

14. ADDITIONAL INFORMATION

14.1 SHARE CAPITAL

- (i) Save as disclosed in this Prospectus, no securities will be allotted or issued on the basis of this Prospectus later than six months after the date of issue of this Prospectus.
- (ii) As at the LPD, we have only one class of shares in our Company, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares.
- (iii) Save as disclosed in Section 6.1.8 of this Prospectus, our Company has not issued or proposed to issue any shares, stocks or debentures as fully or partly paid-up in cash or otherwise, within the Financial Years Under Review and up to the LPD.
- (iv) As at the date of this Prospectus, save for the Offer Shares reserved for subscription by the Eligible Persons as disclosed in Section 4.2.4 of this Prospectus, there is currently no scheme involving our employees and directors in the share capital of our Company or any of our subsidiaries.
- (v) We have not agreed, conditionally or unconditionally, to put the share capital of our Company or any of our subsidiaries under option.
- (vi) Save as disclosed in Sections 6.3.10, 6.3.11 and 6.3.16 of this Prospectus, as at the date of this Prospectus, neither we nor our subsidiaries have any outstanding warrants, options, convertible securities or uncalled capital.
- (vii) Save as disclosed in Sections 2.2 and 12.5 of this Prospectus, and save as provided for under our Constitution as reproduced in Section 14.2 below and the Act, there are no other restrictions upon the holding or voting or transfer of our Shares or the interests in any of our Company or our subsidiaries or upon the declaration or payment of any dividend or distribution thereon.

14.2 EXTRACTS OF OUR CONSTITUTION

The following provisions are reproduced from our Constitution and are qualified in its entirety by reference to our Constitution and by applicable law. The words, terms and expressions appearing in the following provisions will bear the same meanings used in our Constitution unless they are otherwise defined herein or the context otherwise requires.

Words	Meaning
"Act"	means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning the companies and affecting the Company.
"Central Depositories Act"	means the Securities Industry (Central Depositories) Act 1991, as it may be amended, modified or reenacted from time to time.
"Constitution"	means the Constitution as originally framed or as altered from time to time by Special Resolution.
"Company"	means MMC Port Holdings Berhad.
"Directors" or "Board"	means the Board of Directors of the Company for the time being and where the context permits or requires, shall mean the Directors whose number is not less than the required quorum acting as a Board of Directors.

14. ADDITIONAL INFORMATION (Cont'd)

Words	Meaning
"Listing Requirements"	means the Main Market Listing Requirements of Bursa Malaysia Securities Berhad including any amendments thereof that may be made from time to time.
"Member"	means any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn Bhd), including a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
"Ordinary Resolution"	means a resolution which has been passed by a simple majority of more than half of such Members who are entitled to vote and do vote in person or where proxies are allowed, by proxy.
"Register of Members"	means the register of members to be kept pursuant to the Act.
"Rules"	means the Rules of the Depository.
"Special Resolution"	means a resolution of which a notice of not less than 21 days has been given and which has been passed by a majority of not less than seventy-five per centum (75.0%) of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy.
"Stock Exchange" or "Exchange"	means Bursa Malaysia Securities Berhad or such other name by which it may be known from time to time and/or such other stock exchanges on which the Company's shares are quoted.

14.2.1 Transfer of shares**Clause 9.1 - Transfer of securities**

"Subject to the Act, the Central Depositories Act and the Rules and to this Constitution, any Member may transfer all or any of his shares by instrument in writing in any usual or common form as approved by the Stock Exchange upon which the Company is listed."

Clause 9.7 – Renunciation of shares

"The Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person."

14.2.2 Remuneration of Directors**Clause 19.1 and 19.2 – Remuneration of Directors**

"19.1 The Directors shall be paid by way of fees and other benefits for their services and such sums shall from time to time be determined by the Company and subject to annual shareholder approval at a general meeting, and shall be divided among the Directors in such proportions and manner as the Directors may determine. Provided always that:

- (i) fees payable to non-executive Directors shall be by a fixed sum and not by a commission on or percentage of profits or turnover;
- (ii) salaries payable to executive Director(s) may not include a commission on or percentage of turnover;

14. ADDITIONAL INFORMATION (Cont'd)

- (iii) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;
 - (iv) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and
 - (v) if any Director, being willing and having been called upon to do so, shall render or perform extra or special services of any kind, including services on any Committee established by the Board, or shall travel or reside abroad for any business or purposes of the Company, he shall be entitled to receive such sum as the Board may think fit for expenses, and also such remuneration by way of salary, allowances and otherwise as the Board may think fit, either as a fixed sum or otherwise, and such remuneration may, as the Board shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses of the Company.
- 19.2 The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company, including their travelling and other expenses incurred in attending Board meetings of the Company within Malaysia.”

14.2.3 Voting and borrowing power of Directors**Clause 22 – The Board’s borrowing powers**

- “(1) The Directors may, from time to time, at their discretion raise or borrow such sum of moneys or obtain credit facilities as they think proper for the purpose of the Company. The Directors may raise or secure payment of such moneys or facilities upon such terms and conditions as they think fit and in particular by the issue of Debenture or Debenture Stock of the Company, charge upon all or any part of property of the Company including uncalled capital or by means of charges, mortgages, hypothecation and bonds as the Directors shall think fit PROVIDED always that the Directors shall not borrow any money or mortgage or hypothecate or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital or issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- (2) Moneys received on deposit or current account by the Group in the ordinary course of business shall not be taken into account in calculating the amount for the time being remaining undischarged of moneys borrowed or raised by any of such companies for the purposes of paragraph (1) of this Article.
- (3) The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies (if any) so as to secure that the aggregate amount for the time being remaining undischarged of moneys borrowed by the Group (excluding amounts outstanding on inter-group accounts) shall not exceed the limit imposed by Article 22(1) without the previous sanction provided for in this Article. For the purposes of this Article, any loan capital issued by the Company or any subsidiary and for the time being outstanding shall be deemed to be and shall be taken into account as moneys borrowed notwithstanding that the same may have been issued in whole or in part for a consideration other than cash.

14. ADDITIONAL INFORMATION (Cont'd)

- (4) The price of any shares issued by any company and the principal amount of any moneys borrowed otherwise than by the Group (including any premium payable on final repayment) the repayment whereof is guaranteed by the Company or any subsidiary company shall be deemed to be and shall be taken into account as moneys borrowed by the guarantor company.
- (5) No person dealing with the Group shall be concerned to see or enquire whether the limit hereinbefore provided is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffective unless at the time when the debt was incurred or security given, the lender or the recipient of the security has expressed notice that the said limit had been or was thereby exceeded.
- (6) Moneys borrowed for the purpose of repaying (with or without premium) the whole or any part of any outstanding indebtedness and applied to that purpose within four (4) months from the borrowing shall, pending such application, be deemed not to be borrowed moneys."

Clause 23.2 – Disclosure of interest in contracts, proposed contracts

"No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into on behalf of the Company in which any Director is in any way directly or indirectly interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relationship thereby established, but if such interest is regarded as being a material interest, the nature of his interest must be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Board held after he became so interested, and in case where the Director becomes interested in a contract or arrangement after it is made, then at the first meeting of the Board held after he becomes so interested, unless the interest is one that need not be disclosed under Section 221 of the Act."

Clause 17.7 – Voting rights of Members

"Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds, and on a resolution to be decided on a show of hands, each holder of an ordinary Share, and each holder of a preference Share who has a right to vote, shall be entitled to one (1) vote and on a poll, every such member present in person or by proxy or attorney or representative for a corporation shall have one (1) vote for each Share he holds."

Clause 24.5 – Chairman to have a casting vote

"Subject to this Constitution, questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors and provided always that in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors form a quorum, the Chairman of a meeting at which such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote."

14. ADDITIONAL INFORMATION (Cont'd)**14.2.4 Changes in capital and rights, preferences and restrictions attached to each class of securities relating to voting, dividend, liquidation and any special rights****Clause 5 – Variation of rights****“5.1 Modification of class rights**

If at any time the share capital is divided into different classes of shares, the rights and privileges attached to any class, subject to Section 91 of the Act (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of seventy-five per centum (75%) of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class provided that, if any such separate general meeting shall be adjourned by reason of there being no quorum present, and at the adjourned meeting, a quorum shall not be present within half an hour (1/2 hour) from the time appointed for such adjourned meeting, those holders of the shares of the class in question who are present in person or by proxy shall be a quorum. Any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.

5.3 Alteration of rights by issuance of new shares

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.”

Clause 4.2 – Allotment of shares

“Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to Section 75 of the Act and the Listing Requirements and conditions, restrictions and limitations expressed in this Constitution and to the provisions of any resolution of the Company, the Directors shall have the power to issue and, who may allot shares, grant options over shares and grant rights to subscribe to shares, or otherwise dispose of such shares to such persons, on such terms and conditions and at such times as the Directors may determine, but the Directors in making any issue of shares shall comply with the following conditions:

- (i) in the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five per centum (5%) of the issue price of the share;
- (ii) in the case of shares, other than ordinary shares, no special rights shall be attached until the same has been expressed in this Constitution or the resolution creating the same;
- (iii) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person without the prior approval of the Members of the Company in the general meeting; and

14. ADDITIONAL INFORMATION (Cont'd)

- (iv) no Director shall participate in an issue of shares to employees of the Company unless the Members in general meeting have approved the specific allotment to be made to such Director.”

Clause 15 – Alteration of capital**“15.1 Power to alter capital**

The Company may, by Ordinary Resolution:

- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (ii) sub-divide its shares or any part thereof into shares of smaller amount than is fixed by this Constitution, so however that in the sub-division, the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- (iii) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

15.2 Power to reduce capital

Subject to Sections 116, 117 and any other relevant provisions of the Act, the Company may by Special Resolution reduce its share capital in any manner permitted or authorised under and in compliance with the applicable laws.”

14.3 DEPOSITED SECURITIES AND RIGHTS OF DEPOSITORS

As our Shares are proposed for quotation on the Official List, such Shares must be prescribed as shares required to be deposited with Bursa Depository. Upon such prescription, a holder of our Shares must deposit his Shares with Bursa Depository on or before the date fixed, failing which our Share Registrar will be required to transfer his Shares to the Minister of Finance and such Shares may not be traded on Bursa Securities.

Dealing in Shares deposited with Bursa Depository may only be effected by a Depositor by means of entries in the securities account of that Depositor.

A Depositor whose name appears in the Record of Depositors maintained by Bursa Depository in respect of our Shares will be deemed to be a shareholder of our Company and will be entitled to all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Shares.

14.4 LIMITATION ON THE RIGHT TO HOLD SECURITIES AND/OR EXERCISE VOTING RIGHTS

Subject to Section 14.3 above, there is no limitation on the right to own our Shares, including any limitation on the right of a non-resident or non-Malaysian shareholder to hold or exercise voting rights on our Shares which is imposed by Malaysian law or by our Constitution.

14. ADDITIONAL INFORMATION (Cont'd)**14.5 REPATRIATION OF CAPITAL, REMITTANCE OF PROFIT AND TAXATION**

As at the LPD, we do not have any foreign subsidiary or associate and are not subject to any governmental laws, decrees, regulations or other requirements which may affect the repatriation of capital and remittance of profits by or to our Group.

All corporations in Malaysia are required to adopt a single-tier dividend. All dividends distributed by Malaysian resident companies under a single-tier dividend are not taxable. Further, the Government does not levy withholding tax on dividend payment. Therefore, there is no withholding tax imposed on dividends paid to non-residents by Malaysian resident companies. There is no Malaysian capital gains tax arising from the disposal of listed shares.

With effect from year of assessment 2025, annual dividend income exceeding RM100,000 received by individual shareholders, whether resident or non-resident, including those holding shares through nominees, with certain exemptions, are subject to a 2.0% Malaysian income tax on the chargeable dividend income.

14.6 MATERIAL CONTRACTS

Save as disclosed below, our Group has not entered into any material contracts that are not in the ordinary course of our Group's business during the Financial Years Under Review and up to the date of this Prospectus:

14.6.1 Share sale letter dated 15 April 2022 in respect of the disposal of 100.0% equity interest in Seaport Worldwide

On 15 April 2022, JPB entered into a share sale letter with MMC Land for the disposal of 50,000,000 ordinary shares and 268,322,939 RCPS representing 100.0% equity interest in Seaport Worldwide, for a cash consideration of RM649.3 million.

The disposal was completed on 29 April 2022. As at the LPD, the said consideration has been paid in full.

14.6.2 Share sale and purchase agreement dated 24 December 2022 in respect of the purchase of 100.0% equity interest in Langkawi CT

On 24 December 2022, our Company entered into a share sale and purchase agreement with Star Cruises Terminal Sdn Bhd for the purchase of 45,000,002 class A ordinary shares in Langkawi CT by our Company, for a cash consideration of RM37.5 million.

The acquisition was completed on 7 February 2023, resulting in Langkawi CT becoming a wholly-owned subsidiary of our Company. As at the LPD, the said consideration has been paid in full.

14.6.3 Share sale letter dated 29 February 2024 in respect of the disposal of 100.0% equity interest in Kontena Nasional

On 29 February 2024, NCB Holdings entered into a share sale letter with MMC Logistics Holdings Sdn Bhd for the disposal of 28,711,746 ordinary shares and 145,514,015 RCPS representing 100.0% equity interest in Kontena Nasional for a cash consideration of RM307.0 million, with settlement on a deferred basis by 31 December 2029.

The disposal was completed on 29 February 2024. As at the LPD, the said consideration has been paid in full.

14. ADDITIONAL INFORMATION *(Cont'd)***14.6.4 Retail Underwriting Agreement dated [●]**

[●]

14.6.5 Lock-up letter dated [●] in relation to our IPO and our Listing

[●]

14.6.6 Master Cornerstone Placement Agreement dated [●]

[●]

14.7 MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any governmental proceedings pursuant to the Government Proceedings Act 1956, legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings which may have or have had, material or significant effects on our financial position or profitability in the 12 months immediately preceding the date of this Prospectus.

14.8 CONSENTS

The written consents of the Principal Adviser, Joint Global Coordinators, Joint Bookrunners, Sole Managing Underwriter, Joint Underwriters, Legal Advisers, Share Registrar, Issuing House and Company Secretaries as listed in the Corporate Directory of this Prospectus for the inclusion in this Prospectus of their names in the form and context in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Reporting Accountants for the inclusion of its name, its opinion on the consolidated financial statements of the Company for the Financial Years Under Review contained in the Accountants' Report of the Company and its assurance report on the Pro Forma Consolidated Statements of Financial Position of the Company and all references thereto in the form and context in which they are included in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

The written consent of the IMR for the inclusion of its name, the IMR Report and all references thereto in the form and context in which they are included in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

14.9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at our registered office during office hours for a period of six months from the date of this Prospectus:

- (i) our Constitution;
- (ii) our material contracts as referred to in Section 14.6 of this Prospectus;
- (iii) our audited consolidated financial statements for the FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024;
- (iv) audited financial statements of each of our subsidiaries for the FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024;

14. ADDITIONAL INFORMATION (Cont'd)

- (v) Reporting Accountants' Letter on the Pro Forma Consolidated Statements of Financial Position as included in Section 12.4 of this Prospectus;
- (vi) Accountants' Report as included in Section 13 of this Prospectus;
- (vii) IMR Report as included in Section 8 of this Prospectus; and
- (viii) letters of consent referred to in Section 14.8 of this Prospectus.

14.10 RESPONSIBILITY STATEMENTS

Our Directors, our Promoters and the Selling Shareholder have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

CIMB, being the Principal Adviser, Joint Global Coordinator and Joint Bookrunner for the Institutional Offering, and the Sole Managing Underwriter and Joint Underwriter for the Retail Offering, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

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