



NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth 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 Wednesday, 29 August 2018 at 9.30 a.m. to transact the following businesses:

A G E N D A

Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon. | [Please refer to Explanatory Note (a)] |
| 2. To approve the payment of directors' fees amounting to RM550,000 for the financial year ending 31 March 2019 (2018: RM550,000). | Resolution 1 |
| 3. To approve the payment of other benefits (excluding directors' fees) to Directors up to an amount of RM120,000 for the financial year ending 31 March 2019 until the conclusion of the next Annual General Meeting of the Company. | Resolution 2 |
| 4. To re-elect the Director, YBhg. Dato' Jamelah Binti Jamaluddin who retires in accordance with Article 81 of the Company's Articles of Association. | Resolution 3 |
| 5. To re-elect the Director, Mr. Liew Jee Min @ Chong Jee Min who retires in accordance with Article 81 of the Company's Articles of Association. | Resolution 4 |
| 6. To re-appoint KPMG PLT as the Company's auditors until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |

Special Business

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| 7. To consider and, if thought fit, pass the following ordinary resolution: Continuation in office as Independent Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017 | Resolution 6 |
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"THAT approval be and is hereby given to Mr. Yeoh Chin Hoe who has served as an Independent Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Director of the Company."

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| 8. To consider and, if thought fit, pass the following ordinary resolution: Authority to issue shares pursuant to Section 76 of the Companies Act 2016 | Resolution 7 |
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"THAT pursuant to Section 76 of the Companies Act 2016 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 total number of issued shares 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."

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| 9. 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 |
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"THAT, subject always to the Companies Act 2016 (as may be amended, modified or re-enacted from time to time) ("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 authorities, where applicable, the Company be hereby unconditionally and generally authorised to purchase and/or hold such an amount of ordinary shares ("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 per cent (10%) of the total number of issued shares of the Company for the time being and an amount of funds not exceeding the Company's total retained earnings 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 and are 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 authorities;

AND FURTHER THAT the authority hereby given will commence immediately upon the passing of this resolution and will continue to be in force until:

- the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
 - 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."

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| 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 2016 and the Company's Articles of Association. | |
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By Order of the Board of Directors

Voon Jan Moi (MAICSA 7021367)
Wang Tin Ngee (MIA 11670)

Joint Company Secretaries

Dated : 31 July 2018
Kuching, Sarawak

Explanatory notes

- This agenda item is meant for discussion only and therefore, it will not be put forward for voting.**
- Ordinary resolutions in relation to the re-election of independent directors (proposed resolutions no. 3 and 4)**
The Nominating Committee and the Board of Directors have assessed the independence of YBhg. Dato' Jamelah Binti Jamaluddin and Mr. Liew Jee Min @ Chong Jee Min and recommended them to be re-elected as the Directors of the Company.
- Ordinary resolution in relation to continuation in office as Independent Director pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017**
The proposed Resolution No. 6 is to seek shareholders' approval to retain Mr. Yeoh Chin Hoe, whose tenure as Independent Director of the Company has exceeded tenure limit of nine (9) years. The Board of Directors ("Board") and the Nominating Committee have assessed him and thereby recommended that he continues in office as an Independent Director of the Company based on the following justifications:
 - his experience, networking, understanding of business and objectivity in approach enables him to provide the Board and Board Committees with pertinent expertise, skills and competence and his independence judgement will continue to add credence to the Company;
 - he remains professionally independent and vocal, actively participated in deliberations and exercised independent judgement at Board and Board Committee meetings without being influenced by operational consideration; and
 - he acts in the best interests of all shareholders and his continuation in office as Independent Director will provide a check and balance to operational management.
- Ordinary resolution on authority to issue shares pursuant to Section 76 of the Companies Act 2016**
The proposed Resolution No. 7 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the total number of issued shares 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 22 August 2017 ("AGM 2017"). The Company did not utilise the mandate that was approved at the AGM 2017.
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.
- 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 total number of issued shares 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 31 July 2018 for further information.

Notes:

- A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, speak and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
- A member entitled to attend, speak and vote at this Annual General Meeting shall not be entitled to appoint more than two (2) proxies to attend, speak 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 shareholdings to be represented by each proxy.
- If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- 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.
- The Form of Proxy 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 hereof.
- A depositor whose name appears in the Record of Depositors as of 23 August 2018 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.