



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Weida (M) Bhd (“Weida” or “Company”) will be held at Imperial Hotel, Jalan Datuk Tawi Sli, 93250 Kuching, Sarawak on Tuesday, 9 October 2018 at 2.30 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF WEIDA UNDER SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SCR”)

“**THAT**, subject to the approvals being obtained from all relevant authorities and parties, and subject to the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given for the Company to undertake and effect the Proposed SCR in the following manner:

- (a) to undertake a bonus issue by way of capitalisation of up to RM160,841,346 standing to the credit of Weida’s retained earnings by the issuance of up to 321,682,692 new ordinary shares of Weida at RM0.50 each (“**Weida Shares**”) (“**Bonus Shares**”) to the shareholders of Weida whose names appear in the Record of Depositors of Weida as at the close of business on an entitlement date to be determined and announced later (“**Entitlement Date**”) (“**Entitled Shareholders**”) other than Weida Management Sdn Bhd, Dato’ Lee Choon Chin, Datin Liew Kee Moi, Victor Weida Lee, Choo Gin Nie, Jee Hon Chong and Liew Tien How (collectively referred to as the “**Non-Entitled Shareholders**”) (“**Proposed Bonus Issue**”). For the avoidance of doubt, the Non-Entitled Shareholders will waive their right to the Bonus Shares to be issued pursuant to the Proposed Bonus Issue. For further avoidance of doubt, the Bonus Shares issued under the Proposed Bonus Issue will be cancelled immediately under the Proposed SCR after issuance. As such, the Bonus Shares will not be credited into the Central Depository System accounts of the Entitled Shareholders of Weida and will not be listed on the official list of Bursa Malaysia Securities Berhad;
- (b) immediately after the Proposed Bonus Issue, to cancel all the Weida Shares (including all treasury shares held by Weida) in issue other than Weida Shares held by the Non-Entitled Shareholders; and
- (c) the share capital of the Company shall be reduced from RM66,666,666 comprising 133,333,332 Weida Shares to RM24,339,996 comprising 42,240,892 Weida Shares. This reduction shall be effected by the cancellation of 406,336,032 Weida Shares held by the Entitled Shareholders;

THAT, pursuant to the aforesaid reduction of share capital and capital repayment, the Board of Directors of Weida (“**Board**”), be and is hereby authorised to take all such steps as it may deem necessary in connection with the Proposed SCR including:

- (a) to determine the Entitlement Date;
- (b) to deal with any and all fractions of a sen and of a share that may arise in connection with the Proposed Bonus Issue, where applicable, in the best interest of the Company;
- (c) to assent to any term(s), condition(s), stipulation(s), modification(s), variation(s) and/or amendment(s) as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as a consequence of any requirement(s) imposed by the relevant authorities and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR;
- (d) to lodge the required documents, including the copy of the order of the High Court of Malaya with the Registrar of Companies on such date as the Board may determine;
- (e) subject to the confirmation by order granted by the High Court of Malaya being granted, and after the Proposed Bonus Issue, to effect the capital repayment of RM2.40 in cash for each Weida Share held by the Entitled Shareholders on the Entitlement Date; and
- (f) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.”

By Order of the Board of Directors

Voon Jan Moi (MAICSA 7021367)

Wang Tin Ngee (MIA 11670)

Joint Company Secretaries

Kuching, Sarawak

Dated: 7 September 2018

Notes:

1. 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 the meeting of the Company shall have the same rights as the member to speak at the meeting.
2. A member entitled to attend, speak and vote at this EGM shall not be entitled to appoint more than 2 proxies to attend, speak and vote at the same meeting. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. If the appointer 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.
4. 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.
5. The Form of Proxy must be deposited at the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd at Level 6 Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or any adjournment hereof.
6. A depositor whose name appears in the Record of Depositors as at 2 October 2018 shall be regarded as a member of the Company entitled to attend this EGM or appoint a proxy to attend, speak and vote on his behalf.