



WESTPORTS HOLDINGS BERHAD
(Company No. 262761-A)

**SUMMARY OF KEY MATTERS DISCUSSED AT THE
25TH ANNUAL GENERAL MEETING**

VENUE: **BALLROOM 1, SIME DARBY CONVENTION CENTRE
1A JALAN BUKIT KIARA 1
60000 KUALA LUMPUR**

DATE: **TUESDAY, 24 APRIL 2018**

TIME: **3.30 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-Fifth Annual General Meeting of the Company.

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 3.30 p.m. The Chairman then requested the Company Secretary to read the procedure for the Meeting on his behalf, for the purpose of guiding the flow of the Meeting.

The Company Secretary then proceeded to introduce herself and the Members of the Board to the shareholders.

NOTICE OF MEETING

With the consent of the members present, the Notice convening the Meeting having been circulated for the prescribed period was taken as read.

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SUMMARY OF PROXIES RECEIVED

As part of good governance, the Company Secretary, on behalf of the Chairman, reported that the Company had received 644 proxy forms from shareholders for a total of 2,926,113,650 ordinary shares representing 85.81% of the issued share capital of the Company.

Out of those, there were 373 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 1,784,061,513 ordinary shares representing 52.32% of the issued share capital of the Company.

POLLING

The Company Secretary declared that 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 also informed the Meeting that the poll would be conducted electronically using a wireless handheld device, a real-time shareholder electronic polling system. The Company had appointed Boardroom Corporate Services (KL) 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 processes as well as poll results.

The Company Secretary then invited the Poll Administrator to explain how the electronic poll voting would be conducted and the house keeping rules for the electronic poll voting process vide tutorial video on the electronic polling process. Each shareholder/proxy received a handheld device to enable them to cast their votes electronically.

Thereafter, the Chairman proceeded with the business of the Annual General Meeting.

At the invitation of the Chairman, 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 2017 and the financial performance, operations of the Group for the financial year ended 31 December 2017 and strategies going forward.

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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.

Datuk Ruben had replied to the questions raised from MSWG. Having addressed to the questions raised from MSWG, the Chairman opened to the floor for questions.

There were no questions raised by the shareholders.

VOTING RESULTS

The following resolutions tabled at the 25th Annual General Meeting 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 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.	
	Votes “FOR”: 2,753,089,758 Ordinary Shares (94.0278%)	Votes “AGAINST”: 174,864,100 Ordinary Shares (5.9722%)
Ordinary Resolution 2	That the retiring Director, namely Datuk Ruben Emir Gnanalingam bin Abdullah be and is hereby re-elected as Director of the Company.	
	Votes “FOR”: 2,924,594,274 Ordinary Shares (99.8833%)	Votes “AGAINST”: 3,417,800 Ordinary Shares (0.1167%)
Ordinary Resolution 3	That the retiring Director, namely Dato’ Yusli bin Mohamed Yusoff be and is hereby re-elected as Director of the Company.	
	Votes “FOR”: 2,892,401,319 Ordinary Shares (98.7839%)	Votes “AGAINST”: 35,606,804 Ordinary Shares (1.2161%)

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Ordinary Resolution 4	That the retiring Director, namely Ms Ruth Sin Ling Tsim be and is hereby re-elected as Director of the Company.	
	Votes "FOR": 2,921,690,623 Ordinary Shares (99.7840%)	Votes "AGAINST": 6,323,200 Ordinary Shares (0.2160%)
Ordinary Resolution 5	That the retiring Director, namely Ms Shanthi Kandiah be and is hereby re-elected as Director of the Company.	
	Votes "FOR": 2,927,527,018 Ordinary Shares (99.9835%)	Votes "AGAINST": 483,100 Ordinary Shares (0.0165%)
Ordinary Resolution 6	That the retiring Director, namely Mr Chan Soo Chee be and is hereby re-elected as Director of the Company.	
	Votes "FOR": 2,927,877,418 Ordinary Shares (99.9988%)	Votes "AGAINST": 33,700 Ordinary Shares (0.0012%)
Ordinary Resolution 7	That Deloitte PLT be and is hereby appointed as the new Auditors of the Company for the financial year ending 31 December 2018 at a fee to be determined by the Directors.	
	Votes "FOR": 2,928,081,424 Ordinary Shares (99.9994%)	Votes "AGAINST": 18,000 Ordinary Shares (0.0006%)
Ordinary Resolution 8	That pursuant to Section 76 of the Companies Act, 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the 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 issue.	
	Votes "FOR": 2,919,955,823 Ordinary Shares (99.7217%)	Votes "AGAINST": 8,147,801 Ordinary Shares (0.2783%)

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Special Resolution	That approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, adopt the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 26 March 2018 accompanying the Company's Annual Report for the financial year ended 31 December 2017 and that the Directors and Secretary of the Company be and are hereby authorized to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption of the Company's new Constitution.	
	Votes "FOR": 2,928,092,824 Ordinary Shares (99.9997%)	Votes "AGAINST": 9,000 Ordinary Shares (0.0003%)

CONCLUSION

There being no other business to be transacted, the Meeting concluded at 4.12 p.m. with a vote of thanks to the Chair.