



**WEIDA (M) BHD.**

(Company No. 504747-W)  
(Incorporated in Malaysia)

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**Amended announcement with reference no. GMA-29072016-00001 dated 29 July 2016 for Notice of Annual General Meeting to be held on Friday, 26 August 2016 at 9.30 a.m. ("AGM")**

We refer to our notice of AGM dated 28 July 2016 announced on 27 July 2016 and the amended notice of AGM announced on 29 July 2016 with reference no. GMA-29072016-00001. We wish to inform that:

- (1) the date and time of the AGM remained on Friday, 26 August 2016 at 9.30 a.m.;
- (2) the date of the Record of Depositors for AGM remained on 22 August 2016; and
- (3) the following sentences have been added as second paragraph to the Explanatory Note (a) (ordinary resolution in relation to authority to issue shares pursuant to Section 132D of the Companies Act, 1965) as appeared on page 161 of the Annual Report 2016:

***The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders at the Company's annual general meeting held on 30 September 2015 ("AGM 2015"). The Company did not utilize the mandate that was approved at the AGM 2015.***

Please find attached the amended notice of AGM duly incorporated the above addendum for your attention.

We apologies for any inconvenience caused.



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## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting of Weida (M) Bhd. (“WEIDA” or “the Company”) will be held at Imperial Hotel, Jalan Datuk Tawi Sli, 93250 Kuching, Sarawak on Friday, 26 August 2016 at 9.30 a.m. to transact the following businesses:

### A G E N D A

#### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors and Auditors thereon.
2. To declare and approve the payment of a first and final single-tier exempt dividend of 3.00 sen per ordinary share in respect of the financial year ended 31 March 2016 as recommended by the Directors. **Resolution 1**
3. To approve the payment of directors’ fees amounting to RM550,000.00 for the financial year ending 31 March 2017 (2016: RM550,000.00). **Resolution 2**
4. To re-elect the Director, YBhg. Dato’ Lee Choon Chin who retires in accordance with Article 81 of the Company’s Articles of Association. **Resolution 3**
5. To re-elect the Director, Mr. Jee Hon Chong who retires in accordance with Article 81 of the Company’s Articles of Association. **Resolution 4**
6. To re-appoint Messrs. KPMG as the Company’s auditors and to authorise the Directors to fix their remuneration for the ensuing year. **Resolution 5**

#### Special Business

7. To consider and, if thought fit, pass the following ordinary resolution:  
**Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 6**  
“THAT, pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”
8. To consider and, if thought fit, pass the following ordinary resolution:  
**Proposed renewal of authority for purchase of own shares by the Company** **Resolution 7**  
“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."

9. To consider and, if thought fit, pass the following special resolution:

**Proposed amendments to the Company's Articles of Association**

**Resolution 8**

"THAT the proposed amendments to the Company's Articles of Association as set out in the Appendix A be and are hereby approved."

10. 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 a first and final single-tier exempt dividend of 3.00 sen per ordinary share in respect of the financial year ended 31 March 2016, if approved at the Seventeenth Annual General Meeting, will be payable on 27 October 2016 to depositors whose names appear in the Record of Depositors on 10 October 2016.

A depositor shall qualify for entitlement only in respect of:

- (a) shares transferred into the depositor's securities account before 4:00 pm on 10 October 2016 in respect of transfer; and
- (b) 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 of Directors**

**Voon Jan Moi (MAICSA 7021367)**

**Wang Tin Ngee (MIA 11670)**

Joint Company Secretaries

Dated : 28 July 2016

Kuching, Sarawak

*Explanatory notes on special business*

(a) **Ordinary resolution in relation to authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

The proposed Resolution No. 6 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders at the Company's annual general meeting held on 30 September 2015 ("AGM 2015"). The Company did not utilize the mandate that was approved at the AGM 2015.

The general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

(b) **Ordinary resolution in relation to proposed renewal of authority for purchase of own shares by the Company**

The proposed Resolution No. 7, 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 Malaysia Securities Berhad. 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 28 July 2016 for further information.

(c) **Special resolution in relation to proposed amendments to the Company's Articles of Association**

The proposed Resolution No. 8 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.

Please refer to the Appendix A for further information.

*Notes:*

1. 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.
2. To be valid, the duly completed proxy form must be deposited at the registered office of the Company at Wisma Hock 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. A depositor whose name appears in the Record of Depositors as at 22 August 2016 shall be regarded as a member of the Company entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.

# APPENDIX A

## PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

Article	Existing Provisions	Proposed Amendments
<p><b>Article 66</b> <b>(Evidence of passing resolution)</b></p>	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-</p> <p>(a) by the Chairman of the meeting; or            (b) by at least three (3) Members present in person or by proxy; or            (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or            (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all the shares conferring that right.</p> <p>Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.</p>	<p>At any general meeting, any resolution set out in the notice of any general meeting or a resolution put to the vote of the meeting or in any notice of resolutions which may properly be moved and is intended to be moved at any general meeting shall be voted by poll.</p> <p>A declaration by the Chairman of the meeting that a resolution has on a poll been carried unanimously by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.</p>
<p><b>Article 67</b> <b>(How a poll is to be taken)</b></p>	<p>If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in Article 65 adjourn the meeting to some place and time fixed for the purpose declaring the result of the poll.</p>	<p>A poll can be demanded :-</p> <p>(a) by the Chairman of the meeting; or            (b) by at least three (3) Members present in person or by proxy; or            (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or            (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all the shares conferring that right.</p>

# PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

Article	Existing Provisions	Proposed Amendments
<b>Article 67</b> <b>(How a poll is to be taken) (continued)</b>		<p>A poll shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting, but a poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in Article 65 adjourn the meeting to some place and time fixed for the purpose declaring the result of the poll.</p>
<b>Article 68</b> <b>(Chairman's casting vote)</b>	<p>In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.</p>	<p>In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.</p>
<b>Article 69</b> <b>(Voting on a poll)</b>	<p>Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative, and on a show of hands, every person who is a Member or proxy or attorney or representative of a Member shall have one vote and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds.</p>	<p>Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds.</p>

# PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

Article	Existing Provisions	Proposed Amendments
<b>Article 71 (Vote of Member of unsound mind and person entitled to transfer)</b>	A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Article hereof to transfer any shares, may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.	A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by his committee or such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Article hereof to transfer any shares, may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
<b>Article 72 (Member barred from voting while call unpaid )</b>	No person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a proxy or attorney or representative at any general meeting or demand a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.	No person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a proxy or attorney or representative at any general meeting or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.
<b>Article 74 (Instrument appointing proxy to be in writing)</b>	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.

# PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

Article	Existing Provisions	Proposed Amendments
<b>Article 76 (Instrument appointing proxy to be left at the Office)</b>	<p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.</p>	<p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.</p>
<b>Article 78 (Validity of vote given under proxy)</b>	<p>A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting or in the case of a poll before the time appointed for the taking of the poll, at which the instrument of proxy is used.</p>	<p>A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.</p>



## PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

Article	Existing Provisions	Proposed Amendments
<b>Article 134 (Presentation of financial statements)</b>	(b) The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the Directors' and auditors' reports shall not exceed four (4) Months.	(b) The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and auditors' reports shall not exceed four (4) Months.
	(c) A copy of every balance sheet and income statement which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of the auditors' report relating thereto and of the Directors' report, in printed form or in CD-ROM form or in such other form of electronic media, shall, not more than six (6) Months after the close of the financial year and not less than twenty-one (21) days before the date of the meeting, be sent to every Member and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles.	(c) A copy of the annual report that includes annual audited financial statements together with the auditors' report and Directors' report of the Company, in printed form or in electronic format or in such other form of electronic media permitted under the Listing Requirements, shall, within four (4) months from the close of the financial year of the Company and not less than 21 days before the date of the meeting, be issued and sent to every Member and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles.
	(e) This Article shall however not oblige the Company to send a copy of these documents to any person whose address the Company is not aware of, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. In the event that these documents are sent in CD-ROM form or in such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request.	(e) This Article shall however not oblige the Company to send a copy of these documents to any person whose address the Company is not aware of, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. In the event that these documents are sent in electronic format or in such other form of electronic media permitted under the Listing Requirements or in such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request.