



WESTPORTS HOLDINGS BERHAD
(Registration No. 199301008024 (262761-A))

**SUMMARY OF KEY MATTERS DISCUSSED AT THE
TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27th AGM”)**

BROADCAST VENUE: 3RD FLOOR, TOWER BLOCK
JALAN PELABUHAN BARAT, PULAU INDAH
42009 PORT KLANG
SELANGOR DARUL EHSAN

DATE: TUESDAY, 5 MAY 2020

TIME: 2.00 P.M.

CHAIRMAN

The Chairman of the Board of Directors (the “**Board**”), Tan Sri Datuk Gnanalingam A/L Gunanath Lingam presided as Chairman of the Meeting and welcomed all shareholders, proxies and guests to the Twenty-Seventh Annual General Meeting (“**AGM**”) of the Company, the first electronic and online AGM of the Company which is in compliance with Section 327 of the Companies Act 2016 and Clause 81 of the Constitution of the Company. The Chairman also informed that the online AGM was to support the Government of Malaysia (“**Government**”)’s advice of social distancing and not having mass gatherings to limit the spread of coronavirus disease.

QUORUM

Ms Tan Ai Ning, the Company Secretary confirmed that a quorum was present. With the requisite quorum being present, the Chairman called the Meeting to order at 2.00 p.m.

The Company Secretary then proceeded to introduce herself and the Members of Board to the shareholders. She also informed the Meeting that majority of the Directors were participated in the Meeting remotely. This is in accordance with the Guidance Note on the Conduct of General Meetings issued by Securities Commission of Malaysia on 18 April 2020 which states that not more than 8 essential individuals physically present at the broadcast venue.

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NOTICE OF MEETING

The Company informed the Meeting that the Company had on 24 March 2020 issued the Notice of the AGM which scheduled to hold the AGM on 22 April 2020. However, due to the extension of the Movement Control Order (“**MCO**”) by the Government, the Company had on 20 April 2020 issued the Notice on Postponement of the AGM to the shareholders informing the rescheduled date of the AGM to today.

With the Notice of the AGM having been circulated within the stipulated time frame, we shall take the Notice as read and proceed to the Agenda proper.

SUMMARY OF PROXIES RECEIVED

As part of good governance, the Company Secretary, on behalf of the Chairman reported that the Company had received 464 proxy forms from shareholders for a total of 3,160,638,041 ordinary shares representing 92.69% of the issued share capital of the Company.

Out of those, there were 442 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 2,658,162,381 ordinary shares representing 77.92% of the issued share capital of the Company.

POLLING AND ADMINISTRATIVE DETAILS

In accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the Meeting will be voted on by poll. The Chairman, in his capacity as Chairman of the Meeting, demanded for a poll to be taken on all resolutions set out in the Notice convening the Meeting, pursuant to the Company’s Constitution.

The Company Secretary informed the Meeting that the poll would be conducted via electronic and remote poll voting. The Company had appointed Boardroom Share Registrars Sdn Bhd, the Company’s Share Registrar as Poll Administrator to conduct the electronic polling process and GovernAce Advisory & Solutions Sdn Bhd as Scrutineer who has verified the polling procedure and process as well as the eventual poll results.

The Company Secretary then invited the Poll Administrator to explain how the electronic and remote poll voting would be conducted and the housekeeping rules for the electronic and remote poll voting process vide tutorial powerpoint.

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PRESENTATION ON FINANCIAL PERFORMANCE AND CORPORATE GOVERNANCE

At the invitation of the Company Secretary, the Group Managing Director, Datuk Ruben Emir Gnanalingam bin Abdullah (“**Datuk Ruben**”) gave a review of the results of the Group for the financial year ended 31 December 2019 and the financial performance, operations of the Group for the financial year ended 31 December 2019 and strategies going forward. Datuk Ruben also took the Meeting on the remembrance of Dato’ Abdul Rahim bin Abu Bakar, the former Board member who was retired from the Board on 25 April 2017 and had passed away this year.

The Meeting further noted that the Company had received questions from the Minority Shareholder Watchdog Group (“**MSWG**”) seeking clarification/information on several issues raised pertaining to operations, financial performance and corporate governance, both Tan Sri Dato’ Nik Ibrahim Kamil bin Tan Sri Nik Ahmad Kamil, Chairman of the Nomination, Remuneration and Corporate Governance Committee and Datuk Ruben responded to the questions raised from MSWG, details as set out in Appendix 1 attached herein. Having addressed to the questions raised from MSWG, the Company Secretary proceeded with the business of the AGM.

Having addressed to the questions raised from MSWG, the Chairman proceeded with the business of the AGM and opened to the floor for questions. The following salient points were duly responded by the Group Managing Director and the Chairman:

1. Request for Voucher.
2. Handling of Ultra-Large Container Vessels.
3. Location to cast vote.
4. Impact of the MCO towards the Company’s performance.
5. Effect of Political Instability towards the Company.

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VOTING RESULTS

The following resolutions tabled at the 27th AGM of the Company were duly passed by the shareholders of the Company:-

As Ordinary Business

Ordinary Resolution 1	That the aggregate Directors' fees and benefits payable to the Non-Executive Directors of the Company and its subsidiary, Westports Malaysia Sdn Bhd of an amount not exceeding RM3 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, be and are hereby approved.				
	Vote in favour		Vote against		Results
	No. of Shareholders:	478	No. of Shareholders:	25	Accepted
	No. of Shares:	3,139,243,862	No. of Shares:	21,435,589	
	% of Voted Shares:	99.3218	% of Voted Shares:	0.6782	
Ordinary Resolution 2	That the retiring Director, namely Tan Sri Datuk Gnanalingam A/L Gunanath Lingam be and is hereby re-elected as Director of the Company.				
	Vote in favour		Vote against		Results
	No. of Shareholders:	476	No. of Shareholders:	30	Accepted
	No. of Shares:	2,985,518,160	No. of Shares:	6,360,609	
	% of Voted Shares:	99.7874	% of Voted Shares:	0.2126	
Ordinary Resolution 3	That the retiring Director, namely Tan Sri Dato' Nik Ibrahim Kamil bin Tan Sri Nik Ahmad Kamil be and is hereby re-elected as Director of the Company.				
	Vote in favour		Vote against		Results
	No. of Shareholders:	417	No. of Shareholders:	100	Accepted
	No. of Shares:	2,970,447,740	No. of Shares:	191,369,628	
	% of Voted Shares:	93.9475	% of Voted Shares:	6.0525	

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Ordinary Resolution 4	That the retiring Director, namely Mr Chan Soo Chee be and is hereby re-elected as Director of the Company.				
	Vote in favour		Vote against		Results
	No. of Shareholders:	492	No. of Shareholders:	14	Accepted
	No. of Shares:	3,161,590,422	No. of Shares:	221,827	
	% of Voted Shares:	99.9930	% of Voted Shares:	0.0070	
Ordinary Resolution 5	That the retiring Director, namely Ms Shanthi Kandiah be and is hereby re-elected as Director of the Company.				
	Vote in favour		Vote against		Results
	No. of Shareholders:	494	No. of Shareholders:	18	Accepted
	No. of Shares:	2,991,962,480	No. of Shares:	228,079	
	% of Voted Shares:	99.9924	% of Voted Shares:	0.0076	
Ordinary Resolution 6	That Deloitte PLT be and is hereby re-appointed as the Auditors of the Company for the financial year ending 31 December 2019 at a fee to be determined by the Directors.				
	Vote in favour		Vote against		Results
	No. of Shareholders:	500	No. of Shareholders:	9	Accepted
	No. of Shares:	3,161,790,293	No. of Shares:	5,664	
	% of Voted Shares:	99.9998	% of Voted Shares:	0.0002	
Ordinary Resolution 7	THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.				
	Vote in favour		Vote against		Results

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	No. of Shareholders:	474	No. of Shareholders:	34	Accepted
	No. of Shares:	2,985,043,021	No. of Shares:	176,753,177	
	% of Voted Shares:	94.4097	% of Voted Shares:	5.5903	

CONCLUSION

There being no other business to be transacted, the Meeting concluded at 3.00 p.m. with a vote of thanks to the Chair.