier ESG Compliance Policy and Waste Management Policy.

### BOARD COMPOSITION

Westports is led by a capable and experienced Board. During the year, the Board comprised thirteen (13) Directors, comprising the Executive Chairman, GMD, three (3) Non-Independent Non-Executive Directors, six (6) Independent Non-Executive Directors and two (2) Alternate Directors. The Independent Directors make up the majority of the composition of the Board. On 1 February 2025, Mr Eddie Lee was appointed as GMD.

The Board Charter provides that the Board should consist of qualified individuals with diverse experiences, backgrounds and perspectives. The Constitution of the Company provides a minimum of three (3) and a maximum of fifteen (15) Directors. The composition and size of the Board should be such that it facilitates the making of informed and critical decisions without limiting the level of individual participation, involvement and effectiveness.

The current Board composition comprises business leaders and professionals with port operations, marketing, risk management, finance, legal, information technology, project management, engineering, accounting, business valuation, sustainability and general experience in management. Together, the Directors bring a wide range of competencies, capabilities, technical skills and relevant business experience. This mix of skills and experience is vital for the successful direction of the Group. This combination of different professions and skills working together enables the Board to promote the interests of all shareholders and to govern our Group effectively.

The Company practices recruitment of Directors based on meritocracy. In the event two (2) candidates are of equal merit, other considerations such as diversity in respect of gender, ethnicity and age will be taken into account to aid the final selection process.

The Board welcomes the push for greater diversity in the boardroom which can provide a more diverse approach to business decision-making and the Company shared the view "that a diverse Board will enhance decision making by harnessing the variety of skills, industry and business experiences, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service, and other distinguishing qualities of the members of the Board."

As at the date of this report, there are five (5) female Board members, representing 45% of female representation on the Board, adopting MCCG's target to achieve at least 30% female representation on the Board. The Board maintains a strong record on Board diversity with a wide range of backgrounds and nationalities represented among the Board members. A brief description of the background of each Director is presented under the Profile of Directors of this Annual Report.

Ethnicity		Age		Gender	
Bumiputera	4	<50 years	2	Male	6
Malaysian Indian	3	50-59 years	4	Female	5
Malaysian Chinese	2	60-69 years	4		
Foreigners	2	>70 years	1		

\* Excluded two (2) alternate directors

### Board Committees

In discharging its fiduciary duties, the Board has delegated specific tasks to Board Committees. These Board Committees have the authority to examine particular issues and report to the Board on their proceedings and deliberations together with its recommendations. However, the ultimate responsibility for the final decision on all matters lies with the entire Board.

#### a. Audit Committee ("AC")

The AC assists the Board in its oversight of the Company's financial statements and reporting in fulfilling its fiduciary responsibilities relating to internal controls, financial and accounting records and policies as well as financial reporting practices of the Group.

The AC Charter is published on the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com).

More information on the AC and its activities for 2024 is contained on pages 49 to 51 of this Annual Report.



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### b. Nomination and Remuneration Committee (“NRC”)

The NRC comprises of three (3) Independent Non-Executive Directors as follows:-

Name of Director	Designation Held During Tenure In Office
Chan Soo Chee (Senior Independent Non-Executive Director)	Chairman
Tan Sri Dato’ Seri Mohd Khairul Adib bin Abd Rahman (Independent Non-Executive Director)	Member
Dato’ Tengku Marina binti Tunku Annuar (Independent Non-Executive Director)	Member

The duties and responsibilities of the NRC are set out in their respective Charters, which are published on the Company’s website at [www.westportsholdings.com](http://www.westportsholdings.com).

During the year, the NRC has undertaken the following activities:

- Conducted annual review of the structure, size and composition of the Board, including the balance of mix of skills, knowledge, experience, diversity in respect of age, gender and ethnicity as well as independence of the Independent Non-Executive Directors. The NRC also focused on having a balanced mix of skills, independence and diversity (including gender, ethnicity and age) to facilitate optimal decision-making by harnessing different insights and perspectives;
- Reviewed, considered and recommended the re-election of Directors at the forthcoming Annual General Meeting (“AGM”) pursuant to the Constitution of the Company and the Companies Act 2016, upon considering the necessary quality, character as well as integrity, competency and commitment in accordance with the Fit and Proper Policy;
- Reviewed the Board Evaluation Exercise process;
- Reviewed the key performance indicators for Executive Directors and Senior Management;
- Reviewed the training needs of the Directors;
- Reviewed and recommended the remuneration package of the Executive Chairman, GMD and CEO to the Board for approval;
- Reviewed and recommended the Non-Executive Directors’ fees and benefits to the Board subject to approval by shareholders at the AGM;
- Reviewed the terms of office and performance of the AC and each of its members in compliance with the Listing Requirements;
- Reviewed and recommended the redesignation of Executive Chairman and GMD to Executive Chairman, appointment of GMD, redesignation of Deputy CEO to CEO and appointment of director to our wholly owned subsidiary of the Company, Westports Malaysia Sdn Bhd, appointment of Acting Chief Financial Officer and change in organisation structure;
- Reviewed and recommended the remuneration package for promoted executive directors;
- Review and recommended the appointment of director to Port Klang Cruise Terminal Sdn Bhd and applicable directors fees;

I. Reviewed and recommended the following policies:-

- Nomination and Remuneration Committee Charter;
- Directors’ Assessment Policy;
- Directors’ Remuneration Policy;
- Succession Planning Policy;
- Fit and Proper Policy;
- Equal Employment Opportunity Policy;
- Sexual Harassment at the Workplace Policy; and
- Code of Ethics of Directors.

- Reviewed the matters discussed in People Matters Committee covering Succession Planning Framework, Remuneration Benchmarking, updates from Committees that reports to People Management Committee, Collective Agreement renewal, Manpower Budget for 2025, Performance Bonus for 2024, changes to Human Resources related policies and procedures; and changes to departments roles and responsibilities;
- Reviewed and endorsed new salary scheme for Executive and Non-Executive;
- Reviewed and endorsed salary structure policy; and
- Reviewed on the change of annual bonus and increment payout period.

### c. Risk Management Committee

The Risk Management Committee (“RMC”) comprises of two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director as follows:-

Name of Director	Designation Held During Tenure In Office
Shanthi Kandiah (Independent Non-Executive Director)	Chairperson
Ahmad Zubir bin Zahid (Independent Non-Executive Director)	Member
Diana Tung Wan LEE (Non-Independent Non-Executive Director)	Member

The primary functions of the RMC are to assist the Board in fulfilling its statutory and fiduciary responsibilities, including ensuring that the Company has in place a sound and robust risk management and internal control framework and also ensure that such framework has been effectively implemented to enhance the Company’s ability to achieve its strategic objectives.

The duties and responsibilities of the RMC are set out in the RMC Charter, which is published on the Company’s website at [www.westportsholdings.com](http://www.westportsholdings.com).

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During the year, the RMC has undertaken the following activities:

- a. Reviewed and recommended the Risk Register of the Group on a quarterly basis with deliberation on key risk items as disclosed in this Annual Report;
- b. Reviewed the progress of Westports 2;
- c. Reviewed the Group's achievement on medium-term business growth plan;
- d. Reviewed Crisis Management and Mitigation Plans;
- e. Reviewed the key Capital Expenditures and key Project updates;
- f. Reviewed the progress of SAP S4 Hana project;
- g. Reviewed and recommended the following policies:-
  - i. RMC Charter;
  - ii. Whistle Blower Policy; and
  - iii. Risk Management Policy.
- i. Reviewed and recommended the Anti-Bribery Management System Risk Register;
- j. Reviewed the amendments to Occupational Safety and Health Act (Amendment) 2022 the impact on our preparedness and compliance to this Act;
- k. Reviewed and recommended the registration of land lease agreement between Port Klang Authority and Westports Malaysia Sdn Bhd and land sublease between Westports Malaysia Sdn Bhd and landed clients pursuant to section 221 and 222 of National Land Code respectively; and
- l. Reviewed the updates from Management Risk Committee.

#### d. Sustainability Committee

The Sustainability Committee ("SC") comprises of three (3) Independent Non-Executive Directors as follows.

Name of Director	Designation Held During Tenure In Office
Datuk Siti Zauyah binti Md Desa (Independent Non-Executive Director)	Chairperson
Shanthi Kandiah (Independent Non-Executive Director)	Member
Dato' Tengku Marina binti Tunku Annuar (Independent Non-Executive Director)	Member

The primary functions of the SC are to assist the Board in reviewing policies and practices relating to ESG; and Sustainable practices in accordance with applicable laws.

The duties and responsibilities of the SC are set out in the SC Charter, which is published on the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com).

During the year, the SC has undertaken the following activities:

- a. Reviewed 2023 Sustainability Report;
- b. Reviewed the outcome on the proof of concept of autonomous truck projects and electric truck;
- c. Reviewed the feasibility study of Automatic and Electrified Rubber Tyre Gantry Crane;
- d. Reviewed and recommended the Corporate Green Power Agreement;
- e. Reviewed and recommended the operational Net-Zero carbon emissions Glidepath 2050;
- f. Reviewed the completed solar power Installation at Petikemas warehouse;
- g. Reviewed the Corporate Renewal Energy Supply Scheme proposals;
- h. Reviewed the updates from Management Sustainability Committee that covers papers consumption, update on solar projects, battery energy storage system, schedule waste and general waste monitoring, study on alternative energy, tree replanting, study on recycling cotton rags and gloves, study on leftover food, CSR activities, social impact of the CSR activities, diversity and inclusiveness, contractors' sustainability practices, security and safety; and
- i. Reviewed and recommended the following policies:-
  - i. Board Charter;
  - ii. SC Charter;
  - iii. Corporate Disclosure Policies and Procedures;
  - iv. Whistle Blower Policy;
  - v. Anti-Corruption and Anti-Bribery Policy;
  - vi. Code of Conduct;
  - vii. Green Port Policy; and
  - viii. Anti-Greenwashing Policy.

#### Board Independence

The Board recognises the significant contribution by the Independent Directors to the Company in bringing independent and objective judgement to the Board in decision making. The Board has a strong presence of nine (9) Non-Executive Directors, whereby six (6) of its members are Independent Directors, in compliance with the MCCG. The strong presence of a majority of Independent Directors provides effective check and balance in the functioning of the Board.

The six (6) Independent Directors are not substantial shareholder's representatives nor employees and there are no relationships or circumstances which are likely to affect, or could appear to affect, the Independent Directors' judgment.

They are tasked with ensuring there are checks and balances on the Board as they are able to provide unbiased and independent views in Board deliberations and decision making of the Board taking into account the interests of the Group and minority shareholders. The Independent Directors bring external perspectives through their diverse backgrounds and experiences, enabling them to put in place necessary checks and balances, contributing to Board's decision making. They are also engaged proactively with both the internal and external auditors. This is especially so for Ahmad Zubir bin Zahid who is the Chairman of the AC.

The Board Charter limits the tenure of the Independent Directors to a cumulative term of not more than nine (9) years.

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#### Assessment of Independent Directors

The Board, through the NRC, undertakes the independence assessment of all its Independent Directors which was carried out as part of the Board Assessment annually. The NRC and the Board reviewed the independence assessment results and are satisfied that all the Independent Directors meet the independence criteria prescribed by the Listing Requirements.

The Board opined that the Independent Directors continue to remain objective and independent in expressing their respective views and in participating in deliberations and decision-making of the Board and the Board Committees.

#### Board Appointment

The Board has delegated to its NRC with the responsibility to review and assess the proposed new Board nominees in terms of the appropriate balance of skills, expertise, attributes and core competencies before making any recommendation to the Board for approval. While the Board is responsible for the appointment of new Director, the NRC is charged with the role of screening and conducting initial selection based on the criteria and qualification as specified in the Board Charter, which include the following summarised criteria.

- ability to ask probing operational related questions and make informed business decisions;
- entrepreneurial talent;
- relevant experience in regional and/or international markets;
- education;
- high ethical standards;
- ability to devote sufficient time to fulfil his/her responsibilities as a Board and/or Board committee member; and
- total commitment in furthering the interests of shareholders and achievement of the Company's goals.

Following the amendments made to the Listing Requirements, the Board had on June 2022 adopted a Directors' Fit and Proper Policy which set out the approach, guidelines and procedures to ensure a formal, rigorous and transparent process is being adhered for the appointment, re-appointment and/or re-election of the Directors of the Company.

In evaluating the suitability of candidates for the Board, the NRC review the completed Fit and Proper Self-Declaration Form and ensure that the candidates possess the necessary background, skills, professional expertise and character. On 1 February 2025, a new Director was appointed to the Company.

At least one-third (1/3) of the Directors, including the Executive Chairman, are required to retire from office at least once in every three (3) years but shall be eligible for re-election. The Company's Constitution further provides that at least one-third (1/3) of the Board is subject to retirement by rotation at each AGM.

The NRC is also responsible to conduct the fit and proper assessments on the Directors who are due for retirement at the AGM. Based on the office period of the Directors since their last election and upon recommendation by the NRC, the Board is proposing the re-election of Mr Sing Chi IP, Dato' Tengku Marina binti Tunku Annuar and Encik Ahmad Zubir bin Zahid pursuant to Clause 115 of the Company's Constitution at the forthcoming Thirty Second (32nd) AGM and being eligible, they have offered themselves for re-election. The newly appointed Director, namely Mr Eddie Lee have sought for re-election pursuant to Clause 122 of the Company's Constitution at the forthcoming AGM.

To assist the shareholders in their decision, sufficient information such as personal profiles of the Directors standing for re-election are disclosed in the Profile of Directors of this Annual Report. The details of their interest in the securities of the Company are set out in the Analysis of Shareholdings of this Annual Report.

#### Fostering Commitment

Recognising the important responsibility of a Director towards the Board's success, the Board has incorporated time commitment as one of the appointment criteria for Directors whereby the candidate should have sufficient available time to be able to fulfil his or her responsibilities as a member of the Board and any of the Board Committees to which he or she may be appointed. The Board is satisfied with the level of commitment given by the Directors in carrying out their responsibilities which is evidenced by the attendance record of the Directors. The Board is also mindful of the importance of devoting sufficient time and effort to carry out their responsibilities and enhance their professional skills.

The Board considers that there is no need for a formal protocol for Directors to accept new directorships at this point in time as the number of directorships a Director can hold is restricted by Paragraph 15.06 of the Listing Requirements whereby the Directors are not allowed to hold more than five (5) directorships in public listed companies.

The Company has the practice of requiring its Directors to disclose and update his or her directorships in other companies as and when necessary at every Board meeting, and further, in cognisance of the criterion of substantial time devotion to the Company expected from each Director contained in the Company's annual Board Assessments as well as the time commitment clause enumerated in the Company's Board Charter; the Directors are mindful that they will serve on the boards of other companies only to the extent that such services do not detract from the Directors' ability to devote the necessary time and attention to the Company. The Board is satisfied that the external directorships of the Board members have not impaired their availability to provide sufficient time in discharging their roles and responsibilities effectively.

The Board is satisfied that each individual Director of Westports is committed to the Board and has a good attendance record for meetings for the year 2024. All Directors complied with the minimum attendance of at least 50% of Board meetings held in the financial period pursuant to the Listing Requirements. In addition, Board members are well prepared, having read the Board papers and all background materials before every Board meeting.



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The decisions made at Board meetings are mostly consensus. Additionally, the resolutions in writing duly signed by a majority of the Directors or their alternates shall be valid and effectual as if the resolution had been passed at Board meetings.

The table below shows the attendance record of the Directors for the meetings held during 2024.

Name of Director	Number of Board Meetings	
	Held during tenure in office	Attended
Datuk Ruben Emir Gnanalingam bin Abdullah <sup>(1)</sup> (Executive Chairman)	4	4
Sing Chi IP (Non-Independent Non-Executive Director)	4	4
Shanthi Kandiah (Independent Non-Executive Director)	4	3
Chan Soo Chee (Senior Independent Non-Executive Director)	4	4
Datuk Siti Zauyah binti Md Desa (Independent Non-Executive Director)	4	4
Ahmad Zubir bin Zahid (Independent Non-Executive Director)	4	4
Diana Tung Wan LEE (Non-Independent Non-Executive Director)	4	4
Tan Sri Dato' Seri Mohd Khairul Adib bin Abd Rahman (Independent Non-Executive Director)	4	4
Dato' Tengku Marina binti Tunku Annuar (Independent Non-Executive Director)	4	4
Shaline Gnanalingam (Non-Independent Non-Executive Director)	2	2
Lee Mun Tat <sup>(2)</sup> (Group Managing Director)	-	-

<sup>(1)</sup> Redesignated to Executive Chairman on 1 February 2025

<sup>(2)</sup> Appointed on 1 February 2025

### AC Meetings

Name of Director	Number of AC Meetings	
	Held during tenure in office	Attended
Ahmad Zubir bin Zahid – Chairman (Independent Non-Executive Director)	5	5
Chan Soo Chee (Senior Independent Non-Executive Director)	5	5
Datuk Siti Zauyah binti Md Desa (Independent Non-Executive Director)	5	5

### NRC Meetings

Name of Director	Number of NRC Meetings	
	Held during tenure in office	Attended
Chan Soo Chee – Chairman (Senior Independent Non-Executive Director)	5	5
Tan Sri Dato' Seri Mohd Khairul Adib bin Abd Rahman (Independent Non-Executive Director)	5	5
Dato' Tengku Marina binti Tunku Annuar (Independent Non-Executive Director)	5	5

### RMC Meetings

Name of Director	Number of RMC Meetings	
	Held during tenure in office	Attended
Shanthi Kandiah – Chairperson (Independent Non-Executive Director)	4	4
Ahmad Zubir bin Zahid (Independent Non-Executive Director)	4	4
Diana Tung Wan LEE (Non-Independent Non-Executive Director)	4	4

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### SC Meetings

Name of Director	Number of AC Meetings	
	Held during tenure in office	Attended
Datuk Siti Zaayah binti Md Desa – Chairperson (Independent Non-Executive Director)	4	4
Shanthi Kandiah (Independent Non-Executive Director)	4	4
Dato' Tengku Marina binti Tunku Annuar (Independent Non-Executive Director)	4	4

### Succession Planning

Succession planning for senior management below the Executive Board level is driven by the Executive Chairman. A review of senior management resources is carried out annually in conjunction with the annual remuneration review. We have in place a career development plan including succession planning at all levels of management. The annual management evaluation process is the key to performance improvement as well as the succession plan. The Company's Succession Planning Policy submitted by the Executive Chairman has been reviewed by the NRC and approved by the Board on 30 April 2024.

### Training & Development of Directors

The Board acknowledges that continuous education is vital for the Board members to gain insight into the state of economy, technological advances, regulatory updates and management strategies to enhance the Board's skills and knowledge in discharging its responsibilities. The Board encourages its members to participate in continuous education programmes by allocating certain training budget for the Directors every year.

The Board, through the NRC, reviews and assesses the training needs of the Directors and determines the area of training that he or she may require for personal development as a director to strengthen their contributions to the Board. Furthermore, the Directors from time to time visited the port to familiarise and to have a thorough understanding and insights of the Group's operation.

During 2024, all Board members had attended various training programmes, conferences, seminars and courses organised by regulatory authorities and professional bodies. The programmes in which members of the Board have participated were as follows:

Month	Training/Seminar	Presenter/Organiser
January 2024	Companies (Amendment) Act 2023	Companies Commission of Malaysia ("CCM")
February 2024	Certificate in Container Terminal Operations and Management	Lloyd's Maritime Academy
March 2024	IFRS S1 and S2: Are We Ready	Malaysian Institute of Certified Public Accountants ("MICPA")
	Assessing Potential Sukuk Default and Case Studies	Islamic Finance Research & Coaching Sdn Bhd
	Future proofing your business. What you need to know about the "S" in ESG	Asia School of Business ("ASB")
April 2024	Board Oversight of Climate Risks and Opportunities	Prof. Mak Yuen Teen and Dr Khoo Guan Seng, ASB
	Boardroom Dynamics in Climate Talks	Russell Reynolds Associates Singapore
	Engaging in Corporate Climate Advocacy: Developing an advocacy strategy (Online)	United Nations Global Compact
May 2024	What Amounts to a Conflict of Interest by Directors?	Khoo Guan Huat, ASB
	Is Your Organisation Ready for TNFD? How resilient is your business to Nature & Biodiversity loss?	Institute of Corporate Directors Malaysia ("ICDM")
	Climate Risk Disclosure - What do I need to report and where do I start	Raj EcoOnline
June 2024	Navigating the Updates on International Valuation Standards: Transforming Valuation Practices	Malaysian Institute of Accountants ("MIA")
	Auditing Accounting Estimates and Related Disclosures: Sharing Session with Valuation Experts	MIA
	Journey to Impact Small Giants Academy X Sfi Workshop	Danny Amalgor, Small Giant Academy
July 2024	1. Tackling Emerging Risks in the Maritime Industry 2. Clean Energy Outlook and Trends 3. Navigating Maritime Cybersecurity in the Digital Era 4. Overview of the Shipping Industry	MISC Berhad
	National Tax Conference 2024	Chartered Tax Institute of Malaysia
	Overview of HKEX's New Climate Requirements	Hong Kong Exchanges and Clearing Limited ("HKEX")
	Introducing the implementation guidance for climate disclosures under HKEX ESG reporting framework	PricewaterhouseCoopers ("PwC")
	ESG Academy webinar - Navigating Climate-related Disclosures	HKEX
	How is GenAI reshaping cybersecurity?	PwC
	Whistle Blowing Sister	Independent Commission Against Corruption of Hong Kong

## Corporate Governance Overview Statement

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Month	Training/Seminar	Presenter/Organiser
August 2024	Materiality in Financial Reporting	MICPA
	IVAS-IVSC Business Valuation Conference 2024	Institute of Valuers and Appraisers, Singapore
	Insights Across Borders: Thriving in the Bermuda Triangle of Technology, Risk and Talent	ICDM
	People & Culture Conference 2024	Malaysian Institute of Development for Professionals
	E-Invoicing implications and Considerations for Company Directors	Deloitte
September 2024	Board's Role in Value Creation	ASB
	Valuation Conference 2024	Institute of Chartered Accountants in England and Wales
	Distinguished Board Leadership Series 2024: Digital Transformation in World's Best Bank	ASB
	National Climate Governance Summit 2024	Climate Governance Malaysia
	Cybersecurity Oversight: Board Responsibilities in Light of the Cybersecurity Bill 2024 (Online)	KPMG Malaysia
October 2024	MICPA-CAANZ Conference 2024: Creating Value in Sustainability	MICPA
	Cessation of Companies	CCM
	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	ICDM
	Business Valuation Conference 2024	Chartered Accountants Australia and New Zealand
	Addressing the Audit Oversight Board's Common Inspection Findings: Valuation and Accounting Estimates	MICPA
	Directors' Interest in Contracts and Conflicts of Interests	MIA
	2040 : Baseline, Boom, or Bust	Global Business Travel Association, CWT
	Khazanah Megatrends Forum 2024	Khazanah Nasional
	1. Pathways towards Decarbonisation: Strategies and Sustainable Practices for the Energy Industry	MISC Berhad
	2. Overview of the International Sustainability Standards Board (ISSB) IFRS S1 & S2 (International Sustainability Disclosure Standards)	
November 2024	KPMG Symposium: Beyond ESG	KPMG Malaysia
	Utilising Big Data to Determine Market Absorption Possibilities	Urban Metry
	Container Shipping Market Outlook 2025	Liner Research Services
	Lessons and Insights on Corporate Rescue Mechanisms	Bar Council
	2024 Litigation in Valuation Conference	American Society of Appraisers
	Sustainability deep-dive: Scope 3	PETRONAS

Month	Training/Seminar	Presenter/Organiser
December 2024	Business Valuation Forum 2024	MIA
	Navigating Sustainability Reporting: Insights on NSRF, IFRS S1 and S2	Association of Chartered Certified Accountants
	Green@Work Leadership Summit	ASB
	Key Amendments to the Occupational Safety and Health (Amendment) Act 2022	SP Setia

The Company Secretaries keep the Directors informed of the relevant external training programmes. The Company Secretaries also circulate relevant guidelines on statutory and regulatory requirements from time to time for the Board's references and brief the Board on the necessary updates at Board meetings.

### Board Assessments

The NRC is tasked to assist the Board in carrying out the annual assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution or performance of each individual Director. The NRC also assists the Board in assessing the independence of the Independent Directors annually (all the abovementioned assessments are collectively referred to as the "Board Assessments"). The Board Assessments are aimed to improve the Board's effectiveness as well as to draw the Board's attention to key areas that need to be addressed in order for the Board and individual Directors to maintain its significance. The Board Assessments consist of the following:-

- Board and Board Committees evaluation;
- Assessment of character, experience, integrity, competence and time commitment Directors;
- Assessment on mix of skill and experience; and
- Evaluation of level of independence of an Independent Director.

To facilitate the Board Assessments, a set of questionnaires are developed based on the criteria stipulated in the Directors' Assessment Policy as well as Corporate Governance Guide (4th Edition). The set of questionnaires were carried out on self and peer assessment basis which assesses the effectiveness of the Board as a whole, Board Committees, Chairman and individual Directors. The results of the assessment were tabled to the NRC for review and comments which were subsequently briefed to the Board. All assessments and evaluations carried out are properly documented. The results are presented to the NRC had on 6 January 2025 and the NRC has subsequently assessed the performance of the Board as a whole and its board committees for the period from 1 January 2024 to 31 December 2024.

In considering independence, the Board through the NRC conducts an annual review on the level of independence of each Independent Director to ensure that there are independent elements that fit the Company's objectives, strategic goals and comply with the Listing Requirements.

The results and recommendations from the evaluation of the Board and Committees are presented to the Board for full consideration and action. The Board was comfortable with the outcome and that the skills and experience of the current Directors satisfy the requirements of the skills matrix and that the Executive Chairman possesses the leadership to safeguard the stakeholders' interest and ensure the Group's profitable performance.

## Corporate Governance Overview Statement

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### REMUNERATION

#### Directors' Remuneration

The Company has in place a Directors' Remuneration Policy which sets out the criteria applied in recommending the remuneration package of the Directors of the Group, recommending the remuneration package of the Directors of the Group. The objective of this policy is to help attract, recruit, retain and reward high performing, experienced and qualified Directors and Senior Management by providing remuneration commensurate with the responsibilities of their positions and their contributions, be competitive in the industry, and encourage value creation for the Company by aligning the interests of Directors with the long term interests of shareholders. In its deliberation of remuneration level and mix, the NRC takes into consideration industry practices and benchmarks against relevant industry players as well as comparable positional responsibilities to ensure remuneration practices are competitive.

The determination of Directors' remuneration is a matter deliberated by the NRC and approved by the Board as whole. The Non-Executive Directors concerned abstain from the discussion of their own remuneration. In recommending the proposed Directors' fees, the NRC takes into consideration the qualification, duty and responsibility, and contribution required from a Director in view of the Group's complexity, and also the market rate among the industry.

The Non-Executive Directors are paid fixed annual directors' fees as members of the Board which are approved by the Company's shareholders at the AGM. The Non-Executive Directors are also paid an attendance allowance for each Board and Board Committee meeting that they attend. Below are the remuneration to Non-Executive Directors and the meeting allowance.

Non-Executive Directors Fee	RM120,000 per annum each
Chairman/Chairperson of AC, NRC, RMC and SC	RM80,000 per annum each
Members of AC, NRC, RMC and SC	RM60,000 per annum each

Board members will receive meeting attendance allowance of RM500 for each local meeting and RM1,000 for each overseas meeting.

The NRC also recommends to the Board the remuneration packages of Executive Directors and it is the responsibility of the Board to approve the remuneration package of Executive Directors. In evaluating the Executive Chairman's, GMD's and CEO's remuneration, the NRC takes into account the Group's financial performance and performance on a range of non-financial factors which reflects the level of risk, responsibility, as well as performance of the Company and the industry norm including elements of sustainability. The Executive Chairman, GMD and CEO are being paid at the subsidiary level and in line with the Group's general remuneration policy for its Senior Management. Their remunerations are structured so as to link rewards to Group and individual performance.

The details of Directors' remuneration (including benefits-in-kind) from the Company and Group respectively are as follows:-

Note	Particulars	Directors Fees & Allowance		Board Committee Fees	Salary	Bonus	BIK Note 6	Others Note 7	Total
		Group	Company	Company	Group	Group	Group	Group	
	All figures in thousands								
<b>Non-Executive Director</b>									
	Ahmad Zubir Bin Zahid		129	140					269
	Chan Soo Chee		130	140					270
	Shanthi Kandiah		128	140					268
	Datuk Siti Zauyah Binti Md Desa		129	140					169
<sup>1</sup>	Sing Chi IP	125	126						251
	Shaline Gnanalingam		125						125
<sup>2</sup>	Diana Tung Wan LEE		127	60					187
	Tan Sri Dato' Seri Mohd Khairul Adib bin Abd Rahman		127	60					187
	Dato' Tengku Marina binti Tunku Annuar		129	120					249
<sup>3</sup>	John Stephen Ashworth	125							125
<sup>4</sup>	Mohammad Reezal Bin Ahmad	83							83
<sup>5</sup>	Ibrahim bin Abdullah	43							43
	Andy Wing Kit Tsoi								-
	Sub-Total	376	1,150	800	-	-	-	-	2,326
<b>Executive Director</b>									
	Datuk Ruben Emir Gnanalingam bin Abdullah	3	4		3,240	1,250	326	723	5,546
	Lee Mun Tat	4			1,200	450	34	260	1,948
	Sub-Total	7	4	-	4,440	1,700	360	983	7,494
	<b>Grand Total</b>	383	1,154	800	4,440	1,700	360	983	9,820

Note - remuneration prorated up to Directors appointment or resignation

<sup>1,2,3</sup> Remuneration paid to South Port Investments Holdings Limited

<sup>4</sup> Resigned on 2 September 2024

<sup>5</sup> Appointment on 2 September 2024

<sup>6</sup> Benefits in kind refer to driver, car and fuel, club membership and security services provided

<sup>7</sup> Others refer employee provident funds paid



## Corporate Governance Overview Statement

### Accountability Statements

The aggregate remuneration of the Company's Senior Management Team in respective bands of RM50,000 for the financial year 2024 are as follows:-

Management (RM)	No. of Senior Management
350,000 - 400,000	3
500,000 - 550,000	1
900,000 - 950,000	1
Total	5

Although MCCG had stipulated that the Company should disclose on a named basis the top five (5) Senior Management's detailed remuneration, the Board believes that disclosure in such detail may be prejudicial to the business interest of the Group given the highly competitive environment it is operating in as well as competitive pressure in the talent market.

### PRINCIPLE B EFFECTIVE AUDIT AND RISK MANAGEMENT

#### I. AC

##### Composition

The AC assists the Board in its oversight of the Company's financial statements and reporting in fulfilling its fiduciary responsibilities relating to internal controls, financial and accounting records and policies as well as financial reporting practices of the Group. The Chairman of the AC is not the Chairman of the Board.

The AC Charter requires a former audit partner to observe a cooling off period of at least three (3) years before being appointed as a member of the AC.

The AC members possess a wide range of necessary skills to discharge their duties effectively. All the AC members are financially literate and able to understand matters under the purview of AC including the financial reporting standards. The AC members had attended relevant professional training during the year that will continue to keep themselves abreast of the relevant developments in accounting and auditing standards, practices and rules as set out in this Corporate Governance Overview Statement on pages 38 to 39.

More information on the AC and its activities for 2024 is contained on pages 49 to 51 of this Annual Report.

### Financial Reporting

The Board aims to provide and present a clear, balanced and comprehensive assessment of the Group's financial performance and prospects at the end of the financial year, primarily through the annual financial statements, quarterly announcement of results to shareholders and the Executive Chairman's message, GMD's message, Operational Review, Financial Review and our Value Creation Model in the Annual Report. The Board is assisted by the AC to oversee the Group's financial reporting processes and the quality of its financial reporting.

The quarterly financial results and audited financial statements are reviewed by the AC to ensure compliance with the applicable financial reporting standards and are approved by the Board before being released to Bursa Securities.

### External Auditors

The AC and Board place great emphasis on the objectivity and independence of the external auditors in providing a true and fair report to the shareholders. The Board, through its AC, maintains a transparent relationship with its external auditors, Deloitte PLT. The AC is empowered to communicate directly with the external auditors and vice versa.

The external auditors also have direct access to the AC to highlight any issues of concern at any point in time. It is a policy of the AC to meet with the external auditors at least twice a year without the presence of the Executive Directors and Management to discuss on audit findings, audit plans and the Company's financial statements. The AC Charter provides procedures to assess the suitability, objectivity and independence of the external auditor.

The AC discusses with the external auditors periodically on the nature and scope of audits and reporting obligations before the audit commences, and seeks their professional advice to ensure that accounting standards are complied with. The AC also ensures that the Management provides timely responses on all material queries raised by the external auditors after the audit in respect of the accounting records, financial statements or systems of control.

In safeguarding and supporting external auditors' independence and objectivities, the AC has adopted in its AC Charter, the External Auditors' assessment which sets out the assessment of external auditors, basic principles and the prohibition of non-audit services and the approval process for the provision of non-audit services.

With respect to the appointment or re-appointment of external auditors, the AC is accorded with the responsibility to review the suitability and independence of the external auditors before appropriate recommendation is made to the Board and shareholders. In assessing the suitability and independence of the external auditors for 2024, the AC received a confirmation in writing from the external auditors that they were and had been independent during the year in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.

The Board considers the declaration of independence, integrity and objectivity made by the external auditors in their Audit Report for 2024 as adequate to serve as an assurance from the external auditors on their independence and integrity throughout the conduct of their audit engagement.

## Corporate Governance Overview Statement

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### II. RISK MANAGEMENT AND INTERNAL CONTROLS FRAMEWORK

#### Risk Management and Internal Control Framework

The ultimate responsibility for ensuring a sound and effective internal control framework lies with the Board. The Board sets policies and procedures for internal control and oversees that the implementation of the internal control system is properly carried out by the Management to safeguard shareholders' investments and the Company's assets. The oversight of the Group and Company's risk management framework and policies is also embedded in the RMC Charter.

The Board concluded that the risk management and internal control framework of the Group is generally adequate and effective for 2024. Further details of the Group and Company risk management and internal controls framework are as set out in the Statement on Risk Management and Internal Control on pages 45 to 48 of this Annual Report.

#### Internal Audit Function

The Internal Audit Department is an integral part of the Group's internal control system, with the function reporting directly to the AC and administratively to the Executive Chairman. The primary role is to provide independent, objective assurance and consulting services designed to add value and improve the operations in the Group.

An annual assessment on the performance of Internal Audit was conducted by AC on 16 January 2025 and the AC was satisfied with the performance of the Internal Auditor for 2024.

Further details of Internal Audit are set out on page 51 of this Annual Report.

### PRINCIPLE C INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

#### I. ENGAGEMENT WITH STAKEHOLDERS

##### Timely and High Quality Disclosure

In Westports, we believe that it is important to achieve corporate accountability by disclosing timely and appropriate information to our stakeholders. In this regard, the Board has established and adopted the Corporate Disclosure Policy and Procedures. The policy aims to promote a high standard of integrity and transparency through timely, accurate, quality and full disclosure.

We continue to actively embrace timeliness and quality in our disclosures. As shown below, the Company's Annual Report was issued earlier than the statutorily required date and the Company's quarterly results continued to be published ahead of the mandatory requirement so that shareholders can avail themselves to financial information earlier.

2024 Annual Report			
	Issued	Requirement	Ahead By
2024 Annual Report	4 April 2025	30 April 2025	26 Days

2024 Quarterly Results			
	Announced	Requirement	Ahead By
First Quarter 2024	02 May 2024	31 May 2024	29 Days
Second Quarter 2024	26 July 2024	31 August 2024	36 Days
Third Quarter 2024	8 November 2024	30 November 2024	22 Days
Fourth Quarter 2024	23 January 2025	28 February 2025	36 Days

Westports strives to develop an effective Investor Relations programme and strategy to communicate the corporate vision, strategies, developments, financial plan and prospects to investors, shareholders and other stakeholders fairly and accurately and to obtain feedback from them. The Company's Executive Chairman have been appointed as the spokesperson to communicate with the audience and to respond accordingly to queries that may arise.

In disseminating the corporate information and disclosure, Westports has made use of a broad range of communication channels, which includes but is not limited to, the electronic facilities provided by Bursa Securities, press releases, letters to shareholders, the Company's website, e-mails, investors/news conferences, road shows/events and general meetings of the Company.

Westports recognises the need for and importance of leveraging on information technology in communicating with its shareholders and stakeholders efficiently and effectively. All timely disclosures and material information are published and retained in the Company's website, such as the Company's Annual Report, Sustainability Report, CSR Report, quarterly financial results, announcements to Bursa Securities, press releases etc. In addition, the contact details of the Company's designated persons are listed in the Company's website to enable the public to forward their queries to or request information from the Company.

The Company also organises quarterly briefings and conference calls to fund managers, institutional investors, investment analysts and the media upon the announcement of the Company's quarterly financial results to keep the interested public updated on the progress and development of the business and prospects of the Company.

## Corporate Governance Overview Statement

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### Strengthening Relationship with Stakeholders

Westports has been transparent and accountable to its shareholders and recognises the importance of timely dissemination of information to shareholders. The Board is committed to ensure that the shareholders are well informed of major developments of the Group and the information is communicated to them through the following channels:-

- the Company's Annual Report;
- various disclosures and announcements to Bursa Securities including quarterly financial results;
- press releases and announcements to Bursa Securities and to the media;
- dialogues and presentations at general meetings to provide overview and clear rationale with regards to the proposals tabled for approval by shareholders; and
- investor relations section on the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com).

Material price sensitive and other pertinent information are simultaneously disseminated to Bursa Securities, and where relevant, the press.

In addition to general meetings, shareholders and the interested public are also welcomed to raise their queries at any time through the designated person listed in the Company's website or to the Executive Chairman.

The Company has established a corporate website including the creation of an Investor Relations web portal to reach out to current and potential investors. The website is regarded by the Company as an important source of information on the Group, including press releases, quarterly and year-end financial results presentations, documentation of policies and other shareholder communication (such as Notice of AGM, all announcements released by the Company to the Bursa Securities, and so forth).

The Company's website continues to be developed and updated to ensure it remains a principal source of information on the Group and its activities. Details of the Company's engagement with investors are reported in the Investor Relations Report pages 28 of this Annual Report.

## II. CONDUCT OF GENERAL MEETINGS

The AGM and any general meeting of the Company serves as the principal forum for shareholders to have direct access to the Board and provides the opportunity for shareholders to raise questions pertaining to issues related to the Annual Report, Audited Financial Statements, corporate developments, resolutions being proposed, and the businesses of the Group.

The Company had its AGM entirely via remote participation and electronic voting. This is in accordance to Section 327 of the Companies Act 2016 and Clause 81 of the Company's Constitution which allows for General Meetings to be held using any technology or electronic means.

Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via 'live' audio-visual webcast), submission of questions to the Chairman of the Meeting in advance of the 2023 AGM, addressing of substantial and relevant questions prior to the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, were put in place for the 2023 AGM.

During the AGM, the GMD presented the Company's performance and highlighted salient items to the shareholders. The Board also encourages participation from shareholders by having question and answer session during the AGM (inclusive of the Chairman/Chairperson of the Board, AC, NRC, RMC and SC) were available to provide meaningful responses to queries raised. All our Directors attended the virtual AGM and meeting participants participated the meeting remotely. Shareholders had direct access to the Board during the AGM proceedings and to participate in the question-and-answer session (via typed-text) on the resolutions being proposed or on the Group's operations in general. Shareholders who are unable to participate in the virtual AGM are allowed to appoint proxies to participate and vote on their behalf in accordance with the Company's Constitution. The GMD, Board members in attendance and the external auditors, if so required, will endeavour to respond to shareholders' questions during the meeting. All questions posed by shareholders during the AGM were well attended by the Board and/or the Senior Management.

Proper notices of AGM or any general meeting are at all times despatched to the shareholders at least 21 days prior to the meetings, unless otherwise required by law, in order to provide sufficient time for shareholders to understand and evaluate the subject matter. Notwithstanding that, MCCG strongly advised that the notice of AGM should be given to the shareholders at least 28 days prior to the meeting. The Notice convening the 2024 AGM was issued to shareholders on 26 March 2024, which was 35 days from the date of meeting. Each item of special business included in the notice of the meeting is accompanied by a full explanatory statement for the proposed resolution to facilitate better understanding and evaluation of issues involved.

During the 2024 AGM, in line with Listing Requirements, all resolutions were voted via electronic poll voting. Leveraging on information technology or effective meeting procedures, an electronic poll voting system was put in place whereby all shareholders of the Company participated in the polling procedure. An independent scrutineer was appointed to validate the poll results. Voting results of the general meetings are also announced instantaneously by being displayed on the screen to shareholders/ proxies after each resolution is put to vote. The decision of each resolution put to poll as well as the name of the independent scrutineer were announced to Bursa Securities on the same day as the AGM.

The 2024 AGM's minutes, presentation slides and responses to questions raised by Minority Shareholder Watchdog Group (MSWG) and shareholders were published on the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com).

### FUTURE PRIORITIES

The Board is satisfied that the Group has maintained high standards of corporate governance and strived to achieve the highest level of integrity and ethical standard, in all its business dealings. Moving forward, the Board will continue to operationalise and improve the Company's corporate governance practices and instil a risk and governance awareness culture and mindset throughout the organisation in the best interest of all stakeholders.

The areas to be prioritised would be those principles which have not adopted by the Company as disclosed in the Corporate Governance Report 2024.

This Corporate Governance Overview Statement was approved by the Board of Directors via resolution dated 2 April 2025.

## Corporate Governance Overview Statement

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### DIRECTORS' RESPONSIBILITY STATEMENT IN RESPECT OF THE PREPARATION OF ANNUAL AUDITED STATEMENT

The Directors are required by the Companies Act 2016, to state whether, in their opinion, the Group and Company's financial statements for the financial year are drawn up in accordance with approved accounting standards, i.e. Malaysian Financial Reporting Standards and International Financial Reporting Standards, Listing Requirements and Companies Act 2016 so as to provide a true and fair view of the Group and Company's financial position and performance for the financial year.

Towards this, the Directors ensure that relevant accounting policies have been used and applied consistently and that reasonable and prudent judgments and estimates have been made, in the preparation of financial statements. The Directors also ensure that applicable approved accounting standards have been followed and that proper accounting records are being kept so as to enable disclosure of the Group's and Company's financial position in compliance with laws and regulations.

The Board is satisfied that in preparing the financial statements of the Company and the Group as at 31 December 2024, the Company and the Group have used appropriate accounting policies and applied them consistently and prudently.

This section has been intentionally left blank.



# Statement On Risk Management And Internal Control

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## INTRODUCTION

The Board of Westports Holdings Berhad sets out below its Statement on Risk Management and Internal Control for the year in line with Paragraph 15.26(b) and Practice Note 9 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the Statement on Risk Management and Internal Control: Guidelines for Directors of Public Listed Issuers issued by Bursa Securities.

The risk management functions and internal control functions have been assigned to the Risk Management Committee ("**RMC**") and Audit Committee ("**AC**"), respectively to allow for better focus on the key areas of responsibility.

## BOARD'S RESPONSIBILITY

The Board is fully responsible and accountable for the governance of the Group's risk management and internal control. It acknowledges that a controlled environment and a framework that is conducive are necessary to achieve a sound system of risk management and internal control. The Board has delegated its authority and empowered the RMC and AC to oversee the implementation of a system of risk management and internal control within the Group.

The Board acknowledges that the risk management and internal control systems are designed to manage, rather than eliminate risks that hinder the Group from achieving its goals and objectives. The Board wishes to state that all these risk controls and mitigation can only provide reasonable but not absolute assurance against material misstatement, operational failures, fraud and losses.

The Board is pleased to disclose that there is an on-going comprehensive and systematic process in place for identifying, evaluating and managing the diverse array risks faced by the Group throughout the financial year under review. This process includes ongoing enhancements and regular reviews of risk management and internal control systems, ensuring their alignment with the evolving business environment or regulatory guidelines.

The Board has received assurance from the Executive Chairman and Group Managing Director that the Group's risk management and internal control systems are operating adequately and effectively, in all material aspects, based on the risk management model adopted by the Group.

## MANAGEMENT'S RESPONSIBILITY

Management is responsible for implementing the Group's policies and procedures on risk management and internal control to identify, evaluate, measure, monitor and report on risks as well as the effectiveness of the internal control systems, taking appropriate remedial actions as required. Its roles include:-

- Identifying and evaluating the risks relevant to the Group's business, and the achievement of business objectives and strategies;
- Formulating relevant policies and procedures to manage these risks in accordance with the Group's strategic vision and overall risk appetite;

- Designing, implementing and monitoring the effective implementation of the risk management and internal control system;
- Implementing the policies approved by the Board;
- Implementing remedial actions to address the control design gaps and compliance deficiencies as directed by the Board; and
- Reporting in a timely manner to the Board any changes to the risks and the corrective actions taken.

## RISK MANAGEMENT

The Board regards the risk management and internal control system as an integral part of the Group's strategic planning and day-to-day operations. The Board and Management have established an Enterprise Risk Management ("**ERM**") Framework to continuously identify, evaluate, monitor and manage significant risks that materially affect the achievement of the Group's corporate objectives.

Risk assessment and evaluation are integral to the Group's annual strategic planning and day-to-day operations. Under the ERM Framework, the detailed risk management process is the responsibility of the Risk Sub-Committee ("**RSC**") comprising of senior members of the Management team. The RSC meets on a quarterly basis to review, identify and assess key risks facing the Group and submit its report to the RMC. Supporting the RSC in its roles are the Risk Champions who are representatives from the respective sections of the Group and business units, who will be responsible for identifying, evaluating, managing and monitoring key risks. An annual Risk Register is formalised, with identified Heads of Departments being responsible for setting up action plans to manage and mitigate the risks to be completed within an agreed timeframe.

The ERM Framework uses the ORCA (objectives, risks, control and alignment) methodology and comprises the following activities:-

- Articulating and communicating the objective of the organisation;
- Determining the risk appetite of the organisation;
- Establishing an appropriate internal environment, including a risk management framework;
- Identifying potential threats to the achievement of the objectives;
- Assessing the risk i.e. the impact and likelihood of the threat occurring;
- Selecting and implementing responses to the risks;
- Undertaking control and other response activities;
- Communicating information on risks in a consistent manner at all levels in the organisation;
- Centrally monitoring and coordinating the risk management process and the outcomes; and
- Providing assurance on the effectiveness with which risks are managed.

## Statement On Risk Management And Internal Control

Accountability Statements

### INTERNAL CONTROL SYSTEM

The Board and Management have established numerous processes for identifying, evaluating and managing the significant risks faced by the Group.

The key components of the Group's internal control system include:-

#### a. Organisational Structure

In providing direction and oversight, the Board is supported by its Board Committees, namely the AC, RMC, Nomination and Remuneration Committee; and Sustainability Committee. Each Committee has formal defined terms of reference and responsibilities.

Responsibility for implementing the Group's strategies and day-to-day businesses, including implementing the system of risk management and internal control, is delegated to Management. The organisation structure facilitates the segregation of roles and responsibilities, lines of accountability and levels of authority to promote an effective and independent stewardship.

#### b. Audit Committee

The AC comprises of three (3) Independent Non-Executive Directors. The AC members bring with them a wide range of knowledge, expertise and experience from various industries and backgrounds.

The AC's responsibilities include amongst others, to deliberate over the Group's financial reporting process, the system of internal controls, the audit process both external and internal, related party transactions, conflict of interest and perceived conflict of interest matter and the Group's processes for monitoring compliance with laws and regulations, its own code of conduct and such other matters which may be specifically delegated to the AC by the Board from time to time.

The AC also reviews and reports to the Board on the re-appointment and independence of the external auditors and their audit plan, nature, approach, scope and other examinations of external audit matters.

During the financial year, the AC had recommended the re-appointment of the external auditors, Deloitte PLT. It also reviews the adequacy and effectiveness of the internal audit function as set out below. The AC convenes meetings at least once every quarter and has unrestricted access to the internal and external auditors and all employees of the Group. The Chairman of the AC provides the Board with reports on all meetings of the AC.

#### c. Risk Management Committee

The RMC comprises of three (3) Non-Executive Directors. The RMC members bring with them a wide range of knowledge, expertise and experience from various industries and backgrounds.

The RMC assists the Company in fulfilling its statutory and fiduciary responsibilities, including ensuring the Company has in place a sound and robust risk management framework and ensuring such framework has been effectively implemented.

The RMC also reviews the enterprise risk management reports, crisis management and business continuity plan that ensures business resilience and recovering from a crisis. It also reviews the corruption risk assessment while taking impact criteria and control measures into consideration.

#### d. Internal Audit

The Internal Audit Department ("IAD") is an integral part of the Group's internal control system, with the function reporting directly to the AC and administratively to the EC and GMD. The primary role is to provide independent, objective assurance and consulting services designed to add value and improve the operations in the Group. It assists the Group to achieve its objectives by bringing a systematic, disciplined approach to evaluate and improve the adequacy and effectiveness of risk management, control and governance processes.

IAD develops risk-based audit plans annually, consistent with the Group's objectives and strategies articulated in the annual budget plan and conducts internal audit engagements accordingly. In the course of performing its duties, IAD has unrestricted access to all functions, records, documents, personnel and any other resource or information at all levels throughout the Group. Audits are performed on key units or areas in the audit population, the frequency of which is determined by the level of risk assessed, with a view of providing an independent and objective report on operational and management activities in the Group.

The yearly internal audit plans are reviewed and approved by the AC and the results of the audits are communicated and reported periodically to Management and the AC.

#### e. Code of Conduct

The Group is committed to conduct its business fairly, impartially and ethically and to comply with all laws and regulations. To this end, the Group has a Code of Conduct (the "Code") which sets standards for the employees within the Group. The Code primarily promotes honest and ethical conduct, including the ethical handling of actual or apparent conflict of interest between personal and professional relationships at the workplace and for employees to observe applicable rules, regulations and local laws. In the performance of duties, the employees are expected to carry out their mandate and responsibility to the best of their ability and judgement and maintain the highest standard of integrity and conduct.

#### f. Whistle Blower Policy

The Group has also established the Whistle Blower Policy. The policy encourages employees or a person or entity making a protected disclosure ("Whistleblower") to raise concerns, be they internally and/or at a high-level, and to disclose information where such Whistleblower believes that a form of malpractice or misconduct is being committed. This also covers concerns which are in the public interest and may be investigated at least initially, so that appropriate remedial action can be taken.

The Whistle Blower Policy also includes provisions which protect the confidentiality of the Whistleblower and ensures no retaliation against the Whistleblower if he or she had acted in good faith.

## Statement On Risk Management And Internal Control

### Accountability Statements

All disclosures in relation to corruption and bribery shall be made directly to the Company's Chief Integrity Officer at email address [integrity@westports.com.my](mailto:integrity@westports.com.my).

Other complaints or reports can be directed to the EC and GMD, CEO or the Head of Human Resources. In addition, should the Whistleblower believe that the Group is better served if the report was addressed to levels higher than Management, the complaint or report can be submitted directly to the Chairman of the AC at email address [ac@westports.com.my](mailto:ac@westports.com.my).

#### g. Anti-Corruption and Anti-Bribery Policy ("ABAC Policy")

The Board had on 4 May 2020 adopted the ABAC Policy to ensure that it has adequate procedures in place to prevent persons associated with the Group from undertaking corrupt conduct in relation to the business activities.

Where applicable, the requirements of the Group's existing policies, systems and procedures in relation to anti-bribery and anti-corruption are extended to the Group's agents, counterparties and business partners to ensure that anti-corruption and bribery initiatives are applied throughout the Group's supply chain. The Group will continue to foster anti-corruption culture and adhere to the anti-corruption laws and regulations in countries in which it operates. The Group's stance in combating corruption is publicly available on the Company's website together with the Group's Codes of Conduct and Ethics, Sustainability Policy, Conflict of Interest Policy and other relevant policies and procedures.

On 18 February 2023, the Company had been certified with the Anti Bribery Management System ISO 37001:2016 certification. The Company received its second annual surveillance certification on 14 February 2025.

#### h. Information Security Management System

Our Information Security Management System ("ISMS") is certified under the MS ISO/IEC27001:2022 standard. The objective of ISMS is to ensure that core and supporting business operations operate with minimal disruptions, to protect the integrity of information generated as well as to ensure confidentiality in the management and protection of data. The ISMS standard for the Group covers the management, operation and maintenance of information assets and information system.

#### i. Policies and Procedures

The Group has policies, procedures, service level agreements and contracts to guide staff in their day-to-day tasks. The policies and procedures cover Company-wide functions and are regularly reviewed and updated as and when necessary.

#### j. Management Committees

The Group has various management committees with specific terms of reference and authority limits. The objective of the committees is to act collectively in making key decisions in relation to the activities of the Group.

#### k. Limits of Authority

The Limits of Authority ("LOA") describe the system of delegation of authority. The LOA outlines matters reserved for the Board's approval, delegation and authority limits to the EC and GMD. It also provides guidance on the segregation of responsibilities between the Board and Management. The objective of the LOA is to ensure effective authorisation limits and their delegations within the Group for consistent good business practices and governance and to safeguard the Group's assets.

#### l. Business Continuity Plan

The Group recognises the importance of setting a Business Continuity Plan ("BCP") in place to ensure business resilience and capability in recovering from a crisis should it occur. The Group's BCP contains the strategies and responses that the Group will undertake for its critical business functions and the resource requirements to ensure business continuity during a crisis period which is reviewed by the RMC.

#### m. Risk Appetite and Tolerance

Risk appetite is measured in terms of variability of return (i.e. risk) in order to achieve a desired level of result as set out in the risk parameters.

The Board through the RMC and RSC, establishes the risk parameters for the Group. The defined risk parameters i.e. financial and non-financial parameters, are reviewed by the Management and the Board in line with the Group's business strategies and operating environment. The financial parameters are based on the Group's risk appetite, which is defined as the level of risk that the Group is prepared to accept to achieve its objectives.

## Statement On Risk Management And Internal Control

Accountability Statements

### THE REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The external auditors have reviewed this Statement in accordance with Audit and Assurance Practice Guide 3 (“**AAPG3**”), Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants for inclusion in the annual report of the Group for the year ended 31 December 2024, and reported to the Board that nothing has come to their attention that causes them to believe that this statement is not prepared, in all material aspects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor it is factually inaccurate.

AAPG3 does not require the external auditors to consider whether the Directors' Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Board of Directors and management thereon. The auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

### CONCLUSION

The Board is satisfied with the adequacy and effectiveness of the risk management and internal control systems to safeguard the shareholders' investments and the Group's assets.

The Board will continue to monitor all major risks affecting the Group and take the necessary measures to mitigate them and continue to enhance the adequacy and effectiveness of the risk management and internal control systems of the Group.

This statement is made in accordance with a resolution of the Board dated 2 April 2025.

This section has been intentionally left blank.



## Audit Committee Report

Accountability Statements

Accountability Statements

Pursuant to Paragraph 15.15 of the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the Malaysian Code of Corporate Governance 2021 (“**Code**”).

### ROLE OF THE AUDIT COMMITTEE

The Audit and Risk Management Committee was constituted by the Board on 13 March 2013 and was subsequently renamed as the Audit Committee (“**AC**”) on 1 January 2022 following the establishment of a separate Risk Management Committee to oversee risk management matters, in line with best practices under the Code.

During the financial year under review, the AC assists the Board in fulfilling the Board's responsibilities with respect to its oversight responsibilities. The AC reviews and monitors the integrity of the Group's financial reporting process, its management of risk and internal control system, its audit process as well as compliance with legal and regulatory matters, its own code of business conduct and such other matters that may be specifically delegated to the AC by the Board from time to time.

In addition, with regards to the Company's internal audit function, the AC is also responsible for any appointment and/or removal of internal audit personnel, scope of internal audit activities carried out for the year, the annual assessment of the Company's internal audit function as well as to approve the Company's internal audit function for the year.

### COMPOSITION AND MEETINGS

The AC currently comprises of three (3) members, all of whom are Non-Executive Directors, with all of them being Independent Directors which is in compliance with Paragraph 15.09 of the Listing Requirements of Bursa Securities. No alternate director is appointed as a member of the AC.

A total of five (5) AC meetings were held during the financial year ended 31 December 2024 (“**FYE 2024**”), and the details of the AC members and meeting attendance are as follows:-

Name of Director	Number of AC Meetings	
	Designation Held During Tenure In Office	Attended
Ahmad Zubir bin Zahid (Independent Non-Executive Director)	Chairman	5/5
Chan Soo Chee (Senior Independent Non-Executive Director)	Member	5/5
Datuk Siti Zaayah binti Md Desa (Independent Non-Executive Director)	Member	5/5

Minutes of each AC meeting were recorded and tabled for confirmation at the subsequent AC meeting and tabled to the Board for the notation in the same quarter of the Board Meeting. The AC Chairman reports to the Board on activities undertaken and key recommendations for the Board's consideration and decision.

The Chairman of the AC, Ahmad Zubir bin Zahid is a Fellow of the Institute of Chartered Accountants in England and Wales, a Fellow of Chartered Accountants Australia and New Zealand, a member of the Malaysian Institute of Accountants and a Chartered Valuer and Appraiser of the Institute of Valuers and Appraisers, Singapore. He holds a Capital Markets Services Representative's Licence from the Securities Commission Malaysia (SC) and is a licensed company auditor. The AC, therefore, fulfils the requirements of having at least one (1) of its members be a qualified accountant pursuant to Paragraph 15.09(1)(c) of the Listing Requirements of Bursa Securities.

### TERMS OF REFERENCE

In performing its duties and discharging its responsibilities, the AC is guided by its terms of reference. The AC Charter which has been revised on 2 February 2024 is accessible on the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com).

### SUMMARY OF ACTIVITIES UNDERTAKEN

During the year under review, the Chairman of the AC reports regularly to the Board on the activities carried out by the AC in the discharge of its duties and responsibilities as set out in its Charter.

The principal activities undertaken by the AC during the FYE 2024 were as follows:

#### a. Financial Reporting

- Reviewed the unaudited quarterly financial results, annual audited financial statements and any other related financial statements and announcements of the Group prior to recommending them to the Board for consideration and approval and public release. In discharging this role, the AC deliberated with officers of the Group and external auditors on the following matters:
  - i. new accounting standards applicable during the FYE 2024;
  - ii. revenue recognition;
  - iii. adequacy of impairment for property, plant and equipment and concession assets;
  - iv. adequacy of recognition on concession assets, service concession obligation and disclosure notes arising from the Third Supplemental Agreement effective from 1 September 2024;
  - v. adequacy of impairment loss made on receivables;
  - vi. adequacy of accruals on expenses; and
  - vii. adequacy of provisions and contingencies.
- Reviewed significant related party transactions as reported in the quarterly financial results to ensure compliance with Bursa Securities's Listing Requirements and the Group's policies and procedures as well as the appropriateness of such transactions before recommending them to the Board for approval; and

## Audit Committee Report

### Accountability Statements

- Reviewed the Report of the AC and the Statement on Risk Management and Internal Control prior to their inclusion in the Company's Annual Report.

#### b. Internal Audit

- Reviewed and approved the Group's internal audit plan for the FYE 2024 for adequacy of scope and coverage of the activities of the Group. Reviewed the Internal Audit Reports ("IA Reports") on a quarterly basis, which encompassed findings, recommendations, Management's responses and action plans, where the AC deliberated the adequacy and effectiveness of internal control based on the findings and outcomes of the audits conducted. The AC also reviewed Management's implementation status of the action plans to ensure that findings had been addressed and duly resolved. During the FYE 2024, the AC reviewed the IA Reports for audits carried out on the core sections of the Group's business including Container operations, Conventional operations, Marine, Support Services and Financial;
- Confirmed with the Head of Internal Audit through communication and interaction at the quarterly meetings, that all the Internal Auditors had the full cooperation of the Management and employees of the Group during the conduct of their audit and that their independence and objectivity were not compromised;
- Assessed the adequacy of scope, functions, competency and resources of the Internal Audit Function and ensure that it has the necessary authority to carry out its responsibilities; and
- Met with the Internal Auditors twice without the presence of Executive Board members and Management. The Internal Auditors reported that there were no issues requiring their attention other than those reported in the audit findings.

#### c. External Audit

- Reviewed with the external auditors, their terms of engagement, proposed audit remuneration and the audit plan for the FYE 2024 to ensure that their scope of work adequately covers the activities of the Group;
- Reviewed and discussed with the external auditors the audit findings, audit analytics on key items and the application of new Malaysian Financial Reporting Standards in relation to the statutory audit for the FYE 2024;
- Reviewed Management's representation and approach to fraud, potential non-compliance with laws and regulations and any potential instances of major litigations;
- Reviewed with the external auditors on audit materiality and setting of materiality thresholds for the FYE 2024 audit;
- Reviewed the annual performance assessment, including the independence, suitability, objectivity and cost effectiveness of the external auditors before recommending their re-appointment and remuneration to the Board. The external auditors had provided written assurance to the AC they had been independent throughout the audit engagement in accordance with the terms of all relevant professional and regulatory requirements including requirements regarding rotation of audit partners and staff;
- Reviewed the level of compliance of the external auditors with the Group's external audit independence policy;
- Reviewed with the external auditors on their Transparency Report; and
- Met with the external auditors twice without the presence of Executive Board members and Management to discuss issues requiring attention/significant matters arising from the audit. The auditors were satisfied with the support received from Management.

The Company obtained written assurance from the external auditors confirming their independence throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. Following the outcome of the assessment and having been satisfied with the external auditors' independence, suitability and objectivity, the AC at its meeting held on 16 January 2025 recommended to the Board to re-appoint Deloitte PLT as auditors of the Company. A resolution for their re-appointment will be tabled for approval by the shareholders at the forthcoming Thirty Second (32nd) Annual General Meeting.

#### d. Others

- Reviewed with Management, the Group's budget and capital expenditure together with the assumptions for the financial year ending 31 December 2025;
- Reviewed the Solvency Tests prior to recommending the declaration of the interim single-tier dividends paid out to the Company's shareholders for the FYE 2024 to the Board for approval, having been satisfied that the Company will remain solvent after the distribution is made, pursuant to the Companies Act 2016;
- Reviewed the performance of the Company and the Group;
- Reviewed the Recurrent Related Party Transactions and Related Party Transactions entered into by the Company and the Group and disclosure of such transactions pursuant to the Listing Requirements of Bursa Securities, Malaysian Financial Reporting Standard 124 and the Companies Act 2016;
- Reviewed the Conflict of Interest and Potential Conflict of Interest situations of Directors and Senior Management that may arise within the Group, including any transaction, procedure or course of conduct that raises question of management integrity.
- Reviewed the procurement report;
- Reviewed the impact of Third Supplemental Agreement to Financial Statement of FYE 2024;
- Reviewed and recommended Capital Expenditure exceeding the Management's limits of authority;
- Reviewed and recommended the Corporate Green Power Agreement;
- Reviewed and recommended the Insider Dealing Policy;
- Reviewed and recommended the Internal Audit Charter;
- Reviewed and recommended the Conflict of Interest Policy;
- Reviewed and recommended the amendments to the AC Charter;
- Reviewed and recommended the acquisition of dormant company;
- Reviewed and recommended the proposed concept of dividend reinvestment plan;
- Reviewed the matters discussed in quarterly Management Finance Committee; and
- Reviewed the AC Report for inclusion in the Annual Report before submitting for Board's approval.

## Audit Committee Report

Accountability Statements

### EXTERNAL AUDIT FUNCTIONS

The Company's independent external auditors, Deloitte PLT, plays an essential role in enhancing the Company's reliability in its financial reporting. The external auditors have an obligation to highlight any significant weakness in the Company's control and compliance systems and bring the same to the attention of Management, the AC and the Board.

Throughout the year, the AC had two (2) meetings with the external auditors, Deloitte PLT. The AC is pleased to report that there was no significant matter of disagreement that arose between the external auditors and Management.

During the year, the external auditors provided both audit and non-audit related services as follows:-

RM '000	Audit Related Fees	Non-Audit Related Fees
Company	60	15
Group	340	51

### INTERNAL AUDIT FUNCTION

The Group has established an independent in-house Internal Audit Department ("IAD") that functionally reports directly to the AC and administratively to the Executive Chairman and Group Managing Director. IAD comprises of four (4) internal auditors, which clocked in 5,840 man hours for internal audit and risk management activities carried out in 2024. IAD is currently led by Ms Chee Yen Lee, who has been with Westports Group for twenty-four (24) years. She is a chartered accountant by profession and is a member of both the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants since 1995. Costs amounting to RM380,477 were incurred in relation to the Internal Audit function for the FYE 2024.

The IAD conducts independent scheduled audits to ensure there are effective risk monitoring, internal controls, governance processes and compliance procedures to provide the level of assurance required by the Board. The conduct of IAD work is governed by the Internal Audit Charter that provides for its independence and reflects the roles and responsibilities, accountability and scope of work of the department. The AC is satisfied that the internal auditors' independence and objectivity have been maintained as adequate safeguards are in place.

In conducting its independent audits, the IAD places emphasis on a risk-based auditing approach which forms an integral part of the audit plan. The key to solving lapses in internal controls is the submission of audit findings, recommendations and execution of agreed action plans which are encompassed in the audit reports.

The IAD submits its findings and audit recommendations to the Management for attention and further action. Management is responsible to ensure that the corrective actions are implemented within the required timeframes. Subsequently, the audit report which provides the results of the audit conducted is submitted to the AC for review. Key control issues and recommendations are highlighted to enable the AC to execute its oversight function.

The key activities carried out by IAD for the FYE 2024 were as follows:-

- Prepared the internal audit plan for the financial year ending 31 December 2025, which is reviewed and approved by the AC;
- Completed a total of eleven (11) internal audit engagements as per the approved audit plan;
- Discussed with auditees, process owners and Management on the results of the audit for each activity or process, and the recommendations for action plan to mitigate the identified risk or control workflow improvements;
- Reported to the AC on a quarterly basis, the internal audit findings together with recommendations for improvements in the processes and control framework; and
- Followed up on all the action plans recommended from the previous IA Reports to ensure that all matters are adequately addressed by Management.

The AC remains satisfied:-

- That the Internal Audit Manager has the relevant experience, standing and authority in ensuring that the Company's internal audit function is carried out objectively and independently;
- That the IAD personnel are competent, experienced and has been provided with the necessary resources and information in order to discharge their duties accordingly; and
- That the personnel carrying out the Company's internal audit activities are free from relationships and conflicts of interest which impaired or may impair the objectivity and independence of the Company's internal audit function.

This statement is made in accordance with a resolution of the Board dated 2 April 2025.

## Report Of The Directors

Financial Statements

### WESTPORTS HOLDINGS BERHAD

(Incorporated in Malaysia)

#### REPORT OF THE DIRECTORS

The Directors of **WESTPORTS HOLDINGS BERHAD** have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

#### PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding activities and the provision of management services to its subsidiaries. The principal activities of the subsidiaries are disclosed in Note 15 to the financial statements.

#### RESULTS OF OPERATIONS

The results of the Group and of the Company for the financial year are as follows:

	Group RM'000	Company RM'000
<b>Profit for the year</b>	897,982	599,137

In the opinion of the Directors, the results of operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

#### DIVIDENDS

Since the end of the previous financial year, the amounts of dividends paid by the Company are as follows:

- (i) a second interim dividend of 8.72 sen per ordinary share, amounting to RM297,352,000 in respect of the financial year ended 31 December 2023 on 29 February 2024; and
- (ii) a first interim dividend of 8.89 sen per ordinary share, amounting to RM303,149,000 in respect of the financial year ended 31 December 2024 on 21 August 2024.

On 23 January 2025, the Directors declared a second interim dividend of 10.86 sen per ordinary share, amounting to RM370,326,000 in respect of the financial year ended 31 December 2024. The financial statements for the current financial year do not reflect this dividend. Such dividend will be accounted for within equity as an appropriation of reserves for the financial year ending 31 December 2025.

No final dividend has been paid or declared during the financial year and the Directors do not recommend any final dividend to be paid for the financial year under review.

#### RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those disclosed in the financial statements.

#### ISSUE OF SHARES OR DEBENTURES

There were no new issue of shares or debentures during the financial year.

#### SHARES OPTIONS

No options have been granted by the Company to any parties during the financial year to take up unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of any option to take up unissued shares of the Company. As at the end of the financial year, there were no unissued shares of the Company under options.

#### OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:

- (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that no known bad debt needs to be written off and that adequate provision had been made for doubtful debts; and
- (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company had been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- (i) which would necessitate the writing off of bad debts or render the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
- (iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (iv) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; and
- (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

No contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations when they fall due.

In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of operations of the Group and of the Company in the financial year in which this report is made.



## Report Of The Directors

Financial Statements

### DIRECTORS

The Directors of the Company in office during the financial year and during the period from the end of the financial year to the date of this report are as follows:

Datuk Ruben Emir Gnanalingam bin Abdullah  
Tan Sri Dato' Seri Mohd Khairul Adib bin Abd Rahman  
Datuk Siti Zaayah binti Md Desa  
Dato' Tengku Marina binti Tunku Annuar  
Sing Chi IP  
Shanthi Kandiah  
Chan Soo Chee  
Ahmad Zubir bin Zahid  
Diana Tung Wan LEE  
Shaline Gnanalingam  
John Stephen Ashworth (Alternate Director to Sing Chi IP)  
Andy Wing Kit TSOI (Alternate Director to Diana Tung Wan LEE)

The Directors who held office in the subsidiaries of the Company during the financial year and up to the date of this report are as follows:

#### Westports Malaysia Sdn. Bhd.

Datuk Ruben Emir Gnanalingam bin Abdullah  
Sing Chi IP  
John Stephen Ashworth  
Lee Mun Tat  
Ibrahim bin Abdullah (Appointed on 2 September 2024)  
Diana Tung Wan LEE (Alternate Director to Sing Chi IP)  
Edith Shih (Alternate Director to John Stephen Ashworth)  
Mohammad Reezal bin Ahmad (Resigned on 2 September 2024)

#### Westports International Sdn. Bhd.

Datuk Ruben Emir Gnanalingam bin Abdullah  
Lee Mun Tat (Appointed on 16 December 2024)  
Ahmayuddin bin Ahmad (Resigned on 16 December 2024)  
Chan Chu Wei (Resigned on 16 December 2024)

### DIRECTORS' INTERESTS

The interests in shares in the Company and in related corporations of those who were Directors of the Company at the end of the financial year according to the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act, 2016 are as follows:

	Number of ordinary shares			
	At 1.1.2024	Bought	Sold	At 31.12.2024
<i>Shareholdings in which Directors have direct interests</i>				
Chan Soo Chee	50,000	-	-	50,000
<i>Shareholdings in which Directors have deemed indirect interests</i>				
Datuk Ruben Emir Gnanalingam bin Abdullah				
Own:				
- Semakin Ajaib Sdn. Bhd. #	105,638,500	-	-	105,638,500

# Datuk Ruben Emir Gnanalingam bin Abdullah is deemed interested in the shares of the Company by virtue of his interest in Semakin Ajaib Sdn. Bhd. to the extent that Semakin Ajaib Sdn. Bhd. has an interest in the Company.

By virtue of his interest in the shares of the Company, Datuk Ruben Emir Gnanalingam bin Abdullah is also deemed interested in the shares of the subsidiaries to the extent that the Company has an interest.

None of the other Directors in office at the end of the financial year held shares or had beneficial interest in the shares of the Company or its related corporation during or at the beginning and end of the financial year.

## Report Of The Directors

### Financial Statements

#### DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate of remuneration received or due and receivable by Directors or the fixed salary of a full-time employee of the Company as shown below) by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest except for any benefit which may be deemed to have arisen by virtue of the transactions between the Company and certain companies in which a Director of the Company is also director and/or shareholder as disclosed in Note 35 to the financial statements.

During and at the end of the financial year, no arrangements subsisted to which the Company was a party whereby Directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

The Directors' benefits are as follows:

	Group RM'000	Company RM'000
Directors' fees	1,440	1,080
Salaries and bonuses	6,140	-
Defined contribution plan	983	-
Allowances	882	863
	<u>9,445</u>	<u>1,943</u>

The estimated monetary value of Directors' benefits-in-kind is RM375,000.

#### INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

During the financial year, Directors and Officers of the Company, together with a subsidiary are covered under the corporate liability insurance in respect of liabilities arising from acts committed in their respective capacity as, inter alia, the Directors and Officers of the Group subject to the terms of the policy. The total amount of corporate liability insurance effected for the Directors and Officers of the Company was RM50 million. The total amount of premium paid for the corporate liability insurance by the Group during the year was RM55,000.

There was no indemnity given to or insurance effected for the auditors of the Company in accordance with Section 289 of the Companies Act, 2016.

#### AUDITORS

The auditors, Deloitte PLT, have indicated their willingness to continue in office.

#### AUDITORS' REMUNERATION

The amount paid or payable as remuneration of the auditors of the Group and of the Company for the financial year ended 31 December 2024 amounting to RM350,000 and RM70,000, respectively.

Signed on behalf of the Board, as approved by the Board  
in accordance with a resolution of the Directors,

.....  
**DATUK RUBEN EMIR GNANALINGAM BIN ABDULLAH**  
Director

.....  
**AHMAD ZUBIR BIN ZAHID**  
Director

Kuala Lumpur  
23 January 2025

Independent Auditors’ Report

Financial Statements

INDEPENDENT AUDITORS’ REPORT TO THE MEMBERS OF WESTPORTS HOLDINGS BERHAD  
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **WESTPORTS HOLDINGS BERHAD**, which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 58 to 92.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024, and of their financial performance and their cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the By-Laws (*on Professional Ethics, Conduct and Practice*) of the Malaysian Institute of Accountants (“By-Laws”) and the International Ethics Standards Board for Accountants’ *International Code of Ethics for Professional Accountants (including International Independence Standards)* (“IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group for the current year. These matters were addressed in the context of our audit of the financial statements of the Group as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition from port operations	
Refer to Note 6 to the financial statements	How the matter was addressed in our audit
Revenue from port operations of RM2.2 billion represents approximately 94% of the Group’s revenue for the year ended 31 December 2024.	Our audit procedures, amongst others, included the following: <ul style="list-style-type: none"><li>• We evaluated the design and implementation of the relevant internal controls over revenue recognition and tested their operating effectiveness.</li><li>• We engaged our information technology specialists to test the control environment of the IT systems and the application controls relevant to the recognition of revenue.</li><li>• We tested the accuracy of the data interface between the relevant application systems pertaining to the revenue workflows.</li><li>• We deployed data analytics in the testing of revenue from container operations.</li><li>• We performed procedures to corroborate the occurrence of revenue by tracing samples of revenue recognised to invoices and supporting documents.</li><li>• We agreed the applied tariff rates to the approved port authority schedules whilst discounts and rebates were agreed to the applicable terms in the respective customers’ contracts.</li><li>• We assessed the appropriateness of manual adjustments recorded in relation to revenue from port operations.</li></ul>
Revenue from port operations is recognised based on the throughput handled, consisting of large volumes of individually low value transactions, and the tariffs applied to each transaction which is based on rates approved by the port authority.	
Discounts and rebates given to customers are accounted for as net of revenue according to various contract terms agreed with customers.	
Although the recognition of revenue transactions from port operations is largely automated, manual adjustments to revenue are recorded by management to account for discounts and rebates and accrued revenue where services have been rendered but not billed.	
This therefore gives rise to a risk of material misstatement in the revenue recognised from port operations.	

We have determined that there is no key audit matter in the audit of the financial statements of the Company to communicate in our Auditors’ report.

# Independent Auditors' Report

## Financial Statements

### Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon. We expect to receive Chairman's Statement, Corporate Governance Overview Statement, Additional Compliance Information, Financial Highlights, Group Managing Director's Statement, Management Discussion and Analysis, Statement on Risk Management and Internal Control, and Audit and Risk Committee Report after the date of this auditors' report.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Chairman's Statement, Corporate Governance Overview Statement, Additional Compliance Information, Financial Highlights, Group Managing Director's Statement, Management Discussion and Analysis, Statement on Risk Management and Internal Control, and Audit and Risk Committee Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and request management to correct the other information accordingly.

### Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

### Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.



## Independent Auditors' Report

### Financial Statements

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act, 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

This section has been intentionally left blank.

**DELOITTE PLT (LLP0010145-LCA)**  
**Chartered Accountants (AF 0080)**

**TEO SWEE CHUA**  
**Partner - 02846/01/2026 J**  
**Chartered Accountant**

Kuala Lumpur  
23 January 2025

## Statements Of Profit Or Loss And Other Comprehensive Income

Financial Statements

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2024

		Group		Company	
		2024	2023	2024	2023
	Note	RM'000	RM'000	RM'000	RM'000
Revenue	6	2,344,145	2,151,918	602,150	534,818
Cost of sales	7	(900,597)	(916,154)	-	-
<b>Gross profit</b>		<b>1,443,548</b>	<b>1,235,764</b>	<b>602,150</b>	<b>534,818</b>
Other income		11,866	31,023	-	-
Administrative expenses		(31,528)	(28,454)	(3,376)	(2,378)
Other expenses		(229,418)	(200,880)	-	-
<b>Results from operating activities</b>		<b>1,194,468</b>	<b>1,037,453</b>	<b>598,774</b>	<b>532,440</b>
Finance income	8	17,729	10,896	478	434
Finance costs	9	(73,527)	(52,630)	-	-
Share of results of a joint venture	16	(19)	10,495	-	-
<b>Profit before tax</b>	10	<b>1,138,651</b>	<b>1,006,214</b>	<b>599,252</b>	<b>532,874</b>
Tax expense	11	(240,669)	(226,782)	(115)	(113)
<b>Profit and total comprehensive income for the year</b>		<b>897,982</b>	<b>779,432</b>	<b>599,137</b>	<b>532,761</b>
<b>Total comprehensive income attributable to owners of the Company</b>		<b>897,982</b>	<b>779,432</b>	<b>599,137</b>	<b>532,761</b>
<b>Basic earnings per ordinary share (sen)</b>	28	<b>26.33</b>	<b>22.86</b>		

## Statements Of Financial Position

Financial Statements

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

		Group		Company	
		2024	2023	2024	2023
	Note	RM'000	RM'000	RM'000	RM'000
<b>ASSETS</b>					
<b>Non-current Assets</b>					
Property, plant and equipment	12	1,686,509	1,738,979	-	-
Concession assets	13	4,732,674	2,477,758	-	-
Right-of-use assets	14	83,673	66,959	-	-
Investment in subsidiaries	15	-	-	1,030,130	1,030,130
Investment in a joint venture	16	171,193	171,212	115,000	115,000
<b>Total non-current assets</b>		<b>6,674,049</b>	<b>4,454,908</b>	<b>1,145,130</b>	<b>1,145,130</b>
<b>Current Assets</b>					
Inventories	17	6,680	5,349	-	-
Trade and other receivables	18	316,469	280,739	76	76
Cash and short term investments	19	780,801	577,858	16,461	17,361
Tax recoverable		-	20,384	-	-
<b>Total current assets</b>		<b>1,103,950</b>	<b>884,330</b>	<b>16,537</b>	<b>17,437</b>
<b>TOTAL ASSETS</b>		<b>7,777,999</b>	<b>5,339,238</b>	<b>1,161,667</b>	<b>1,162,567</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
Share capital	20	1,038,000	1,038,000	1,038,000	1,038,000
Reserves	20	2,779,602	2,482,121	123,129	124,493
<b>Total equity</b>		<b>3,817,602</b>	<b>3,520,121</b>	<b>1,161,129</b>	<b>1,162,493</b>

The notes on pages 63 to 92 are an integral part of these financial statements.

## Statements Of Financial Position

Financial Statements

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

		Group		Company	
	Note	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Non-current liabilities</b>					
Borrowings	21	905,000	725,000	-	-
Employee benefits	23	8,669	8,503	-	-
Deferred tax liabilities	24	436,288	428,323	-	-
Service concession obligation	26	1,798,886	-	-	-
Lease liabilities	27	48,897	41,179	-	-
<b>Total non-current liabilities</b>		3,197,740	1,203,005	-	-
<b>Current liabilities</b>					
Trade and other payables	22	213,127	158,950	514	57
Provisions	25	281,109	244,451	-	-
Borrowings	21	175,000	125,000	-	-
Service concession obligation	26	13,352	60,989	-	-
Lease liabilities	27	34,883	26,722	-	-
Tax payable		45,186	-	24	17
<b>Total current liabilities</b>		762,657	616,112	538	74
<b>Total liabilities</b>		3,960,397	1,819,117	538	74
<b>TOTAL EQUITY AND LIABILITIES</b>		7,777,999	5,339,238	1,161,667	1,162,567

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

		Attributable to owners of the Company			
	Note	Share capital RM'000	Non-distributable Goodwill written off reserve RM'000	Distributable Retained earnings RM'000	Total RM'000
<b>Group</b>					
<b>At 1 January 2023</b>		1,038,000	(47,732)	2,284,086	3,274,354
Total comprehensive income for the year		-	-	779,432	779,432
Distributions to owners of the Company					
- Dividends	29	-	-	((533,665))	(533,665)
Total transactions with owners of the Company		-	-	(533,665)	(533,665)
<b>At 31 December 2023</b>		1,038,000	(47,732)	2,529,853	3,520,121
<b>At 1 January 2024</b>		1,038,000	(47,732)	2,529,853	3,520,121
Total comprehensive income for the year		-	-	897,982	897,982
Distributions to owners of the Company					
- Dividends	29	-	-	(600,501)	(600,501)
Total transactions with owners of the Company		-	-	(600,501)	(600,501)
<b>At 31 December 2024</b>		1,038,000	(47,732)	2,827,334	3,817,602

The notes on pages 63 to 92 are an integral part of these financial statements.

## Statements Of Changes In Equity

Financial Statements

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

Company	Note	Share capital RM'000	Distributable Retained Earnings RM'000	Total RM'000
<b>At 1 January 2023</b>		1,038,000	125,397	1,163,397
Total comprehensive income for the year		-	532,761	532,761
Distributions to owners of the Company				
- Dividends	29	-	(533,665)	(533,665)
Total transactions with owners of the Company		-	(533,665)	(533,665)
<b>At 31 December 2023</b>		1,038,000	124,493	1,162,493
<b>At 1 January 2024</b>		1,038,000	124,493	1,162,493
Total comprehensive income for the year		-	599,137	599,137
Distributions to owners of the Company				
- Dividends	29	-	(600,501)	(600,501)
Total transactions with owners of the Company		-	(600,501)	(600,501)
<b>At 31 December 2024</b>		1,038,000	123,129	1,161,129

## Statements Of Cash Flows

Financial Statements

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

		Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES/(USED IN) OPERATING ACTIVITIES</b>					
Profit before tax		1,138,651	1,006,214	599,525	532,874
Adjustments for:					
Depreciation of property, plant and equipment	12	142,574	142,898	-	-
Amortisation of concession assets	13	78,357	86,399	-	-
Depreciation of right-of-use assets	14	33,686	29,573	-	-
Finance costs :					
Borrowings	9	39,031	41,933	-	-
Accretion of service concession obligation	9	29,181	6,088	-	-
Lease liabilities	9	5,315	4,609	-	-
Concession assets written off	13	-	127	-	-
Dredging expenditure		8,041	8,032	-	-
Provision for retirement benefits	23	404	158	-	-
Impairment loss on trade receivables	31	-	136	-	-
Share of results of a joint venture	16	19	(10,495)	-	-
Dividend income	6	-	-	(602,150)	(534,818)
Finance income	8	(10,523)	(8,388)	(478)	(434)
Income from money market funds	8	(7,206)	(2,508)	-	-
Gain on disposal of property, plant and equipment		(433)	(1,947)	-	-
Gain on disposal of concession assets		(5,015)	-	-	-
Reversal of impairment loss on trade receivables	31	(101)	(133)	-	-
Gain on lease termination		-	(179)	-	-
Operating Profit/(Loss) Before Working Capital Changes		1,451,981	1,302,517	(3,376)	(2,378)

The notes on pages 63 to 92 are an integral part of these financial statements.



## Statements Of Cash Flows

Financial Statements

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

	NOTE	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Changes in working capital:					
Inventories		(1,331)	10	-	-
Trade and other receivables, excluding payment for dredging expenses		(43,670)	(67,874)	-	-
Payment for dredging expense		-	(10,815)	-	-
Trade and other payables		54,804	(35,071)	456	(23)
Provisions		36,658	23,885	-	-
Cash Generated From/(Used In) Operations		1,498,442	1,212,652	(2,920)	(2,401)
Income tax paid		(167,134)	(174,501)	(107)	(98)
Interest paid		(39,658)	(43,225)	-	-
Retirement benefits paid		(238)	(369)	-	-
Net Cash Generated From/(Used In) Operating Activities		1,291,412	994,557	(3,027)	(2,499)
<b>CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES</b>					
Interest received		10,523	8,388	478	434
Dividend received		-	-	602,150	534,818
Income received from money market fund		7,206	2,508	-	-
Proceeds from disposal of property, plant and equipment		851	2,701	-	-
Proceeds from disposal of concession assets		7,590	-	-	-
Construction of concession assets	13	(509,845)	(120,039)	-	-
Purchase of property, plant and equipment	12	(99,833)	(106,782)	-	-
Net Cash (Used In)/Generated From Investing Activities		(583,508)	(213,224)	602,628	535,252

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

		Group		Company	
		2024	2023	2024	2023
	Note	RM'000	RM'000	RM'000	RM'000
CASH FLOWS USED IN FINANCING ACTIVITIES					
Dividends paid to shareholders		(600,501)	(533,665)	(600,501)	(533,665)
Repayment of borrowings					
- Sukuk Musharakah Medium Term Notes ("SMMTN")		(125,000)	(125,000)	-	-
- Revolving credit		(175,000)	-	-	-
Drawdown of borrowings					
- Sukuk Wakalah Medium Term Notes ("SWMTN")		355,000	-	-	-
- Revolving credit		175,000	-	-	-
Annual lease paid for use of port infrastructures and facilities	26	(94,624)	(61,031)	-	-
Fixed deposits pledged for borrowings		(9,017)	(1,156)	-	-
Payment of lease liabilities					
- Principal		(34,521)	(31,227)	-	-
- Interest		(5,315)	(4,609)	-	-
Net Cash Used In Financing Activities		(513,978)	(756,688)	(600,501)	(533,665)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS					
		193,926	24,645	(900)	(912)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR					
		535,217	510,572	17,361	18,273
CASH AND CASH EQUIVALENTS AT END OF YEAR					
(i)		729,143	535,217	16,461	17,361

## Statements Of Cash Flows

Financial Statements

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

##### (i) Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following amounts:

	Note	Group		Company	
		2024	2023	2024	2023
		RM'000	RM'000	RM'000	RM'000
Cash and bank balances	19	207,238	450,870	3,224	4,361
Money market fund	19	507,725	70,519	-	-
Fixed deposits with licensed banks	19	65,838	56,469	13,237	13,000
		780,801	577,858	16,461	17,361
Less: Pledged deposits	19	(51,658)	(42,641)	-	-
		729,143	535,217	16,461	17,361

### WESTPORTS HOLDINGS BERHAD (Incorporated in Malaysia) AND ITS SUBSIDIARY

#### STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024 (continued)

##### (ii) Reconciliation of liabilities arising from financing activities

The table below details the reconciliation of the movement of borrowings in the statements of cash flows:

	Net impact from additions and termination		Net changes from financing cash flows		Accretion of interest	31.12.2024
	1.1.2024	RM'000	RM'000	RM'000	RM'000	RM'000
Group						
SMMTN	850,000	-	(125,000)	-	-	725,000
SWMTN	-	355,000	-	-	-	355,000
Revolving credit	-	175,000	(175,000)	-	-	-
Lease liabilities	67,901	50,400	(39,836)	5,315	83,780	
Service concession obligation	60,989	1,816,692	(94,624)	29,181	1,812,238	
	978,890	2,397,092	(434,460)	34,496	2,976,018	

	Net impact from additions		Net changes from financing cash flows		Accretion of interest	31.12.2023
	1.1.2023	RM'000	RM'000	RM'000	RM'000	RM'000
Group						
SMMTN	975,000	-	(125,000)	-	-	850,000
Lease liabilities	65,324	33,804	(35,836)	4,609	67,901	
Service concession obligation	115,932	-	(61,031)	6,088	60,989	
	1,145,626	33,804	(221,867)	10,697	978,890	

The notes on pages 63 to 92 are an integral part of these financial statements.

# Notes To The Financial Statements

Financial Statements

## WESTPORTS HOLDINGS BERHAD

(Incorporated in Malaysia)

## AND ITS SUBSIDIARY

### NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

#### 1. GENERAL INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad.

The Company is principally engaged in investment holding activities and the provision of management services to its subsidiaries. The principal activities of the subsidiaries are disclosed in Note 15.

The registered office of the Company is located at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is located at Westports, Pulau Indah, 42009 Port Klang, Selangor Darul Ehsan.

These financial statements of the Group and of the Company have been approved by the Board of Directors and were authorised for issuance on 23 January 2025.

#### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act, 2016 in Malaysia.

##### 2.1 Amendments to MFRSs that are mandatorily effective for the current year

In the current year, the Group and the Company have applied Standards and Amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatorily effective for annual periods beginning on or after 1 January 2024:

Amendments to MFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to MFRS 101	<i>Classification of Liabilities as Current or Non-current</i>
Amendments to MFRS 101	<i>Non-current Liabilities with Covenants</i>
Amendments to MFRS 112	<i>International Tax Reform – Pillar Two Model Rules</i>
Amendments to MFRS 7 and MFRS 107	<i>Supplier Finance Arrangement</i>

The adoption of the amendments to MFRSs did not result in significant changes in the accounting policies of the Group and of the Company and has no significant effect on the financial performance or position of the Group and of the Company.

#### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (continued)

##### 2.2 Standards and Amendments to MFRSs in issue but not yet effective

At the date of authorisation for issue of these financial statements, the Standards and Amendments to MFRSs which were in issue but not yet effective and not early adopted by the Group and the Company are as listed below:

Amendments to 121	<i>Lack of Exchangeability</i> <sup>1</sup>
Amendments to MFRS 9 and MFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> <sup>2</sup>
MFRS 18	<i>Presentation and Disclosure in Financial Statements</i> <sup>3</sup>
MFRS 19	<i>Subsidiaries without Public Accountability: Disclosures</i> <sup>3</sup>
Amendments to MFRS 10 and MFRS 128	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2025, with earlier application permitted.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2026, with earlier application permitted.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2027, with earlier application permitted.

<sup>4</sup> Effective date deferred to a date to be determined and announced by MASB, with earlier application permitted.

The Directors anticipate that the abovementioned Standards and Amendments will be adopted in the annual financial statements of the Group and of the Company when they become effective and that the adoption of these Standards and Amendments will have no material impact on the financial statements of the Group and of the Company in the period of initial application.

# Notes To The Financial Statements

## Financial Statements

### 3. MATERIAL ACCOUNTING POLICIES

#### Basis of accounting

The financial statements of the Group and of the Company have been prepared on historical cost, except for certain financial instruments that are measured at fair values, at the end of each reporting period as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group and the Company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of MFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in MFRS 102 Inventories or value in use in MFRS 136 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Levels 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### Basis of consolidation

A subsidiary is an entity, including structured entity, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

In the Company's separate financial statements, investment in subsidiaries is stated at cost less accumulated impairment losses. The cost of investment includes transaction costs. On disposal of such investment, the difference between net disposal proceeds and its carrying amount is included in profit or loss.

#### Functional and presentation currency

These financial statements of the Group and of the Company are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM and has been rounded to the nearest thousand, unless otherwise stated.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Revenue recognition

Revenue is measured based on the consideration specified in a contract with customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer. Where applicable, discounts and rebates to customer are accounted as net of revenue according to contract. Payment of the transaction price is within the allowed credit periods granted by the Group.

#### Port operations

The port operations of the Group principally generate revenue from providing port related services. The primary services are container cargo services, conventional cargo services and marine services. The Group accounts for each service separately as a distinct source of income at the point in time when each service is rendered upon completion of the services.

#### (i) Container service revenue

The Group provides container-related terminal handling services to shipping lines and forwarders. Container revenue includes Terminal Handling Charges ("THC") and Value Added Services ("VAS"), of which the tariff rates are governed by the Government of Malaysia ("GOM") through Port Klang Authority ("PKA").

THC includes the provision of container handling between the wharf and yard as well as certain storage days as stipulated in the PKA tariff circular. Containers are stored at the port premise for either pick-up by customer or loading to vessel. Additional service may be performed on the stored container upon request and charged as VAS.

THC revenue is recognised at the point in time when control of the container has been transferred upon completion of handling which refers to the movement of container between wharf and yard. Separately, VAS revenue is recognised at the point in time when control of the container has been transferred upon completion of service that refers to either completion of requested service or departure of container from the port premise.

Revenue is recognised when the service is completed as this represents the point in time at which the right to consideration becomes unconditional, as only passage of time is required before the payment is due.

#### (ii) Conventional service revenue

The Group provides non-container-related terminal handling services to shipping lines and consignees. Conventional revenue comprises Dry Bulk, Break Bulk, Liquid Bulk, Cement Cargo and Roll-On-Roll-Off ("RORO").

Revenue is recognised at the point in time when control of cargo has been transferred upon completion of handling which refers to movement of cargo between wharf and yard.



# Notes To The Financial Statements

## Financial Statements

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### *Port operations (continued)*

##### *(iii) Marine service revenue*

All vessels that call at the terminal may engage the Group for marine services where tugboats and pilot boats will be deployed to berth and unberth the vessels. Marine revenue comprises marine consolidated charge and VAS.

Revenue is recognised at the point in time when the service has been rendered.

##### *Construction revenue*

The Group constructs and operates the terminal facilities based on the terms of the service concession arrangement disclosed in Note 4. The consideration, including non-cash, received or receivable by the Group is recognised at its fair value indirectly by reference to the stand-alone selling price of the construction services delivered. The fair value is calculated as the estimated total construction costs plus a profit margin, which the Group evaluates and determines to be a reasonable margin earned.

Revenue is recognised over time using the input method i.e. cost-to-cost method based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, plus a profit margin.

##### *Rental income*

Rental income from land and building is recognised in profit or loss on a straight-line basis over the term of the lease.

##### *Dividend income*

Dividend income is recognised in profit or loss on the date that the Group's or the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

#### Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

##### *Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Taxation (continued)

##### *Current tax (continued)*

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

##### *Deferred tax*

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Unutilised reinvestment allowance and investment tax allowance, being tax incentives that is not a tax base of an asset, is recognised as a deferred tax asset to the extent that it is probable that the future taxable profits will be available against which the unutilised tax incentive can be utilised.

#### Property, plant and equipment

Property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs.

## Notes To The Financial Statements

### Financial Statements

#### 3. MATERIAL ACCOUNTING POLICIES (continued)

##### Property, plant and equipment (continued)

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Spare parts are recognised in property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventories.

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised so as to write off the cost of assets (other than asset under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

• Plant, machinery and equipment	5 to 30 years
• Motor vehicles	5 to 7 years
• Office equipment, furniture and fittings	3 to 7 years

Assets under construction are not depreciated. Assets under construction comprises contractors' payments and directly attributable costs incurred in preparing these assets for their intended use. Depreciation on assets under construction commences when the assets are ready for their intended use.

The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss.

The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within "Other income" and "Other expenses", respectively in profit or loss.

#### 3. MATERIAL ACCOUNTING POLICIES (continued)

##### Concession assets

###### (a) Service concession arrangement

Pursuant to a privatisation agreement signed between a subsidiary, namely Westports Malaysia Sdn. Bhd. ("WMSB") and the Government of Malaysia ("GOM") and Port Klang Authority ("PKA") on 25 July 1994, the subsidiary is granted a licence to provide port services for an initial period of 30 years with an additional 30 years (which was granted on 26 June 2014) upon the fulfilment of the terms and conditions as set out under the supplemental privatisation agreement, primarily on commitments to construct and operationalise certain additional port infrastructures and facilities in respect of the subject port.

On 8 December 2023, WMSB entered into a third supplementary agreement which extends its licence to provide port services to 31 August 2070 or 31 August 2082, contingent upon the fulfilment of terms and conditions as outlined in the agreement. Details are disclosed in Note 4.

The Group recognises concession assets arising from a service concession arrangement when it has a right to charge for usage of the concession infrastructures and facilities. Concession assets received as consideration for providing construction or upgrade services in a service concession arrangement are measured at fair value on initial recognition. Subsequent to initial recognition, the concession assets are measured at cost, which includes capitalised borrowing costs, less accumulated amortisation and accumulated impairment losses.

The estimated useful life of concession assets in a service concession arrangement is over the concession period extended to the Group.

The Group recognised port infrastructures and facilities as concession assets which include land reclamation, terminals, buildings, warehouse, paved areas, landscaping and certain assets under construction.

Cost includes expenditures that are directly attributable to the acquisition or construction of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs.

###### (b) Annual lease payments for the use of port infrastructures and facilities

The Group recognises concession assets (and related service concession obligations) arising from lease rental payable for the relevant port infrastructures and facilities under the privatisation agreement at fair value on the first day of service concession arrangement or where impracticable, on the earliest period presented, arising from the adoption of IC Interpretation 12 Service Concession Arrangements ("IC Interpretation 12").

The concession assets arising from the above are amortised over the relevant concession period.

# Notes To The Financial Statements

## Financial Statements

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Concession assets (continued)

Upon initial recognition, the concession assets are measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the concession assets are accounted for in accordance with the accounting policy applicable to concession assets.

Minimum lease payments made are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the concession period so as to produce a constant periodic rate of interest on the remaining balance of the liability.

When significant parts of concession assets are required to be replaced in intervals, the Group recognises such parts as individual assets at cost with specific useful lives and amortisation, respectively, if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss.

Concession assets (other than annual lease payments for the use of land and facilities) are amortised over the extended concession period. The initial concession period is 30 years ending in 2024 and an additional period of 30 years which was granted on 26 June 2014. This concession period was further extended until 31 August 2070, upon the fulfillment of conditions outlined in the third supplementary agreement. Amortisation on assets under construction included in concession assets commences only when the assets are ready for their intended use and are amortised over the remaining concession period.

The fair value of a concession asset received as consideration for providing construction services in a service concession arrangement is estimated by reference to the fair value of the construction services provided. The fair value is calculated as the estimated total construction cost plus a profit margin, which the Group evaluates and determines to be a reasonable margin earned.

When the Group receives a concession asset and a financial asset as consideration for providing construction services in a service concession arrangement, the Group estimates the fair value of concession assets as the difference between the fair value of the construction services provided and the fair value of the financial asset received.

#### Financial instruments

Financial assets and financial liabilities are recognised in the Group's statements of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

# Notes To The Financial Statements

## Financial Statements

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### Classification of financial assets (continued)

##### (i) Amortisation cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any credit loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any credit loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset.

If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### (ii) Financial assets at FVTPL

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in "Other gains and losses".

##### Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss.

##### Impairment of financial assets

The Group recognises a credit loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at amortised cost, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the credit loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.



# Notes To The Financial Statements

## Financial Statements

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### (i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- The financial instrument has a low risk of default;
- The debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has an external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

##### (ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 180 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

## Notes To The Financial Statements

### Financial Statements

#### 3. MATERIAL ACCOUNTING POLICIES (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### Significant increase in credit risk (continued)

##### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event (see (ii) above);
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

##### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

##### (v) Measurement and recognition of expected credit losses

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

#### 3. MATERIAL ACCOUNTING POLICIES (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### Significant increase in credit risk (continued)

##### Measurement and recognition of expected credit losses (continued)

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with MFRS 16 Leases.

If the Group measures the credit loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the credit loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

##### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

# Notes To The Financial Statements

## Financial Statements

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial liabilities and equity

##### *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Ordinary shares are classified as equity.

##### *Financial liabilities*

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

##### *Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial liabilities and equity (continued)

##### *Financial liabilities at FVTPL (continued)*

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and MFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in profit or loss.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

##### *Financial liabilities measured subsequently at amortised cost*

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

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### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial liabilities and equity (continued)

##### Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk, foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument for another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognised in profit or loss as the modification gain or loss within other gains and losses.

#### Provisions

Provisions are recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial liabilities and equity (continued)

##### Provisions (continued)

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that the reimbursement will be received if the entity settles the obligation. The reimbursement shall be presented as a separate asset. The amount recognised for the reimbursement shall not exceed the amount of the provision. In the statement of profit or loss and other comprehensive income, the expense relating to a provision is presented net of the amount recognised for a reimbursement.

#### Cash and cash equivalents

The Group and the Company adopt the indirect method in the preparation of statements of cash flows. Cash equivalents consist of short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and are used by the Group and the Company in the management of their short term commitments. Money market funds are deposited in the money market and are managed by investment institutions. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

### 4. SERVICE CONCESSION ARRANGEMENT

On 25 July 1994, a subsidiary of the Company, Westports Malaysia Sdn. Bhd. ("WMSB") entered into a privatisation agreement with PKA and GOM (collectively, PKA and GOM are known as the "Grantor"). The privatisation agreement ("Privatisation Agreement") provides WMSB with the licence to operate the port and to lease the said port property. Under the terms of the agreement, WMSB will operate the port for a period of 30 years, commencing from 1 September 1994 ("Take-over Date").

WMSB has the right to charge the users of the port for services rendered, which WMSB will collect and retain; however, the fees are capped subject to the tariffs for port services as determined by PKA and GOM. At the end of the concession period, the relevant port infrastructures and facilities will revert to the Grantor and WMSB will have no further involvement in its operation and maintenance requirements.

As consideration to lease the said port property from PKA and GOM, WMSB has agreed to the annual base lease rentals and profit sharing payments at agreed terms.

The supplementary privatisation agreement dated 27 March 1999 was entered into in connection with the Privatisation Agreement. The supplementary privatisation agreement primarily provides for a moratorium of 5 years and 7 years in respect of the respective specified annual base lease rental payments; the expanded development plan of the port; incremental revision of the annual base lease rentals and certain clarifications to the existing terms and definitions of the Privatisation Agreement.

## Notes To The Financial Statements

### Financial Statements

#### 4. SERVICE CONCESSION ARRANGEMENT (continued)

Subsequently, the second supplemental agreement dated 15 January 2010 was entered into in connection with the Privatisation Agreement. The terms of the second supplemental agreement primarily provides for an additional concession period of 30 years; revision of the terms of the profit sharing payments and certain clarifications and/or additions to the existing terms and definitions of the Privatisation Agreement and supplementary privatisation agreement. The additional concession period of 30 years will commence on the day after the 30th anniversary of the Take-over Date upon the fulfilment of the following conditions:

- (a) completion of land reclamation works for container terminal ("CT") no. 6 to no. 9 on or before 1 January 2014; and
- (b) completion of construction works for CT no. 6 and for it to be operationalised on or before 1 January 2014.

On 25 April 2013, a second supplementary lease agreement was entered into between PKA and WMSB. The second supplementary lease agreement provided for general covenants and the obligation to pay quit rent for the specified leased areas effective from financial year ended 31 December 2010.

PKA has vide its letter dated 26 June 2014, consented to the extension of concession period of 30 years from 1 September 2024 to 31 August 2054, subject to the terms and conditions as set out in the Privatisation Agreement dated 25 July 1994 and the supplemental agreements executed thereafter, between GOM, PKA and WMSB.

On 7 February 2020, WMSB entered into a conditional sale and purchase agreement with Pembinaan Redzai Sdn. Bhd., a company owned by a corporate shareholder, to acquire a parcel of leasehold land for a total cash consideration of RM393,958,900. The acquisition is intended to be used for the development of CT facilities involving the development of 8 additional berths comprising CT 10 to CT 13. In view that the signing of third supplementary agreement (as explained below) fulfils the last condition precedent, the acquisition has become unconditional on 14 December 2023.

WMSB entered into the third supplementary agreement with PKA and GOM on 8 December 2023 to have the concession period extended to 31 August 2070, covering CT 10 to CT 13, subject to the fulfilment of condition precedents as stated in the agreement. The concession period may extend up to 31 August 2082 subject to the completion of acquisition of the third parcel of underwater land ("state land") from the Selangor State Government and transfer of the state land to PKA by 31 August 2045 for the development of CT 14 to CT 17.

The concession period has been extended to 31 August 2070, following WMSB's fulfilment of the condition precedents outlined in the third supplementary agreement with PKA and GOM, amongst others, the following:

- (i) Transfer of a parcel of land approximately 381.04 acres in size, held under HS (D) 71881, PT 73171, Mukim Klang, Daerah Klang, Selangor, to PKA before 1 September 2024;
- (ii) Execution of a Lease Agreement with PKA;

#### 4. SERVICE CONCESSION ARRANGEMENT (continued)

- (iii) Payment of the final lease payment to PKA for the period from 1 October 2024 to 31 December 2024 pursuant to the first supplementary privatisation agreement; and
- (iv) Payment of the new annual lease payment to PKA covering period from 1 September 2024 to 31 December 2024.

#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's material accounting policies, which are described in Note 3, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

##### (a) Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described in Note 3 above, the Directors are of the opinion that there are no instances of application of judgement which are expected to have a significant effect on the amounts recognised in the financial statements.

##### (b) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows.

##### (i) Calculation of credit loss allowance

When measuring ECL, the Group uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. The information about the ECL of the Group is disclosed in Note 31(b).



## Notes To The Financial Statements

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#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

##### Key sources of estimation uncertainty (continued)

##### (ii) Recognition of construction revenue and cost for service concession arrangements

The Group adopts the intangible asset model as defined in IC Interpretation 12 and has recognised construction revenue and costs of RM64,115,000 (2023: RM63,295,000) and RM63,480,000 (2023: RM62,659,000), respectively in the construction of port infrastructures as disclosed in Notes 6 and 7. The estimated profit margin is based on relative comparison with general industry although actual margin may differ due to location, materials and other pricing considerations.

##### (iii) Estimated useful lives of property, plant and equipment

The Group regularly reviews the estimated useful lives of property, plant and equipment based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment would increase the recorded depreciation and decrease the value of property, plant and equipment. The carrying amount of the Group's property, plant and equipment is disclosed in Note 12.

#### 6. REVENUE

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Port operations				
- Container	1,950,296	1,805,210	-	-
- Conventional	156,197	138,642	-	-
- Marine	85,710	91,008	-	-
	2,192,203	2,034,860	-	-
Construction revenue	64,115	63,295	-	-
Revenue from contracts with customers	2,256,318	2,098,155	-	-
Other revenue sources				
- Rental income - land and buildings	87,827	53,763	-	-
- Dividend income	-	-	602,150	534,818
	87,827	53,763	602,150	534,818
	2,344,145	2,151,918	602,150	534,818

#### 6. REVENUE (continued)

In accordance with MFRS 15, the Group recognises its port operations and construction revenue based on the timing detailed below:

	Group	
	2024	2023
	RM'000	RM'000
Timing of revenue recognition		
Over time	64,115	63,295
At a point in time	2,192,203	2,034,860
	2,256,318	2,089,155

The Group expects construction revenue of RM258,702,188 (2023: RM1,221,297) from unsatisfied performance obligations to be recognised in the next financial year.

#### 7. COST OF SALES

	Group	
	2024	2023
	RM'000	RM'000
Port operations	837,117	853,495
Construction cost	63,480	62,659
	900,597	916,154

#### 8. FINANCE INCOME

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Income received from financial assets designated at fair value through profit or loss:				
Income received from investment in money market funds	7,206	2,508	-	-
Interest income of financial assets that are not at fair value through profit or loss:				
Fixed deposits interest	10,277	8,178	478	434
Other interest	246	210	-	-
	17,729	10,896	478	434

## Notes To The Financial Statements

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#### 9. FINANCE COSTS

	Group 2024 RM'000	2023 RM'000
Interest expense of financial liabilities that are not at fair value through profit or loss:		
Borrowings - SMMTN	37,998	43,539
Less: Amounts capitalised during the year (Note 13)	(91)	(1,606)
	37,907	41,933
Borrowings - SWMTN	9,555	-
Less: Amounts capitalised during the year (Note 13)	(9,555)	-
	-	-
Borrowings - Revolving credit	1,124	-
Accretion - Service concession obligation (Note 26)	29,181	6,088
Lease liabilities (Note 27)	5,315	4,609
	35,620	10,697
	73,527	52,630

#### 10. PROFIT BEFORE TAX

	Group 2024 RM'000	2023 RM'000	Company 2024 RM'000	2023 RM'000
<b>Profit before tax is arrived at after charging:</b>				
Auditors' remuneration:				
- Statutory audit fees	340	340	60	60
- Other services	10	10	10	10
Depreciation of property, plant and equipment (Note 12)	142,574	142,898	-	-
Amortisation of concession assets (Note 13)	78,357	86,399	-	-
Depreciation of right-of-use assets (Note 14)	33,686	29,573	-	-
Dredging expenditure	8,041	8,032	-	-
Concession assets written off	-	127	-	-
Impairment loss on trade receivables	-	136	-	-
Net realised foreign exchange loss	230	302	-	-
Personnel expenses (including key management personnel):				
- Provision for retirement benefits	404	158	-	-
- Defined contribution plan	42,988	42,142	-	-
- Wages, salaries and bonus	293,010	291,182	-	-
- Other employee benefits	4,291	4,223	-	-
Equipment services	12,703	7,385	-	-
Profit sharing with PKA	15,884	12,321	-	-
<b>and after crediting:</b>				
Dividend income				
- Subsidiary	-	-	602,150	534,818
Reversal of impairment loss on trade receivables	101	133	-	-
Gain on disposal of property, plant and equipment	433	1,947	-	-
Gain on disposal of concession assets	5,015	-	-	-
Gain on termination of lease liability	-	179	-	-

## Notes To The Financial Statements

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#### 11. TAX EXPENSE

	Group		Company	
	2024	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
Recognised in profit or loss				
Income tax expense				
- Current	232,038	228,494	115	113
- Under/(Over)provision in prior years	666	(3,549)	-	-
	232,704	224,945	115	113
Deferred tax expense (Note 24)				
- Origination of temporary differences	9,163	(2,667)	-	-
- (Over)/Underprovision in prior years	(1,198)	4,504	-	-
	7,965	1,837	-	-
	240,669	226,782	115	113
<b>Reconciliation of tax expense</b>				
	Group		Company	
	2024	2023	2024	2024
	RM'000	RM'000	RM'000	RM'000
Profit before tax	1,138,651	1,006,214	599,252	532,874
Income tax calculated using Malaysian tax rate of 24%	273,276	241,491	143,820	127,890
Non-deductible expenses	3,957	6,502	811	579
Non-taxable income	(5,041)	(5,596)	(144,516)	(128,356)
Utilisation of investment tax allowances	(30,991)	(16,570)	-	-
	241,201	225,827	115	113
Under/(Over)provision in prior years				
- Current tax	666	(3,549)	-	-
- Deferred tax	(1,198)	4,504	-	-
	240,669	226,782	115	113

#### 12. PROPERTY, PLANT AND EQUIPMENT

	Plant, machinery and equipment	Motor vehicles	Office equipment, furniture and fittings	Assets under construction	Total
	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Group Cost</b>					
At 1 January 2023	3,045,489	24,341	79,593	103,480	3,252,903
Additions	-	-	-	106,782	106,782
Disposals	(57,135)	(938)	-	-	(58,073)
Transfers	123,477	1,058	8,797	(133,332)	-
At 31 December 2023/ 1 January 2024	3,111,831	24,461	88,390	76,930	3,301,612
Additions	-	-	-	99,833	99,833
Disposals	(6,106)	(3,017)	-	-	(9,123)
Transfers	96,401	746	2,676	(99,823)	-
Reclassification	-	-	-	(9,311)	(9,311)
At 31 December 2024	3,202,126	22,190	91,066	67,629	3,383,011
<b>Accumulated depreciation</b>					
At 1 January 2023	1,388,743	18,123	70,188	-	1,477,054
Charge for the year (Note 10)	135,325	1,855	5,718	-	142,898
Disposals	(56,974)	(345)	-	-	(57,319)
At 31 December 2023/ 1 January 2024	1,467,094	19,633	75,906	-	1,562,633
Charge for the year (Note 10)	135,441	1,621	5,512	-	142,574
Disposals	(5,998)	(2,707)	-	-	(8,705)
At 31 December 2024	1,596,537	18,547	81,418	-	1,696,502
<b>Carrying amounts</b>					
At 31 December 2023	1,644,737	4,828	12,484	76,930	1,738,979
At 31 December 2024	1,605,589	3,643	9,648	67,629	1,686,509

## Notes To The Financial Statements

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#### 13. CONCESSION ASSETS

Group Cost	Leased port infrastructures and facilities RM'000	Acquired and constructed port infrastructures and facilities RM'000	Assets under construction RM'000	Total RM'000
At 1 January 2023	552,383	2,679,836	251,767	3,483,986
Additions	-	-	118,433	118,433
Borrowing costs capitalised (Note 9)	-	-	1,606	1,606
Transfers	-	11,691	(11,691)	-
Write off	-	(242)	-	(242)
At 31 December 2023/ 1 January 2024	552,383	2,691,285	360,115	3,603,783
Additions	1,816,692	-	500,199	2,316,891
Borrowing costs capitalised (Note 9)	-	-	9,646	9,646
Disposal	-	-	(2,575)	(2,575)
Derecognition	(151,623)	-	-	(151,623)
Transfers	-	159,647	(159,647)	-
Reclassification	-	-	9,311	9,311
At 31 December 2024	2,217,452	2,850,932	717,049	5,785,433
<b>Accumulated amortisation</b>				
At 1 January 2023	254,643	785,098	-	1,039,741
Amortisation for the year (Note 10)	18,189	68,210	-	86,399
Write off	-	(115)	-	(115)
At 31 December 2023/ 1 January 2024	272,832	853,193	-	1,126,025
Amortisation for the year (Note 10)	28,428	49,929	-	78,357
Derecognition	(151,623)	-	-	(151,623)
At 31 December 2024	149,637	903,122	-	1,052,759
<b>Carrying amounts</b>				
At 31 December 2023	279,551	1,838,092	360,115	2,477,758
At 31 December 2024	2,067,815	1,947,810	717,049	4,732,674

#### 13. CONCESSION ASSETS (continued)

During the year, borrowing costs arising from the general borrowing pool were capitalised to concession assets and were calculated by applying a capitalisation rate of 5% (2023: 5%).

The concession rights, granted under the Privatisation Agreement on 25 July 1994, ended on 31 August 2024. As a result, the the service concession obligation and concession assets, amounting to RM151,623,000, were derecognised.

Pursuant to the third supplementary agreement signed between WMSB with GOM and PKA, the concession period has been extended from 1 September 2024 to 31 August 2070 upon fulfilling the condition precedents as described in Note 4. On 1 September 2024, WMSB recognised service concession obligation of RM1,816,692,000 arising from this extension based on the present value of the lease rental and licence fees. Correspondingly, this amount has been recorded as concession assets, granting WMSB the right to operate the port.

Additionally, during the current financial year, WMSB revised the useful life of leased port infrastructures and facilities as well as certain acquired and constructed port infrastructures and facilities from 31 August 2054 to 31 August 2070 to align with the extended concession period. The revision was accounted as a change in accounting estimate. As a result, the amortisation charge for the current financial year has decreased by RM18,301,000.

#### 14. RIGHT-OF-USE ASSETS

Group Cost	Equipment RM'000
At 1 January 2023	192,496
Additions (Note 27)	42,766
Lease termination	(20,629)
At 31 December 2023/1 January 2024	214,633
Additions (Note 27)	50,400
Derecognition	(7,145)
At 31 December 2024	257,888
<b>Accumulated depreciation</b>	
At 1 January 2023	129,947
Charge for the year (Note 10)	29,573
Lease termination	(11,846)
At 31 December 2023/1 January 2024	147,674
Charge for the year (Note 10)	33,686
Derecognition	(7,145)
At 31 December 2024	174,215

## Notes To The Financial Statements

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#### 14. RIGHT-OF-USE ASSETS (continued)

Group Cost	Equipment RM'000
<b>Carrying amount</b>	
At 31 December 2023	66,959
At 31 December 2024	83,673

The Group leases several assets including marine equipment and IT equipment. The lease term ranges from 1 to 7 years (2023: 1 to 5 years). The maturity analysis of lease liabilities is presented in Note 27.

#### 15. INVESTMENT IN SUBSIDIARY

	Company	
	2024	2023
	RM'000	RM'000
Unquoted shares, at cost	1,030,130	1,030,130

Details of the subsidiary, which is incorporated in Malaysia, are as follows:

Name of subsidiary	Principal activities	Effective Ownership interest	
		2024	2023
		%	%
Westports Malaysia Sdn. Bhd.	Development and management of port operations	100	100
Westports International Sdn. Bhd.	Dormant	100	-

During the financial year, the Company acquired 2 ordinary shares in Westports International Sdn. Bhd. ("WISB"), representing 100% equity interest in WISB for a consideration of RM2.00.

Included in Westports Malaysia Sdn. Bhd.'s share capital is a special share of RM1 issued to the Ministry of Finance (Incorporated).

The special share enables the GOM through the Ministry of Finance (Incorporated) to ensure that certain major decisions affecting the operations of the subsidiary are consistent with GOM policies. The special shareholder or any person acting on behalf of the special shareholder shall be entitled to receive notice of and to attend and speak at all general meetings or any other meeting of any class of shareholders of the subsidiary, but the special shareholder shall carry no right to vote nor any other rights at any such meeting.

#### 15. INVESTMENT IN SUBSIDIARY (continued)

The special shareholder shall be entitled to nominate one director to be on the Board of Directors of the subsidiary.

Certain matters, in particular the alteration of the Constitution of the subsidiary relating to the rights of the special shareholder, creation and issue of additional shares which carry different voting rights, the dissolution of the subsidiary, substantial disposal of assets, amalgamations, mergers and takeovers and any proposals affecting the interests of the GOM or the national interest require prior consent of the special shareholder.

The special shareholder does not have any right to participate in the capital or profits of the subsidiary. The special shareholder has the right to require the subsidiary to redeem the special share at par at any time.

#### 16. INVESTMENT IN A JOINT VENTURE

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
In Malaysia:				
Unquoted shares, at cost	115,000	115,000	115,000	115,000
Share of post-acquisition profit	56,193	56,212	-	-
	171,193	171,212	115,000	115,000

Investment in a joint venture is stated at cost in the separate financial statements of the Company. The Group recognises its interest in a joint venture as an investment and accounts for that investment using the equity method.

Details of the joint venture, which is incorporated in Malaysia, are as follows:

Name of joint venture	Principal Activities	Effective ownership interest	
		2024	2023
		%	%
Port Klang Cruise Terminal Sdn. Bhd. ("PKCT")	Provision of port facilities and services to cruise and navy vessels	50	50



## Notes To The Financial Statements

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#### 16. INVESTMENT IN A JOINT VENTURE (continued)

Summarised unaudited financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's latest management financial statements prepared in accordance with MFRSs:

	2024 RM'000	2023 RM'000
<b>Assets and liabilities</b>		
Non-current assets	291,430	295,145
Current assets	65,747	48,656
Total assets	357,177	343,801
Non-current assets	12,580	-
Current liabilities	2,211	1,377
Total liabilities	14,791	1,377

The above amounts of assets and liabilities include the following:

	2024 RM'000	2023 RM'000
Plant and equipment	146,891	148,502
Right-of-use assets	88,308	89,405
Investment properties	56,230	56,960
Cash and cash equivalents	62,879	47,823

#### Results

Revenue	31,279	34,229
Profit before tax	16,574	20,861

#### Share of results

Share of profit of joint venture	5,460	7,036
Other adjustments	(5,479)	3,459

Net group's share of (loss)/profit of joint venture	(19)	10,495
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The above profit for the year includes the following charge:

Depreciation and amortisation	5,514	5,298
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#### 16. INVESTMENT IN A JOINT VENTURE (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements are as follows:

Group	2024 RM'000	2023 RM'000
Group's share of net assets	171,193	171,212

#### 17. INVENTORIES

Group	2024 RM'000	2023 RM'000
Spares	6,680	5,349
Recognised in profit or loss:		
Inventories recognised as cost of sales	179,378	175,722

Inventories are measured at the lower of cost and net realisable value. Costs comprises expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing the inventories to their existing location and condition. Cost is calculated using the First-In, First-Out method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

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#### 18. TRADE AND OTHER RECEIVABLES

	Group 2024 RM'000	2023 RM'000	Company 2024 RM'000	2023 RM'000
<b>Trade</b>				
Trade receivables	278,066	256,679	-	-
Less: Impairment loss	(7,575)	(7,676)	-	-
	270,491	249,003	-	-
<b>Non-trade</b>				
Other receivables	26,594	16,779	-	-
Deposits	11,033	925	76	76
Prepayments	8,351	14,032	-	-
	45,978	31,736	76	76
	316,469	280,739	76	76

Included in other receivables are lease rental receivables of RM18,972,853 (2023: RM4,625,939), insurance recoverable of RM2,892,000 (2023: RM2,423,000), and investments in club memberships amounting to RM1,850,000 (2023: RM1,850,000).

Trade receivables comprise amounts receivable for the revenue generated from port operations. The credit periods range from 14 to 30 days (2023: 14 to 30 days).

At the end of the reporting period, the Group has a concentration of credit risk in the form of trade receivables from 5 (2023: 5) main customers, representing approximately 42% (2023: 41%) of the Group's trade receivables.

#### 19. CASH AND SHORT TERM INVESTMENTS

	Group 2024 RM'000	2023 RM'000	Company 2024 RM'000	2023 RM'000
Cash and bank balances	207,238	450,870	3,224	4,361
Money market funds	507,725	70,519	-	-
Fixed deposits with licensed banks	65,838	56,469	13,237	13,000
	780,801	577,858	16,461	17,361

#### 19. CASH AND SHORT TERM INVESTMENTS (continued)

Fixed deposits with licensed banks include pledged deposits of RM51,658,000 (2023: RM42,641,000) as securities for Sukuk Musharakah Medium Term Notes ("SMMTN") and Sukuk Wakalah Medium Term Notes ("SWMTN") programmes of a subsidiary as disclosed in Note 21.

As of 31 December 2024, the Group has utilised RM27,450,001 (2023: RM8,794,051) of its corporate bank guarantee facility obtained from an overseas licensed bank.

The interest rates are as follows:

	Group 2024 %	2023 %	Company 2024 %	2023 %
Fixed and short-term deposits	2.50-3.65	2.55-3.55	3.50-3.65	3.50-3.55
Money market funds	3.52%	3.45%	-	-

The maturity periods of the deposits of the Group and of the Company range from 90 to 186 days (2023: 90 to 189 days).

#### 20. SHARE CAPITAL AND RESERVES

	Group and Company 2024 Amount RM'000	2024 Number of shares RM'000	2023 Amount RM'000	2023 Number of shares RM'000
Issued and fully paid up shares with no par value classified as equity instrument:				
Ordinary shares				
At 1 January/31 December	1,038,000	3,410,000	1,038,000	3,410,000

##### Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

##### Goodwill written-off reserve

This reserve relates to goodwill written-off arising from the acquisition of a subsidiary, measured at cost.

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#### 21. BORROWINGS

	Group	
	2024	2023
	RM'000	RM'000
Unsecured:		
Sukuk Musharakah Medium Term Notes ("SMMTN")	725,000	850,000
Less: Amount due within 12 months (shown under current liabilities)	(175,000)	(125,000)
Non-current portion	550,000	725,000
Sukuk Wakalah Medium Term Notes ("SWMTN")	355,000	-
Less: Amount due within 12 months (shown under current liabilities)	-	-
Non-current portion	355,000	-
Total:		
Current portion	175,000	125,000
Non-current portion	905,000	725,000
	1,080,000	850,000

The non-current portion is repayable as follows:

	Group	
	2024	2023
	RM'000	RM'000
Financial years ending 31 December:		
2026	175,000	175,000
2027 and above	730,000	550,000
	905,000	725,000

#### Sukuk Musharakah Medium Term Notes ("SMMTN")

Representing a 20-year SMMTN programme with an initial draw down of RM450 million on 3 May 2011. This initial draw down is repayable in 6 annual tranches from 3 May 2022 to 3 May 2026. The SMMTN is available for issuance for an aggregate nominal value of RM2.0 billion. The profit rates range from 4.43% to 5.38% (2023: 4.43% to 5.38%) per annum.

On 1 April 2013, an additional RM250 million of SMMTN was drawdown and is repayable in 4 tranches from 1 April 2025 to 31 March 2028. The profit rates range from 4.43% to 4.58% per annum.

On 23 October 2013, an additional RM200 million of SMMTN was drawdown and is repayable in 5 tranches from 23 October 2024 to 23 October 2028. The profit rates range from 4.58% to 4.90% per annum.

#### 21. BORROWINGS (continued)

#### Sukuk Musharakah Medium Term Notes ("SMMTN") (continued)

On 3 April 2014, an additional RM250 million of SMMTN was drawdown and is repayable in 4 tranches from 2 April 2021 to 3 April 2024. The profit rates range from 4.60% to 4.85% per annum.

On 7 August 2017, an additional RM200 million of SMMTN was drawdown and is repayable in 2 tranches from 7 August 2020 to 7 August 2021. The profit rates range from 4.15% to 4.22% per annum.

On 13 December 2017, an additional RM150 million of SMMTN was drawdown and is repayable in 3 tranches from 13 December 2021 to 13 December 2027. The profit rates range from 4.53% to 4.90% per annum.

During the year, the Group redeemed RM125 million (2023: RM125 million) of SMMTN in accordance with the redemption terms.

#### Sukuk Wakalah Medium Term Notes ("SWMTN")

Representing SWMTN programme with a perpetual tenure. The SWMTN is available for issuance for an aggregate nominal value of RM5.0 billion. On 15 May 2024, RM355 million was drawdown. This initial draw down is repayable on 15 May 2039. The profit rate is 4.29% per annum.

Both SMMTN and SWMTN have been implemented on a clean basis and certain pledged deposits are maintained in the Finance Service Reserve Account with the lender as disclosed in Note 19.

#### Covenants

The SMMTN and SWMTN are subject to certain positive and negative undertakings and the primary financial covenants are as follows:-

- (i) financial service cover ratio of WMSB shall not be less than 1.25 times; and
- (ii) finance to equity ratio of WMSB shall not exceed 2.0 times.

WMSB is required to maintain a minimal rating of AAA during the tenor of SMMTN and SWMTN. The subsidiary attained a rating of AAA from RAM Rating Services Berhad on 26 November 2024.

## Notes To The Financial Statements

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#### 22. TRADE AND OTHER PAYABLES

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<b>Trade</b>				
Trade payables (Note a)	65,311	44,854	-	-
Accrued expenses	63,195	50,853	-	-
	128,506	95,707	-	-
<b>Non-trade</b>				
Other payables (Note b)	68,522	34,262	514	57
Accrued expenses (Note c)	16,099	28,981	-	-
	84,621	63,243	514	57
	213,127	158,950	514	57

Trade and other payables comprise amounts outstanding for trade purchases and ongoing costs, are unsecured and interest-free.

- (a) Included in trade payables is balance due to related parties amounting to RM19,940 (2023: RM2,917,000) which is unsecured, interest free and repayable on demand. The credit period granted to the Group for trade purchases is 60 days (2023: 60 days).
- (b) Included in trade payables are balances due to suppliers for the purchases of property, plant and equipment amounting to RM32,152,373 (2023: RM16,569,362).
- (c) Included in non-trade accrued expenses is profit sharing expenses payable to the port authority amounting to RM15,884,000 (2023: RM12,321,000) and accrual of construction costs for port infrastructures.

#### 23. EMPLOYEE BENEFITS

	Group	
	2024	2023
	RM'000	RM'000
<b>Present value of unfunded obligations</b>		
Provision for retirement benefits	8,669	8,503

The Group operates a defined benefit plan for its eligible employees. The obligations under the retirement benefit scheme are determined based on the latest available actuarial valuation by a qualified independent actuary.

#### 23. EMPLOYEE BENEFITS (continued)

Principal assumptions at the end of the reporting periods are as follows:

	Group	
	2024	2023
	RM'000	RM'000
Discount rate	4.8%	4.8%
Expected annual salary increment rate	6.0%	6.0%

Movements in the present value of defined benefit obligations:

	Group	
	2024	2023
	RM'000	RM'000
Defined benefit obligations at 1 January	8,503	8,714
Expense recognised in profit or loss (Note 10)	404	158
Retirement benefits paid	(238)	(369)
Defined benefit obligations at 31 December	8,669	8,503

The defined benefit plan was frozen on 31 August 2004. Subsequent to 31 August 2004, no new participants have been introduced to the defined benefit plan. Employees under the defined benefit plan continue to be eligible for their retirement benefits but computations of their length of service years with the Group are only until 31 August 2004.

#### 24. DEFERRED TAX LIABILITIES

The deferred tax amounts, determined after appropriate offsetting, are as follows:

	Group	
	2024	2023
	RM'000	RM'000
Deferred tax liabilities	443,111	436,536
Deferred tax assets	(6,823)	(8,213)
	(436,288)	(428,323)

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#### 24. DEFERRED TAX LIABILITIES (continued)

Movement in deferred tax assets and liabilities (prior to offsetting of balances) of the Group during the year are as follows:

Group	At 1.1.2023 RM'000	Recognised in profit or loss (Note 11) RM'000	At 31.12.2023/ 1.1.2024 RM'000	Recognised in profit or loss (Note 11) RM'000	At 31.12.2024 RM'000
<b>Deferred tax liabilities</b>					
Property plant and equipment and concession assets	(433,544)	(2,992)	(436,536)	(6,575)	(443,111)
<b>Deferred tax assets</b>					
Provisions	6,777	(580)	6,197	(206)	5,991
Others	281	1,735	2,016	(1,184)	832
	7,058	1,155	8,213	(1,390)	6,823
	(426,486)	(1,837)	(428,323)	(7,965)	(436,288)

Deferred tax liabilities and assets above are offset as there is a legally enforceable right to set off current tax assets against current tax liabilities and that the deferred taxes relate to the same taxation authority and entity.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. The deductible temporary differences do not expire under the current tax legislation.

#### 25. PROVISIONS

Included in provisions are payables to various external parties relating to marketing activities. The movements in provisions during the reporting period are as follows:

	Group RM'000
At 1 January 2023	220,566
Provisions made	429,526
Payments made	(405,641)
At 31 December 2023/1 January 2024	244,451
Provisions made	412,114
Payments made	(375,456)
At 31 December 2024	281,109

#### 26. SERVICE CONCESSION OBLIGATION

	Group 2024 RM'000	2023 RM'000
At 1 January	60,989	115,932
Additions	1,816,692	-
Finance costs (Note 9)	29,181	6,088
Payment of lease rental	(94,624)	(61,031)
At 31 December	1,812,238	60,989

Pursuant to the third supplementary agreement signed between WMSB, GOM and PKA, the concession period has been extended from 1 September 2024 to 31 August 2070. On 1 September 2024, WMSB recognised service concession obligation of RM1,816,692,000 arising from this extension based on the present value of the lease payments under agreement.

The minimum lease payments for the service concession obligation are payable as follows:

Group	Future minimum lease payments RM'000	Interest RM'000	Present value of minimum lease payments RM'000
<b>2024</b>			
Less than one year	91,100	(77,748)	13,352
Between one and five years	364,400	(305,012)	59,388
More than five years	3,706,783	(1,967,285)	1,739,498
	4,071,183	(2,272,297)	1,798,886
	4,162,283	(2,350,045)	1,812,238
<b>2023</b>			
Less than one year	64,191	(3,202)	60,989



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#### 27. LEASE LIABILITIES

Group	2024 RM'000	2023 RM'000
At 1 January	67,901	65,324
Additions (Note 14)	50,400	42,766
Finance costs (Note 9)	5,315	4,609
Payment of lease rental	(39,836)	(35,836)
Lease termination	-	(8,962)
At 31 December	83,780	67,901

The minimum lease payments for the lease liabilities are payable as follows:

Group	Future minimum lease payments RM'000	Interest RM'000	Present value of minimum lease payments RM'000
<b>2024</b>			
Less than one year	40,172	(5,289)	34,883
Between one and five years	52,389	(3,492)	48,897
	92,561	(8,781)	83,780
<b>2023</b>			
Less than one year	29,750	(3,028)	26,722
Between one and five years	44,358	(3,179)	41,179
	74,108	(6,207)	67,901

#### 28. EARNINGS PER ORDINARY SHARE

##### Basic earnings per ordinary share

The basic earnings per ordinary share is calculated by dividing the Group's profit attributable to owners of the Company of RM897,982,000 (2023: RM779,432,000) by the weighted average number of ordinary shares outstanding during the financial year of 3,410,000,000 (2023: 3,410,000,000).

##### Diluted earnings per ordinary share

The Group has no dilution in its earnings per ordinary share in the current financial year as the Group does not have dilutive financial instruments.

#### 29. DIVIDENDS

Amounts recognised as distributions to equity holders in the year:

	Sen per share	Amount RM'000	Date of payment
<b>2024</b>			
Second interim dividend 2023	8.72	297,352	29 February 2024
First interim dividend 2024	8.89	303,149	21 August 2024
		600,501	
<b>2023</b>			
Second interim dividend 2022	7.46	254,386	20 February 2023
First interim dividend 2023	8.19	279,279	22 August 2023
		533,665	

On 23 January 2025, the Directors declared a second interim dividend of 10.86 sen per share, amounting to RM370,326,000 in respect of the financial year ended 31 December 2024. The financial statements for the current financial year do not reflect this dividend. Such dividend will be accounted for within equity as an appropriation of reserves for the financial year ending 31 December 2025.

No final dividend has been paid or declared during the financial year and the Directors do not recommend any final dividend to be paid for the financial year under review.

#### 30. OPERATING SEGMENTS

The Board of Directors reviews internal management reports on a monthly basis. Operating segments are components in which separate financial information is available that is evaluated regularly by the Board of Directors in deciding how to allocate resources and in assessing performance of the Group. The Group has identified the business of port development and management of port operations as its sole operating segment.

The Board of Directors does not consider investment holding activities as a reportable segment. For segmental reporting, unallocated costs relate to administrative expenses of the holding company. Unallocated assets and liabilities pertain to the holding company's property, plant and equipment, other receivables, investments in securities, cash and cash equivalents, other payables and tax liabilities.

No entity wide geographic information is provided as the Group's activities are carried out predominantly in Malaysia.

Performance is measured based on segment profit before finance income, finance cost and taxation as included in the internal management reports that are reviewed by the Board of Directors.

## Notes To The Financial Statements

### Financial Statements

#### 30. OPERATING SEGMENTS (continued)

##### Segment assets

Segment assets information is not presented regularly to the Board of Directors and hence, no disclosure is made on the segment assets.

##### Segment liabilities

Segment liabilities information is not presented regularly to the Board of Directors and hence, no disclosure is made on the segment liabilities.

##### Segment capital expenditure

Segment capital expenditure information is the total cost incurred during the financial year to acquire and construct property, plant and equipment and concession assets.

##### Information about reportable segment

	Port development and management of port operations	
	2024	2023
	RM'000	RM'000
Reportable segment profit	1,197,852	1,039,831
<i>Included in the measure of segment profit are:</i>		
Revenue - external customers	2,280,030	2,088,623
- construction services	64,115	63,295
Reversal of impairment loss on trade receivables	101	133
Gain on disposal of property, plant and equipment	433	1,947
Gain on disposal of concession assets	5,015	-
Depreciation of property, plant and equipment	(142,574)	(142,898)
Amortisation of concession assets	(78,357)	(86,399)
Concession assets written off	-	(127)
Depreciation of right-of-use assets	(33,686)	(29,573)
Impairment loss on trade receivables	-	(136)

#### 30. OPERATING SEGMENTS (continued)

##### Reconciliation of reportable segment profit and revenue

	Port development and management of port operations	
	2024	2023
	RM'000	RM'000
<b>Profit</b>		
Reportable segment	1,197,852	1,039,831
Non-reportable segment	(3,384)	(2,378)
Finance income	17,729	10,896
Finance costs	(73,527)	(52,630)
Share of results of a joint venture	(19)	10,495
Consolidated profit before tax	1,138,651	1,006,214
<b>Revenue</b>		
Reportable segment	2,344,145	2,151,918
Consolidated revenue	2,344,145	2,151,918

##### Geographical information

The revenue of the Group are from its sole port operations in Malaysia.

All non-current assets of the Group were maintained within Malaysia as at the end of the current and previous financial year.

##### Major customers

The following are major customers with revenue equal to or more than 10% of the Group's total revenue:

	Port Operations	
	2024	2023
	RM'000	RM'000
Customer A	383,052	298,597
Customer B	318,894	219,153
Customer C	317,375	212,930
Customer D	303,865	209,182

## Notes To The Financial Statements

### Financial Statements

#### 31. FINANCIAL INSTRUMENTS

##### (a) Classes and categories of financial instruments and their fair values

The carrying amounts of cash and cash equivalents, receivables and payables reasonably approximate their fair values due to the relatively short-term nature of these financial instruments. Accordingly, the fair values and fair value hierarchy level have not been presented for these instruments.

***Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)***

The table below analyses financial instruments not carried at fair value for which fair value is disclosed, together with fair values and carrying amounts shown in the statement of financial position. Combines information about:

- classes of financial instruments based on their nature and characteristics;
- the carrying amounts of financial instruments;
- fair values of financial instruments (except financial instruments when carrying amount approximates their fair value); and
- fair value hierarchy levels of financial assets and financial liabilities for which fair value was disclosed

#### 31. FINANCIAL INSTRUMENTS (continued)

##### (a) Classes and categories of financial instruments and their fair values (continued)

2024 Group	Carrying amount				Fair value		
	Financial assets	Financial liabilities			Level		
	FVTPL – designated RM'000	Amortised cost RM'000	Amortised cost RM'000	Total RM'000	1 RM'000	2 RM'000	3 RM'000
Trade and other receivables *	-	306,192	-	306,192	Note 1	Note 1	Note 1
Cash and bank balances	-	273,076	-	273,076	Note 1	Note 1	Note 1
Money market fund	507,725	-	-	507,725	507,725	-	-
Trade and other payables	-	-	(213,127)	(213,127)	Note 1	Note 1	Note 1
Borrowings	-	-	(1,080,000)	(1,080,000)	-	-	(1,336,443)
Service concession obligation	-	-	(1,812,238)	(1,812,238)	-	-	(1,812,238)
Lease liabilities	-	-	(83,780)	(83,780)	-	-	(83,780)
<b>2023 Group</b>							
Trade and other receivables *	-	264,857	-	264,857	Note 1	Note 1	Note 1
Cash and bank balances	-	507,339	-	507,339	Note 1	Note 1	Note 1
Money market fund	70,519	-	-	70,519	70,519	-	-
Trade and other payables	-	-	(158,950)	(158,950)	Note 1	Note 1	Note 1
Borrowings	-	-	(850,000)	(850,000)	-	-	(954,604)
Service concession obligation	-	-	(60,989)	(60,989)	-	-	(60,989)
Lease liabilities	-	-	(67,901)	(67,901)	-	-	(67,901)

\* Excludes investments in club membership, prepayments, and input tax recoverable.

Note 1 - the carrying amounts approximate fair values due to the relatively short-term nature of these financial instruments.

## Notes To The Financial Statements

### Financial Statements

#### 31. FINANCIAL INSTRUMENTS (continued)

##### (a) Classes and categories of financial instruments and their fair values (continued)

2024 Company	Carrying amount		Total RM'000	Fair value		
	Financial assets	Financial liabilities		Level		
	Amortised cost RM'000	Amortised cost RM'000		1 RM'000	2 RM'000	3 RM'000
Trade and other receivables	76	-	76	Note 1	Note 1	Note 1
Cash and bank balances	16,461	-	16,461	Note 1	Note 1	Note 1
Trade and other payables	-	(514)	(514)	Note 1	Note 1	Note 1
<b>2023 Company</b>						
Trade and other receivables	76	-	76	Note 1	Note 1	Note 1
Cash and bank balances	17,361	-	17,361	Note 1	Note 1	Note 1
Trade and other payables	-	(57)	(57)	Note 1	Note 1	Note 1

There were no transfers between Level 1 and 2 during the current or prior year.

Note 1 - the carrying amounts approximate fair values due to the relatively short-term nature of these financial instruments.

The following table shows the valuation techniques used in the determination of fair values within Level 3.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
<b>Borrowings</b>	Discounted cash flows	Interest rate of 4.29% to 5.38% (2023: 4.43% to 5.38%) per annum	The estimated fair value would increase/(decrease) if the discount rate is lower/(higher)
<b>Service concession obligation</b>	Discounted cash flows	Interest rate of 4.29% (2023: 5.25%) per annum	The estimated fair value would increase/(decrease) if the discount rate is lower/(higher)
<b>Lease liabilities</b>	Discounted cash flows	Interest rate of 4.50% (2023: 4.50%) per annum	The estimated fair value would increase/(decrease) if the discount rate is lower/(higher)

#### 31. FINANCIAL INSTRUMENTS (continued)

##### (b) Financial risk management objectives

The Group has exposure to the following risks from its use of financial instruments:

- Market risk
  - Currency risk
  - Interest rate risk
- Credit risk
- Liquidity and cash flow risk

##### Market risk

Market risk is the risk that changes in the market prices, such as foreign exchange rates and interest rates that will affect the Group's financial position or cash flows.

##### (i) Foreign currency risk management

The Group is exposed to foreign currency risk on purchases of machineries and parts that are denominated in currency other than functional currency.

The carrying amounts of the Group's foreign currency denominated monetary liabilities at the reporting date are as follows:

Currency	Liabilities	
	2024 RM'000	2023 RM'000
Singapore dollar	905	76
Korean Republic won	659	-

Exposure to foreign currency risk is monitored and where considered necessary, the Group may consider appropriate hedging strategies to mitigate the foreign currency risks.

##### Foreign currency sensitivity analysis

The Group does not have any significant exposure to foreign currency risk as most of its transactions and balances are denominated in Ringgit Malaysia, other than the purchases of machineries and parts. The exposure to currency risk of the Group is not material and hence, sensitivity analysis is not presented.

# Notes To The Financial Statements

## Financial Statements

### 31. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives (continued)

##### Market risk (continued)

##### (ii) Interest rate risk management

The Group does not have any significant exposure to interest rate risk as the financial assets and financial liabilities are subject to fixed rates but the Group does not measure them at fair value, except money market funds.

##### Exposure to interest rate risk

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<b>Fixed rate instruments</b>				
Borrowings	(1,080,000)	(850,000)	-	-
Service concession obligation	(1,812,238)	(60,989)	-	-
Lease liabilities	(83,780)	(67,901)	-	-

##### Fair value sensitivity analysis for fixed rate instruments

The Group has holdings in money market funds at fixed rates measured at fair value through profit or loss. A change in interest rates at the end of the reporting period would not materially affect profit or loss.

##### Credit risk management

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its trade receivables from customers and cash and cash equivalents.

##### Receivables

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed by the Credit Committee that sets policies, approves credit evaluations and institutes mitigating actions.

New customers are subject to the credit evaluation process and existing customers' risk profiles are reviewed regularly with a view to setting appropriate terms of trade and credit limits. Where appropriate, further transactions are suspended and legal actions are taken to attempt recoveries and mitigate losses. Financial guarantees from certain customers may be obtained.

### 31. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives (continued)

##### Credit risk management (continued)

##### Receivables (continued)

##### Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the Group's maximum exposure to credit risk arising from receivables is represented by the carrying amounts in the statement of financial position.

Credit approvals and other monitoring procedures are also in place to ensure that follow-up action is taken to recover overdue debts. Furthermore, the Group reviews the recoverable amount of each trade debt on an individual basis at the end of the reporting period to ensure that adequate credit loss allowance is made for irrecoverable amounts. In this regard, the Directors of the Company consider that the Group's credit risk is significantly reduced.

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses credit risk grading framework to monitor the credit quality of the receivables based on its own trading records to rate its major customers and other debtors.

The Group's current credit risk grading framework comprises the following categories:

Internal credit rating	Description	Basis for recognising expected credit losses
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
In default	Amount is >180 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in financial difficulty and the Group has no realistic prospect of recovery	Amount written off

The Group obtains financial guarantees from certain customers in managing its exposures to credit risks. At the end of the reporting period, financial guarantees received by the Group amounted to RM89 million (2023: RM75 million) from trade receivables.



# Notes To The Financial Statements

## Financial Statements

### 31. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives (continued)

##### Credit risk management (continued)

##### Receivables (continued)

##### Exposure to credit risk, credit quality and collateral (continued)

The Group measures the credit loss allowance for trade receivables at an amount equal to lifetime ECL. The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Group has recognised a credit loss allowance of 100% against all receivables over 360 days past due because historical experience has indicated that these receivables are generally not recoverable.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. None of the trade receivables that have been written off is subject to enforcement activities.

The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for credit loss allowance based on past due status is not further distinguished between the Group's different customer bases.

Group	Trade receivables - days past due				Total
	Not past due	1 – 30 Days	31 – 180 Days	More than 180 days	
	RM'000	RM'000	RM'000	RM'000	RM'000
<b>2024</b>					
Estimated total gross carrying amount at default	214,012	52,572	1,113	10,369	278,066
Lifetime ECL	-	-	-	-	(7,575)
					<u>270,491</u>
<b>2023</b>					
Estimated total gross carrying amount at default	200,490	36,985	11,144	8,060	256,679
Lifetime ECL	-	-	-	-	(7,676)
					<u>249,003</u>

### 31. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives (continued)

##### Credit risk management (continued)

##### Receivables (continued)

##### Exposure to credit risk, credit quality and collateral (continued)

The movements in the impairment loss of trade receivables during the financial year are as follows:

	Group	
	2024	2023
	RM'000	RM'000
Lifetime ECL (simplified approach)		
At 1 January	7,676	7,673
Impairment loss recognised (Note 10)	-	136
Reversal of impairment loss (Note 10)	(101)	(133)
	<u>7,575</u>	<u>7,676</u>
At 31 December		

##### Cash and short term investments

The Group's and the Company's cash and short term investments consist of cash and bank balances, money market funds and fixed deposits with licensed banks.

##### Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk is represented by the carrying amounts of cash and short term investments in the statement of financial position and the Group's financial assets as disclosed in Note 31(a) best represents their respective maximum exposure to credit risk. Management does not expect any counterparty to fail to meet its obligations.

##### Liquidity and cash flow risk management

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables and borrowings.

The Group maintains a level of cash and cash equivalents and banking facilities that are deemed adequate by management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at a significantly different amount.

## Notes To The Financial Statements

### Financial Statements

#### 31. FINANCIAL INSTRUMENTS (continued)

##### (b) Financial risk management objectives (continued)

###### Liquidity and cash flow risk management (continued)

The table below summarises the maturity profile of the Group's and of the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

Group	Carrying amount RM'000	Contractual profit/ interest rate	Contractual cash flows RM'000	Under 1 years RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000
<b>2024</b>							
<i>Non-derivative financial liabilities</i>							
Borrowings	1,080,000	4.15% - 5.38%	1,365,442	220,972	260,357	386,327	497,786
Trade and other payables	213,127	-	213,127	213,127	-	-	-
Service concession obligation	1,812,238	4.29%	4,162,283	91,100	91,100	364,309	3,615,774
Lease liabilities	83,780	4.50%	87,550	39,588	32,054	15,908	-
	<u>3,189,145</u>		<u>5,828,402</u>	<u>564,787</u>	<u>383,511</u>	<u>766,544</u>	<u>4,113,560</u>
<b>Company</b>							
<b>2024</b>							
<i>Non-derivative financial liabilities</i>							
Trade and other payables	<u>514</u>		<u>514</u>	<u>514</u>	<u>-</u>	<u>-</u>	<u>-</u>

#### 31. FINANCIAL INSTRUMENTS (continued)

##### (b) Financial risk management objectives (continued)

###### Liquidity and cash flow risk management (continued)

Group	Carrying amount RM'000	Contractual profit/ interest rate	Contractual cash flows RM'000	Under 1 years RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years
<b>2023</b>							
<i>Non-derivative financial liabilities</i>							
Borrowings	850,000	4.43% - 5.38%	954,604	162,999	205,766	585,839	-
Trade and other payables	158,950	-	158,950	158,950	-	-	-
Service concession obligation	60,989	5.25%	64,191	64,191	-	-	-
Lease liabilities	67,901	4.50%	74,108	29,750	35,727	8,631	-
	<u>1,137,840</u>		<u>1,251,853</u>	<u>415,890</u>	<u>241,493</u>	<u>594,470</u>	<u>-</u>
<b>Company</b>							
<b>2023</b>							
<i>Non-derivative financial liabilities</i>							
Trade and other payables	<u>57</u>		<u>57</u>	<u>57</u>	<u>-</u>	<u>-</u>	<u>-</u>

## Notes To The Financial Statements

### Financial Statements

#### 32. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital is to maintain an optimal capital structure and to safeguard the Group's ability to continue as a going concern, so as to maintain GOM, investors', creditors' and market confidence and to sustain future development of the business. The Directors monitor and are determined to maintain an optimal net debt-to-equity ratio and to comply with applicable externally imposed covenants or conditions.

	Group 2024 RM'000	2023 RM'000
Debt	1,163,780	917,901
Less: Cash and short term investments	(780,801)	(577,858)
Net debt	382,979	340,043
Equity	3,817,602	3,520,121
Net debt-to-equity ratio	0.10	0.10

Debt is defined as long and short-term borrowings and lease liabilities as disclosed in Notes 21 and 27.

Equity includes all capital and reserves of the Group that is managed as capital.

There were no changes in the Group's approach to capital risk management during the financial year.

#### 33. CAPITAL COMMITMENTS

	Group 2024 RM'000	2023 RM'000
<b>Capital expenditure commitments:</b>		
<i>Property, plant and equipment and concession assets</i>		
Authorised and contracted for	1,426,855	512,554

#### 34. OPERATING LEASE COMMITMENTS

##### Leases as lessor

The Group subleases out certain lands and buildings under operating leases. The future minimum lease receivables under non-cancellable leases are as follows:

Group	2024 RM'000	2023 RM'000
Less than one year	2,656	25,313
Between one and four years	18,827	130,412
More than four years	443,279	-
	464,762	155,725

#### 35. RELATED PARTIES

##### Identity of related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Related parties also include key management personnel as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all Directors of the Group. Transactions with key management personnel are disclosed in Note 36.

The Group has related party relationship with its significant investors, subsidiaries, related companies, Directors and key management personnel.

## Notes To The Financial Statements

### Financial Statements

#### 35. RELATED PARTIES (continued)

Related party transactions have been entered into in the normal course of business and under negotiated terms. The balances related to the below transactions are shown in Note 22.

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Corporate shareholder</b>		
<i>Pembinaan Redzai Sdn. Bhd.</i>		
- Office rental and administrative expenses paid on behalf	892	55
- Sale of motor vehicle	339	-
<b>Companies in which a Director has significant financial interest</b>		
<i>Cloud Ten Executive Travel &amp; Tours Sdn. Bhd.</i>		
- Flight tickets and accommodation	2,735	2,199
<i>PKT Logistics (M) Sdn. Bhd.</i>		
- Port charges and storage income	1,378	2,740
<i>Harbour 360 Sdn. Bhd.</i>		
- Hiring of tug boats	1,881	342
<i>Westports Foundation</i>		
- Financial support to community	491	716
	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Corporate shareholder</b>		
<i>Pembinaan Redzai Sdn. Bhd.</i>		
- Office rental	39	55
<b>Company in which a Director has significant financial interest</b>		
<i>Cloud Ten Executive Travel &amp; Tours Sdn. Bhd.</i>		
- Flight tickets and accommodation	1	-

#### 36. KEY MANAGEMENT PERSONNEL COMPENSATION

Key management personnel are those Group or Company personnel having authority and responsibility for planning, directing and controlling the activities of the Group or the Company either directly or indirectly. The key management personnel include all the Directors of the Group or Company. The key management personnel compensation are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Directors' fees	1,440	1,470	1,080	1,080
Salaries and bonuses	6,140	6,025	-	-
Defined contribution plan	983	1,024	-	-
Allowances	882	840	863	827
	9,445	9,359	1,943	1,907

The estimated monetary value of Directors' benefits-in-kind is RM375,000 (2023: RM983,000).

# Notes To The Financial Statements

Financial Statements

**WESTPORTS HOLDINGS BERHAD**  
(Incorporated in Malaysia)  
**AND ITS SUBSIDIARIES**

## STATEMENT BY DIRECTORS PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT, 2016 IN MALAYSIA

In the opinion of the Directors of **WESTPORTS HOLDINGS BERHAD**, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the provisions of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of the financial performance and the cash flows of the Group and of the Company for the financial year then ended.

Signed on behalf of the Board of Directors, as approved by the Board in accordance with a resolution of the Directors,

.....  
**DATUK RUBEN EMIR GNANALINGAM BIN ABDULLAH**  
Director

.....  
**AHMAD ZUBIR BIN ZAHID**  
Director

Kuala Lumpur  
23 January 2025

# Statement By Directors

Financial Statements

**WESTPORTS HOLDINGS BERHAD**  
(Incorporated in Malaysia)  
**AND ITS SUBSIDIARIES**

## STATUTORY DECLARATION PURSUANT TO SECTION 251(1)(b) OF THE COMPANIES ACT, 2016 IN MALAYSIA

I, **LEE MUN TAT**, the officer primarily responsible for the financial management of **WESTPORTS HOLDINGS BERHAD**, do solemnly and sincerely declare that the accompanying financial statements are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

.....  
**LEE MUN TAT**  
MIA 14184

Subscribed and solemnly declared by the abovenamed Lee Mun Tat,  
at Kuala Lumpur in Federal Territory, this 23rd day of January 2025.

Before me,

.....  
**COMMISSIONER FOR OATHS**



## Additional Compliance Information

### Other Information

In compliance with the Listing Requirements of Bursa Securities, the following information is provided:-

#### 1. Utilisation of Proceeds Raised from Corporate Proposal

During the financial year ended 31 December 2024, Westports Malaysia Sdn Bhd, a wholly-owned subsidiary of the Company had established an Islamic Medium Term Note Programme of up to RM5.0 Billion in Nominal Value, structured under the Shariah Principle of Wakalah Bi Al-Istithmar and issued Medium Term Notes ("Sukuk Wakalah Medium Term Notes or SWMTN").

The proceeds raised from the issuance of SWMTN were used for working capital, general corporate purposes, and/or Shariah-compliant purposes, where applicable.

Details of the SWMTN are disclosed in Note 21 of the Financial Statements.

#### 2. Material Contracts Involving Interests of Directors and Major Shareholders

There were no material contracts entered into by the Company and its subsidiaries involving Directors' and major shareholders' interests during the financial year ended 31 December 2024.

#### 3. Contracts Relating to Loans

There were no contracts relating to loans entered into by the Company and its subsidiaries involving Directors' and major shareholders' interests during the financial year ended 31 December 2024.

#### 4. Recurrent Related Party Transactions

Details of the recurrent related party transactions undertaken by the Group during the financial year ended 31 December 2024 are disclosed in Note 35 of the Financial Statements.

## Analysis Of Shareholdings

### Other Information

#### Analysis of Shareholdings as at 28 February 2025

Issued Shares	: 3,410,000,000
Class of Shares	: Ordinary shares
Voting Rights	: One vote per share

#### Distribution of Shareholdings

Size of Holdings	No. of holders	%	No. of shares	%
Less than 100	307	6.22	1,731	Negligible
100 to 1,000	1,463	29.64	982,478	0.03
1,001 to 10,000	2,226	45.10	9,955,047	0.29
10,001 to 100,000	631	12.78	21,457,884	0.63
100,001 to less than 5% of Issued Shares	306	6.20	979,656,428	28.73
5% and above of Issued Shares	3	0.06	2,397,946,432	70.32
<b>Total</b>	<b>4,936</b>	<b>100.00</b>	<b>3,410,000,000</b>	<b>100.00</b>

#### SUBSTANTIAL SHAREHOLDERS as per Register of Substantial Shareholders as at 28 February 2025

Name of Substantial Shareholders	Direct		Indirect	
	No. of shares held	% of Issued Capital	No. of shares held	% of Issued Capital
Pembinaan Redzai Sdn Bhd	1,446,461,500	42.42	-	-
South Port Investment Holdings Limited	802,962,600	23.55	-	-
The Estate of late Tan Sri Datuk Gnanalingam A/L Gunanath Lingam	-	-	1,552,100,000 <sup>(1)</sup>	45.52
Pacific Port Investment Holdings Limited	-	-	802,962,600 <sup>(2)</sup>	23.55
Coastal Wide Limited	-	-	802,962,600 <sup>(3)</sup>	23.55
Hutchison Port Holdings Limited	-	-	802,962,600 <sup>(4)</sup>	23.55
CK Hutchison Global Investments Limited	-	-	802,962,600 <sup>(4)</sup>	23.55
CK Hutchison Holdings Limited	-	-	802,962,600 <sup>(4)</sup>	23.55
Employees Provident Fund Board	295,882,289 <sup>(5)</sup>	8.68	-	-
Kumpulan Wang Persaraan (Diperbadankan) ("KWAP")	193,536,210	5.68	31,025,400 <sup>(6)</sup>	0.91
Gryss Limited	-	-	1,446,461,500 <sup>(7)</sup>	42.42
Gryss (L) Foundation	-	-	1,446,461,500 <sup>(8)</sup>	42.42

#### Notes:

- <sup>(1)</sup> Deemed interested in shares held by Pembinaan Redzai Sdn Bhd in the Company by virtue of his direct interest in Gryss (L) Foundation which has interest in Gryss Limited, which in turn holds shares in Pembinaan Redzai Sdn Bhd pursuant to Section 8(4) of the Companies Act 2016 and Semakin Ajaib pursuant to Section 8(4) of the Companies Act 2016.
- <sup>(2)</sup> Deemed interested in shares held by South Port Investment Holdings Limited in the Company pursuant to Section 8(4) of the Companies Act 2016.
- <sup>(3)</sup> Deemed interested in shares held by South Port Investment Holdings Limited in the Company by virtue of its subsidiary, Pacific Port Investment Holdings Limited being entitled to exercise not less than 20% of the votes attached to the voting shares in South Port Investment Holdings Limited pursuant to Section 8(4) of the Companies Act 2016.
- <sup>(4)</sup> Deemed interested in shares held by South Port Investment Holdings Limited in the Company, by virtue of its indirect subsidiary, Pacific Port Investment Holdings Limited being entitled to exercise not less than 20% of the votes attached to the voting shares in South Port Investment Holdings Limited pursuant to Section 8(4) of the Companies Act 2016.
- <sup>(5)</sup> Include shares held through nominee companies.
- <sup>(6)</sup> Deemed interested in the shares held by KWAP Fund Manager.
- <sup>(7)</sup> Deemed interested in the shares held by Pembinaan Redzai Sdn Bhd in the Company pursuant to Section 8(4) of the Companies Act 2016.
- <sup>(8)</sup> Deemed interested in the shares held by Pembinaan Redzai Sdn Bhd in the Company via Gryss Limited pursuant to Section 8(4) of the Companies Act 2016.

## Analysis Of Shareholdings

Other Information

### Thirty Largest Shareholders

as at 28 February 2025

No. Name	No. Of Shares	%
1. Pembinaan Redzai Sdn Berhad	1,401,461,500	41.10
2. Maybank Securities Nominees (Asing) Sdn Bhd - Pledged Securities Account for South Port Investment Holdings Limited	802,962,600	23.55
3. Kumpulan Wang Persaraan (Diperbadankan)	193,522,332	5.68
4. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board	138,547,196	4.06
5. Semakin Ajaib Sdn Bhd	99,438,500	2.92
6. Lembaga Tabung Haji	74,856,900	2.20
7. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Islamic)	52,840,893	1.55
8. HSBC Nominees (Asing) Sdn Bhd - JPMCB NA for Vanguard International Value Fund	47,213,800	1.39
9. DB (Malaysia) Nominee (Tempatan) Sendirian Berhad - Pledge Securities Account – DB Singapore WM Client for Pembinaan Redzai Sdn. Bhd.	45,000,000	1.32
10. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Aberdeen)	35,361,200	1.04
11. Citigroup Nominees (Tempatan) Sdn Bhd - Kumpulan Wang Persaraan (Diperbadankan) (Aberdeen)	23,961,800	0.70
12. Amanahraya Trustees Berhad - Amanah Saham Malaysia 3	21,052,200	0.62
13. Amanahraya Trustees Berhad - Amanah Saham Bumiputera 2	18,200,000	0.53
14. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (CGS CIMB)	16,941,000	0.50
15. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (AberIslamic)	16,058,700	0.47

### Thirty Largest Shareholders (continued)

as at 28 February 2025

No. Name	No. Of Shares	%
16. DB (Malaysia) Nominee (Asing) Sdn Bhd - SSBT Fund 4X31 For Cohen & Steers Infrastructure Fund, Inc	15,775,000	0.46
17. Amanahraya Trustees Berhad - Public Islamic Dividend Fund	15,736,900	0.46
18. Amanahraya Trustees Berhad - Amanah Saham Malaysia	15,733,400	0.46
19. Permodalan Nasional Berhad	11,841,000	0.35
20. Citigroup Nominees (Asing) Sdn Bhd - UBS AG	11,755,194	0.35
21. Amanahraya Trustees Berhad - Amanah Saham Bumiputera	10,927,700	0.32
22. Cartaban Nominees (Tempatan) Sdn Bhd -PBTB For Takafulink Dana Ekuiti	10,121,800	0.30
23. HSBC Nominees (Tempatan) Sdn Bhd - HSBC (M) Trustee Bhd for Principal Dali Equity Growth Fund	8,624,200	0.25
24. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (RHB Inv)	8,483,300	0.25
25. Citigroup Nominees (Tempatan) Sdn Bhd - Urusharta Jamaah Sdn. Bhd. (Aberdeen 2)	8,380,000	0.25
26. Amanahraya Trustees Berhad - Amanah Saham Bumiputera 3 - Didik	8,210,000	0.24
27. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (CIMB Prin)	8,007,200	0.24
28. Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (AsianIslamic)	7,545,900	0.22
29. CIMSEC Nominees (Tempatan) Sdn Bhd - CIMB for Semakin Ajaib Sdn Bhd (PB)	6,200,000	0.18
30. Amanahraya Trustees Berhad - Amanah Saham Malaysia 2 - Wawasan	6,000,000	0.18
<b>Total</b>	<b>3,140,760,215</b>	<b>92.11</b>

## Analysis Of Shareholdings

Other Information

### Directors' Shareholdings

as at 28 February 2025

Name of Directors	Direct		Indirect	
	No. of shares held	%	No. of shares held	%
Datuk Ruben Emir Gnanalingam bin Abdullah	-	-	105,638,500 <sup>(1)</sup>	3.10
Lee Mun Tat	5,000	Negligible	-	-
Tan Sri Dato' Seri Mohd Khairul Adib Abd Rahman	-	-	-	-
Sing Chi IP	-	-	-	-
Chan Soo Chee	50,000	Negligible	-	-
Datuk Siti Zauyah Binti Md Desa	-	-	-	-
Dato' Tengku Marina Binti Tunku Annuar	-	-	-	-
Shanthi Kandiah	-	-	-	-
Ahmad Zubir bin Zahid	-	-	-	-
Diana Tung Wan LEE	-	-	-	-
Shaline Gnanalingam	-	-	-	-
John Stephen Ashworth (Alternate Director to Sing Chi IP)	-	-	-	-
Andy Wing Kit TSOI (Alternate Director to Diana Tung Wan LEE)	-	-	-	-

#### Notes:

<sup>(1)</sup> Deemed interested in shares held by Semakin Ajaib Sdn Bhd in the Company pursuant to Section 8(4) of the Companies Act 2016.

## List Of Concession Assets

Other Information

Location	Description & Current Use	Ages of Buildings (Years)	Berth length (m)/ Built up area ('000m <sup>2</sup> )	Date of Construction	Tenure (Years)	Net Book Value 2024 RM'000
<b>CT1:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	27	600m & 91.2 m <sub>2</sub>	1997	73	31,548
Building	Container Gate, Marshalling Building, Storage Facilities and M&R workshop	28	6.1 m <sub>2</sub>	1996	74	4,001
<b>CT2:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	27 & 24	600m & 150.0m <sub>2</sub>	1997 & 2000	73 & 70	29,216
Building	Storage Facilities	25	2.7 m <sub>2</sub>	1999	71	1,913
<b>CT3:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	23	600m & 131.4m <sub>2</sub>	2001	69	73,680
Building	Storage Facilities	21	38.3m <sub>2</sub>	2003	67	4,744
<b>CT4:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	19	600m & 137.6m <sub>2</sub>	2005	65	10,609
Building	Admin building and M&R workshop	17	2.8m <sub>2</sub>	2007	63	9,881
<b>CT5:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	16	600m & 137.6m <sub>2</sub>	2008	62	154,888
<b>CT6:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	13 & 12	600m & 180.3m <sub>2</sub>	2011 & 2012	59 & 58	216,434
<b>CT7:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	11 & 10	600m & 175.8m <sub>2</sub>	2013 & 2014	57 & 56	249,683
Building	Container Gate, Marshaling Centre, M&R workshop	8	127.1m <sub>2</sub>	2016	54	64,457
<b>CT8:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	8 & 7	600m & 263.1m <sub>2</sub>	2016 & 2017	54 & 53	228,056
<b>CT9:</b>						
Wharf and Yard	Wharf and yard for berthing and storing containers	7	600m & 100.1m <sub>2</sub>	2017	53	243,793
Yard	CT9 yard area	4	157.1m <sub>2</sub>	2020	50	69,931
<b>LBT5</b>	Liquid Bulk Terminal 5	3	9,467 m <sub>2</sub>	2021	49	65,184
<b>LBT 4A</b>	Liquid Bulk Terminal 4a	1	5,977.2 m <sub>2</sub>	2024	46	78,554

# Notice Of The Thirty Second Annual General Meeting

## Other Information

NOTICE IS HEREBY GIVEN that the Thirty Second Annual General Meeting ("32nd AGM") of WESTPORTS HOLDINGS BERHAD ("Westports" or Company") will be held and convened at Dewan Tan Sri Gnanalingam, Westports, Jalan Pelabuhan Barat, 42920 Pulau Indah, Selangor Darul Ehsan, Malaysia on Thursday, 8 May 2025 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 2024 together with the Reports of the Directors and Auditors thereon.  | <b>Please refer to Explanatory Note 1</b>   |
| 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 RM2.87 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. | <b>Ordinary Resolution 1</b><br><br><b>Please refer to Explanatory Note 2</b>   |
| 3. To re-elect the following Directors who are retiring pursuant to Clause 115 of the Constitution of the Company:-<br>(i) Mr Sing Chi IP<br>(ii) Encik Ahmad Zubir Bin Zahid<br>(iii) Dato' Tengku Marina binti Tunku Annuar  | <b>Ordinary Resolution 2</b><br><b>Ordinary Resolution 3</b><br><b>Ordinary Resolution 4</b><br><br><b>Please refer to Explanatory Note 3</b> |
| 4. To re-elect Mr Lee Mun Tat who is retiring pursuant to Clause 122 of the Constitution of the Company.   | <b>Ordinary Resolution 5</b><br><br><b>Please refer to Explanatory Note 3</b>   |
| 5. To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 6</b>  |

### As Special Business

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

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|---|---|
| 6. <b>Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act 2016</b> | <b>Ordinary Resolution 7</b><br><br><b>Please refer to Explanatory Note 4</b> |
|---|---|
- "THAT pursuant to Section 76 of the Companies Act 2016, the Board of Directors of the Company ("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 issuance.

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 and Clause 75 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- |  |   |
|--|---|
| 7. <b>Proposed Establishment of a Dividend Reinvestment Plan ("Proposed DRP") which will provide the Shareholders of Westports with an Option to elect to reinvest, in whole or in part, their Cash Dividend, whether Interim, Final, Special or any other types of Cash Dividend in New Ordinary Shares of Westports ("Westports Shares")</b> | <b>Ordinary Resolution 8</b><br><br><b>Please refer to Explanatory Note 5</b> |
|--|---|
- "THAT subject to the approvals of the relevant authorities for the Proposed DRP being obtained and to the extent permitted by law:
- (a) the Proposed DRP be and is hereby approved and authorised;
- (b) the Directors be and are hereby authorised:
- (i) to establish and implement the Proposed DRP based on the terms and conditions of the Dividend Reinvestment Plan Statement; and
- (ii) to determine, at their sole and absolute discretion, whether the Proposed DRP will apply to any cash dividend declared and/or approved by the Company or by the Directors and (as the case may be) (whether interim, final, special or any other types of cash dividend);

AND THAT the Directors be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed DRP, with full powers to assent to any conditions, variations, modifications and/or amendments, including amendment, modification, suspension and termination of the Proposed DRP, as the Directors may, at its absolute discretion, deem fit or expedient, and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities."

## Notice Of The Thirty Second Annual General Meeting

### Other Information

#### 8. Allotment and Issuance of New Westports Shares ("DRP Shares") pursuant to the Proposed DRP ("Issuance of DRP Shares") Ordinary Resolution 9

Please refer to  
Explanatory Note 6

"THAT subject to the passing of Ordinary Resolution 8 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Directors to allot and issue such number of the DRP Shares from time to time as may be required to be allotted and issued, upon the relevant terms and subject to the conditions and to such persons as the Directors may, at its absolute discretion, deem fit or expedient, and in the best interest of the Company PROVIDED THAT the issue price of the DRP Shares, which will be determined by the Directors on the price fixing date to be determined and announced ("**Price Fixing Date**"), shall be fixed by the Directors at a price of not more than 10% discount to the weighted average price ("**WAMP**") of the Westports Shares for the five (5) Market Days immediately prior to the Price Fixing Date. The WAMP of the Westports Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of the DRP Shares and that such authority to allot and issue the DRP Shares shall continue to be in force until the conclusion of the Company's next annual general meeting;

THAT the DRP Shares will, upon allotment and issuance, rank equally in all respects with the existing Westports Shares, save and except that the DRP Shares shall not be entitled to any dividends, rights, benefits, entitlements and/or other distributions the entitlement date of which is before the date of allotment of the DRP Shares;

AND THAT the Directors be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the issuance of the DRP Shares, with full powers to assent to any conditions, variations, modifications and/or amendments, including amendment, modification, suspension and termination of the Proposed DRP, as the Directors may, at its absolute discretion, deem fit or expedient, and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities."

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

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No. 202008001023)  
TAN AI NING (MAICSA 7015852) (SSM PC No. 202008000067)  
Company Secretaries

Selangor Darul Ehsan

Date: 4 April 2025

### NOTES:

#### Members Entitled to Attend

In respect of deposited securities, only members whose names appear on the Record of Depositors on 2 May 2025 (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.

#### Appointment of Proxy

1. A proxy may but need not be a member. 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.
2. 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.
3. 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.
4. The appointment of proxy may be made in hardcopy or by electronic means as specified below and must be received by the Company not less than forty-eight hours before the time appointed for the taking of the poll:-
  - In hardcopy form  
The original shall be deposited at the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. [Registration No. 199601006647 (378993-D)] at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. 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/their 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).
  - Electronically  
The proxy form can be electronically lodged with Boardroom via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please follow the procedures set out in the Administrative Details for such lodgement. Alternatively, the proxy form can be emailed to Boardroom at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).

Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Annual General Meeting or Adjourned Annual General Meeting.



# Notice Of The Thirty Second Annual General Meeting

Other Information

## 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

Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.

The amount of Directors' fees payable includes fees payable to Directors as members of Board and Board Committees. The amount of Directors' benefits payable comprises meeting allowances from this AGM until the conclusion of the next AGM of the Company to be held by June 2026 (13 Months) pursuant to the Act which shareholders' approval will be sought at this 32nd AGM in accordance with Section 230(1) of the Act.

During a review in 2024, the Nomination and Remuneration Committee recommended and the Board has approved, subject to shareholders' approval at this Annual General Meeting, for fees payable to Directors as members of Board and Board Committees.

### 3. Re-election of Directors

The profiles of the Directors who are standing for re-election under items 3 and 4 of this Agenda are set out in the Board of Directors' profile of the Annual Report 2024.

In determining the eligibility of the retiring Directors standing for re-election, the Board has, through the Nomination and Remuneration Committee, considered the following and concurred that they have met the criteria as prescribed by paragraph 2.20A of the Main Market Listing Requirements ("MMLR") of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors:-

- (i) The results and findings of the Board Self-Evaluation for the financial year ended 31 December 2024;
- (ii) The Directors' level of contribution to Board and Board Committees' deliberations;
- (iii) The level of independence demonstrated by the Independent Directors and their ability to act in the best interests of the Company; and
- (iv) The Directors' fitness and propriety with reference to the Directors' Fit and Proper Policy of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:-

#### (a) Re-election of Mr Sing Chi IP as Non-Independent Non-Executive Director

Mr Sing Chi IP with over 40 years' of experience in the maritime industry has provided valuable inputs and perspectives on the business and constructive feedback to the Company in developing the Group's business strategy, steering the Group forward during his tenure as a Non-Independent Non-Executive Director.

#### (b) Re-election of Encik Ahmad Zubir bin Zahid as Independent Non-Executive Director

Encik Ahmad Zubir bin Zahid fulfills the requirement of independence set out in the MMLR of Bursa Securities as well as the prescribed criteria under the Malaysian Code on Corporate Governance ("MCCG"). He has demonstrated his independence through his engagement in the meetings by proactively giving valuable insights to the Management in developing the Group's business strategies. He also exercised his due care and carried out his professional duties proficiently during his tenure as an Independent Non-Executive Director.

#### (c) Re-election of Dato' Tengku Marina binti Tunku Annuar as Independent Non-Executive Director

Dato' Tengku Marina binti Tunku Annuar fulfills the requirement of independence set out in the MMLR of Bursa Securities as well as the prescribed criteria under the MCCG. She has demonstrated her independence through her engagement in the meetings by proactively giving valuable insights to the Management in developing the Group's business strategies. She also exercised her due care and carried out her professional duties proficiently during her tenure as an Independent Non-Executive Director.

#### (d) Re-election of Mr Lee Mun Tat as Group Managing Director

In accordance with Clause 122 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next Annual General Meeting of the Company and shall then be eligible for re-election. Mr Lee Mun Tat, who was appointed as Group Managing Director of the Company on 1 February 2025, retires pursuant to Clause 122 of the Company's Constitution and being eligible, has offered himself for re-election at the 32nd AGM.

Shareholders' approval is sought for the re-election of Mr Lee Mun Tat under Ordinary Resolution 5. The profile of Mr Lee Mun Tat is listed in the Profile of Directors section.

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

The Ordinary Resolution 7 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 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 waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 75 of the Constitution of the Company will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

## Notice Of The Thirty Second Annual General Meeting

### Other Information

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

#### 5. Proposed Establishment of a Dividend Reinvestment Plan

The Ordinary Resolution 8 proposed under item 7 of this Agenda will empower the Company's Directors to establishment of a Dividend Reinvestment Plan which will provide the Shareholders of the Company with an option to elect to reinvest, in new ordinary shares of the Company. Details of the Proposed DRP are set out in the Circular to Shareholders dated 4 April 2025.

#### 6. Allotment and Issuance of DRP Shares in relation to Dividend Reinvestment Plan

The Ordinary Resolution 9 proposed under item 8 of this Agenda will empower the Company's Directors to allot and issue new ordinary shares under the DRP at a price to be determined with a discount of not more than 10% to the WAMP of Westports Shares. This authority will remain in force until the next AGM of the Company. Details of the Issuance of DRP Shares are set out in the Circular to Shareholders dated 4 April 2025

#### 7. Voting Procedures

Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 32nd AGM will be conducted by poll. Poll Administrator and Scrutineer will be appointed to conduct the polling process and to verify the results.

#### 8. Annual Report 2024

The softcopy of the Annual Report 2024, Sustainability Report 2024, Corporate Governance Report 2024, Circular to Shareholders 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 2024, Sustainability Report 2024 and Circular to Shareholders via the Company's website at [www.westportsholdings.com](http://www.westportsholdings.com) and must provide all the required information accurately, i.e. full name, CDS Account Number, full mailing address and shareholder's mobile number. With the accurate and complete information, a copy of the documents would be sent to the shareholders upon request.

### PERSONAL DATA POLICY

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

## Form of Proxy

### WESTPORTS HOLDINGS BERHAD

Registration No. 199301008024 (262761-A)

(Incorporated In Malaysia)

CDS Account No.	
No. of Shares held	

\*I/We, ..... (Full Name in Block Letters),  
 NRIC No./Passport No./Company No. .... of .....  
 .....(Email Address) and  
 .....(Telephone no.) being a member/members of **Westports Holdings Berhad**  
 hereby appoint ..... NRIC No. /Passport No. ....  
 of .....(Email Address) and..... (Telephone No.) or failing \*him/her .....  
 ..... NRIC No. /Passport No. ....  
 of .....(Email Address) and..... (Telephone No.) or failing him/her, \*THE CHAIRMAN OF THE MEETING as my/our  
 proxy/proxies to vote for me/us on my/our behalf at the Thirty Second Annual General Meeting ("**32nd AGM**") of the Company to be held and convened at Dewan Tan Sri Gnanalingam, Westports, Jalan Pelabuhan Barat, 42920  
 Pulau Indah, Selangor Darul Ehsan, Malaysia on Thursday, 8 May 2025 at 2.00 p.m. and at any adjournment thereof.

\*I/We indicate with an "x" in the spaces below how \*I/We wish \*my/our vote to be cast.

	RESOLUTIONS		For	Against
1.	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 RM2.87 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		
2.	Re-election of Mr Sing Chi IP as Director.	Ordinary Resolution 2		
3.	Re-election of Encik Ahmad Zubir bin Zahid as Director.	Ordinary Resolution 3		
4.	Re-election of Dato' Tengku Marina binti Tunku Annuar as Director.	Ordinary Resolution 4		
5.	Re-election of Mr Lee Mun Tat as Director.	Ordinary Resolution 5		
6.	Re-appointment of Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 6		
7.	Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares.	Ordinary Resolution 7		
8.	Proposed Establishment of a Dividend Reinvestment Plan.	Ordinary Resolution 8		
9.	Allotment and Issuance of New Westports Shares pursuant to the Proposed Dividend Reinvestment Plan.	Ordinary Resolution 9		

Subject to the above stated voting instructions, my/our proxy/proxies may vote or abstain from voting on any resolutions as \*he/\*she/\*they may think fit.

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

First Proxy	%
Second Proxy	%
	100%

<p><b>If appointment of proxy is under hand</b></p> <p>.....</p> <p>Signed by *individual member/*officer or attorney of member/*authorised nominee of .....</p> <p>..... (beneficial owner)</p>	<p>No. of shares held: .....</p> <p>Securities Account No.: ..... (CDS Account No.) (Compulsory)</p> <p>Date :</p>
<p><b>If appointment of proxy is under seal</b></p> <p>The Common Seal of .....</p> <p>was hereto affixed in accordance with its Constitution in the presence of:</p> <p>.....</p> <div style="display: flex; justify-content: space-between;"> <span>Director</span> <span>Director/Secretary</span> </div> <p>in its capacity as *member/*attorney of member/*authorised nominee of .....</p> <p>..... (beneficial owner)</p>	<p>Seal</p> <p>No. of shares held: .....</p> <p>Securities Account No.: ..... (CDS Account No.) (Compulsory)</p> <p>Date :</p>

Signed this ..... day of ....., 2025.

*\* Strike out whichever is not desired. Unless otherwise instructed, the proxy may vote as he/she thinks fit.*

## NOTES:

### Members Entitled to Attend

In respect of deposited securities, only members whose names appear on the Record of Depositors on 2 May 2025 (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.

### Appointment of Proxy

1. A proxy may but need not be a member. 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.
2. 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.
3. 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.
4. The appointment of proxy may be made in hardcopy or by electronic means as specified below and must be received by the Company not less than forty-eight hours before the time appointed for the taking of the poll:-
  - In hardcopy form  
The original shall be deposited at the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. [Registration No. 199601006647 (378993-D)] at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. 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/their 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).
  - Electronically  
The proxy form can be electronically lodged with Boardroom via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please follow the procedures set out in the Administrative Details for such lodgement. Alternatively, the proxy form can be emailed to Boardroom at [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).

Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Annual General Meeting or Adjourned Annual General Meeting.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 4 April 2025 .



**Westports Holdings Berhad**  
Registration No. 199301008024 (262761-A)  
c/o Boardroom Share Registrars Sdn. Bhd.  
11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

STAMP

Please fold here to seal

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**Westports Holdings Berhad**  
Registration No. 199301008024 (262761-A)  
[www.westportsholdings.com](http://www.westportsholdings.com)