

# NOTICE OF THE THIRTY FIRST (31ST) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty First Annual General Meeting (“**31st AGM**”) of WESTPORTS HOLDINGS BERHAD will be conducted on a virtual basis through live streaming from the broadcast venue at 3rd Floor, Tower Block, Jalan Pelabuhan Barat, Pulau Indah, 42009 Port Klang, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Tuesday, 30 April 2024 at 2.00 p.m. for the following purposes:-

## AGENDA

### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.  
**Please refer to Explanatory Note 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 RM2.88 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**  
**Please refer to Explanatory Note 2**
- To re-elect the following Directors who are retiring pursuant to Clause 115 of the Constitution of the Company:-  
(i) Datuk Ruben Emir Gnanalingam bin Abdullah  
(ii) Datuk Siti Zauyah binti Md Desa  
(iii) Ms Diana Tung Wan LEE  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Please refer to Explanatory Note 3**
- To re-elect Ms Shaline Gnanalingam who is retiring pursuant to Clause 122 of the Constitution of the Company.  
**Ordinary Resolution 5**  
**Please refer to Explanatory Note 3**
- To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 6**

### As Special Business

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

### 6. Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act 2016

“THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting upon such terms and conditions and 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.”

**Ordinary Resolution 7**  
**Please refer to Explanatory Note 4**

- 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: 26 March 2024

### NOTES:

- The 31st AGM will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Electronic Voting (“**RPEV**”) facilities to be provided by Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the 31st AGM in order to register, participate and vote remotely via the RPEV facilities. The Administrative Guide on the conduct of a virtual 31st AGM of the Company is available at the Company's website at <https://www.westportsholdings.com>.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the general meeting and in accordance with Clause 81 of the Company's Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate at the general meeting. Members/proxies/corporate representatives are **not allowed** to physically present nor admitted at the Broadcast Venue on the day of the 31st AGM.
- Since the 31st AGM will be conducted virtually in its entirety, a Member entitled to participate and vote at the Meeting may appoint his/her proxy or the Chairman of the 31st AGM as his/her proxy and indicate the voting instruction in the Form of Proxy.
- 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.
- 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.
- 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.
- The appointment of proxy may be made in a hardcopy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 31st AGM or at any adjournment thereof, as follows:  
(i) **In Hardcopy Form**  
The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Share Registrar's office of the Company, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.  
(ii) **By Boardroom Smart Investor Online Portal**  
The Form of Proxy can be electronically submitted via Boardroom Share Registrars' website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the 31st AGM for further information on electronic submission.
- Individual members may via Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>, and proxies/corporate representatives may via BSR.Helpdesk@boardroomlimited.com, submit questions relating to resolutions to be tabled at the 31st AGM or financial performance/prospect of the Company, not later than Sunday, 28 April 2024 at 2.00 p.m. Alternatively, members/proxies/corporate representatives may via real time submission of typed texts via RPEV facilities during the live streaming of the 31st AGM as the primary mode of communication.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 23 April 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

### EXPLANATORY NOTES:

- 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.
- 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 2025 (14 Months) pursuant to the Act which shareholders' approval will be sought at this 31st AGM in accordance with Section 230(1) of the Act.  
During a review in 2023, 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.
- Re-election of Directors**  
The profiles of the Directors who are standing for re-election under item 3 and 4 of this Agenda are set out in the Board of Directors' profile of the Annual Report 2023.  
The Board has, through the Nomination and Remuneration Committee, considered the evaluation of the Directors 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.

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:-

- Re-election of Datuk Ruben Emir Gnanalingam bin Abdullah as Executive Chairman and Group Managing Director**  
Datuk Ruben Emir Gnanalingam bin Abdullah has shown exemplary leadership and contributes significantly in the business and value creation of the Group. He is familiar with the Group operations and will continue to steer the Group forward. He has exercised due care and carried out his duties professionally and proficiently during his tenure as the Executive Chairman and Group Managing Director.
- Re-election of Datuk Siti Zauyah binti Md Desa as Independent Non-Executive Director**  
Datuk Siti Zauyah binti Md Desa, who 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. 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 of the Company.
- Re-election of Ms Diana Tung Wan LEE as Non-Independent Non-Executive Director**  
Ms Diana Tung Wan LEE has diverse professional background and experience to complement the Board. She has been proactively giving valuable insights and constructive feedbacks to the Management in developing the Group's business strategies, steering the Group forward during her tenure as a Non-Independent Non-Executive Director.
- Re-election of Ms Shaline Gnanalingam as Non-Independent Non-Executive 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. Ms Shaline Gnanalingam, who was appointed as a Director of the Company on 9 June 2023, retires pursuant to Clause 122 of the Company's Constitution and being eligible, has offered herself for re-election at the 31st Annual General Meeting.  
Shareholders' approval is sought for the re-election of Ms Shaline Gnanalingam under Ordinary Resolution 5. The profile of Ms Shaline Gnanalingam 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.

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. Voting Procedures

Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 31st AGM will be conducted by poll. Poll Administrator and Scrutineer will be appointed to conduct the polling process and to verify the results.

### 6. Annual Report 2023

The softcopy of the Annual Report 2023, Sustainability Report 2023 and Corporate Governance Report 2023 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 2023 and Sustainability Report 2023 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 within four (4) working days.

### 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.