



WEIDA (M) BHD.
(Company No. 504747-W)
(Incorporated in Malaysia)

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of Weida (M) Bhd. ("WEIDA" or "the Company") will be held at Four Points by Sheraton Hotel, 3186-3187, Block 16, KCLD, Jalan Lapangan Terbang Baru, 93350 Kuching, Sarawak on Thursday, 26 September 2013 at 2.30 pm to transact the following businesses:

AGENDA

Ordinary Business

- To receive the audited financial statements for the financial year ended 31 March 2013 together with the Reports of the Directors and Auditors thereon.
- To declare and approve payment of a first and final dividend of 4.0 sen per ordinary share less tax and a special dividend of 1.5 sen per ordinary share less tax, in respect of the financial year ended 31 March 2013 as recommended by the Directors. **Resolution 1**
- To approve the payment of directors' fees amounting to RM450,000.00 for the financial year ending 31 March 2014 (2013: RM450,000.00). **Resolution 2**
- To re-elect the following Directors who retire in accordance with Article 81 of the Company's Articles of Association and being eligible, offer themselves for re-election:
(i) YBhg. Dato' Lee Choon Chin **Resolution 3**
(ii) Mr. Yeoh Chin Hoe **Resolution 4**
- To consider and if thought fit, to pass the following resolution:
"THAT pursuant to Section 129(6) of the Companies Act, 1965, YBhg. Datuk Dr Stalin Hardin be hereby re-appointed as a director of the Company to hold office until the conclusion of the next annual general meeting." **Resolution 5**
- To re-appoint Messrs. KPMG as the Company's auditors and to authorise the Directors to fix their remuneration for the ensuing year. **Resolution 6**

Special Business

- To consider and, if thought fit, pass the following ordinary resolution:
Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 **Resolution 7**
"THAT, subject to passing of Resolution 5, approval be and is hereby given to YBhg. Datuk Dr Stalin Hardin who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company."
- To consider and, if thought fit, pass the following ordinary resolution:
Proposed renewal of authority for purchase of own shares by the Company **Resolution 8**
"THAT, subject always to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be hereby unconditionally and generally authorised to purchase and hold on the market of Bursa Securities such number of ordinary shares of RM0.50 each ("Shares") in the Company ("Proposed Share Buy-Back") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the total aggregate number of Shares purchased and/or held or to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being and an amount not exceeding the Company's retained earnings reserve at the time of purchase be allocated by the Company for the Proposed Share Buy-Back AND THAT, such Shares purchased are to be retained as treasury shares and distributed as dividends and/or resold on the market of Bursa Securities, or subsequently may be cancelled AND THAT the Directors be hereby authorised and empowered to do all acts and things and to take all such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities AND FURTHER THAT the authority hereby given will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
(a) the conclusion of the next annual general meeting of the Company ("AGM"), at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
(b) the expiration of the period within which the next AGM after that date is required by law to be held; or
(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities."
- To consider and, if thought fit, pass the following special resolution:
Proposed amendment to the Company's Articles of Association **Resolution 9**
"THAT the existing Article 145(a) of the Company's Article of Association be deleted in its entirety and replaced with the following new Article 145(a):
Cash distributions payable by cheque or warrant or through Bank
Any cash distributions (as prescribed by the Exchange from time to time) or other money payable in cash in respect of securities may be paid by cheque or warrant, sent through the post directed to the registered address of the Members or persons entitled thereto, or if several persons are entitled in consequence of the death or bankruptcy of the holder, to any one (1) of such persons and to such address as such person may in writing direct or through directly crediting of funds into a nominated bank account as provided to the Depository from time to time of such Members or persons entitled thereto or through such other mode of electronic means. Every such cheque or warrant or funds crediting into bank account of the Members or persons entitled thereto or through such other mode of electronic mean shall be made payable to the order of the Members or persons entitled thereto and such payment shall be a good and full discharge to the Company for all payments made in respect of such securities, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged or that there is discrepancy in the details of the bank account(s) given by the Members or persons entitled to the payment. Every such cheque and warrant or funds crediting shall be sent or credited at the risk of the Members or person entitled to the money thereby represented. Where the Members or persons entitled thereto have provided to the Depository the relevant contact details for purposes of electronic notifications, the Company shall notify them electronically once the Company has paid the cash distributions out of its account."
- To transact any other business which may properly be transacted at an annual general meeting, due notice of which shall have previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that the first and final dividend of 4.0 sen per ordinary share less tax and a special dividend of 1.5 sen per ordinary share less tax, in respect of the financial year ended 31 March 2013, if approved at the Fourteenth Annual General Meeting, will be payable on 22 November 2013 to depositors whose names appear in the Record of Depositors on 6 November 2013.

A depositor shall qualify for entitlement only in respect of:

- shares transferred into the depositor's securities account before 4:00 pm on 6 November 2013 in respect of transfer; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board

Voon Jan Moi (MAICSA 7021367)

Wang Tin Ngee (MIA 11670)

Joint Company Secretaries

Dated: 4 September 2013

Kuching, Sarawak

Explanatory notes on special business

- Ordinary resolution in relation to continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**
The Nominating Committee and the Board of Directors had assessed the independence of YBhg. Datuk Dr Stalin Hardin who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:
YBhg. Datuk Dr Stalin Hardin continue to provide independent judgement in carrying out his duties as an Independent Non-Executive Director and he provides guidance, unbiased, fully balance and independent views, advice and judgement to many aspects of the Company and the Group's strategy so as to safeguard the interests of minority shareholders and to ensure that the highest standard of conduct and integrity were maintained by the Company and the Group.
- Ordinary resolution in relation to proposed renewal of authority for purchase of own shares by the Company**
The proposed Resolution No. 8, if passed, will renew the authority for the Company to purchase and/or hold up to ten per cent (10%) of the issued and paid-up ordinary share capital of the Company through Bursa Securities. This authority will expire at the conclusion of the next annual general meeting, unless revoked or varied by ordinary resolution passed by shareholders at general meeting.
Please refer to the Statement to Shareholders dated 4 September 2013 for further information.
- Special resolution in relation to proposed amendments to the Company's Articles of Association**
The proposed Resolution No. 9 is to amend the Company's Articles of Association in line with the amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notes:

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- To be valid, the duly completed proxy form must be deposited at the registered office of the Company at Wisma Hook Peng, Ground Floor to 2nd Floor, 123, Green Heights, Jalan Lapangan Terbang, 93250 Kuching, Sarawak not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- A depositor whose name appears in the Record of Depositors as at 20 September 2013 shall be regarded as a member of the Company entitled to attend this Annual General Meeting or appoint a proxy to attend and vote on his behalf.