



**GW PLASTICS HOLDINGS BERHAD**(881786-X)

**NOTICE IS HEREBY GIVEN** that the Fourth Annual General Meeting of the Company will be held at Greens I, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 20 June 2013 at 10:00 a.m.

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note 1)*
2. To approve the payment of Directors' fees of RM100,000/= in respect of the financial year ended 31 December 2012. *Resolution 1*
3. To re-elect Encik Abang Ariffin bin Abang Bohan who retires by rotation in accordance with Article 81 of the Company's Articles of Association. *Resolution 2*
4. To consider and if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:-
  - (a) "That YBhg Tan Sri Datuk Dr. Haji Omar bin Abdul Rahman, who retires in accordance with Section 129(6) of the Companies Act, 1965 after having attained the age of over seventy years, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company"; *Resolution 3*
  - (b) "That YBhg Dato' Chew Kong Seng @ Chew Kong Huat, who retires in accordance with Section 129(6) of the Companies Act, 1965 after having attained the age of over seventy years, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company". *Resolution 4*
5. To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 5*

**AS SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following Ordinary/Special Resolutions:-

**6. Ordinary Resolution:**

**Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

"**THAT**, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, 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 ten per centum (10%) of the total issued share capital of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by a resolution passed by the shareholders in a general meeting." *Resolution 6*

**7. Ordinary Resolution:**

**Proposed Renewal of Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

“**THAT**, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue 56,550,000 bonus shares of RM0.50 each (“**Bonus Shares**”) on the basis of 24 bonus shares for every 100 existing shares of the Company (“**Proposed Bonus Issue**”) in accordance with the approval for the Proposed Bonus Issue which was first passed by the shareholders of the Company at the Extraordinary General Meeting held on 3 January 2013, by way of capitalising the Company’s share premium account and capital redemption reserve;

*Resolution  
7*

**THAT** such Bonus Shares are not entitled to any distributions and be immediately cancelled pursuant to a proposed capital reduction without crediting such Bonus Shares into the individual central depository system securities accounts of the respective shareholders of the Company whose names are registered in the Record of Depositors of the Company as at the entitlement date to be determined by the Directors and announced later;

**THAT** the Directors be and are hereby authorised to do all acts and things incidental and/or as may be necessary and expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue;

**AND THAT** such authority shall continue in force until:

- (a) the conclusion of the next Annual General Meeting of the Company (“**AGM**”) following this AGM, at which time this authority will lapse, unless by a resolution passed at that AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of Companies Act, 1965); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earliest."

**8 Special Resolution:**

**Proposed Amendments to the Company’s Articles of Association**

“**THAT** the proposed amendments to the Company’s Articles of Association as set out below be and is hereby approved:-

*Special  
Resolution  
1*

Article No.	Existing Articles	Proposed Articles
2	<p><b>Interpretation Clause - Definitions</b></p> <p><b>No Provision</b></p>	<p><b>Interpretation Clause – Definitions</b></p> <p><b>Words                      ...                      Meanings</b></p> <p><b>Exempt Authorised Nominee</b>                      <b>An Authorised Nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.</b></p>

Article No.	Existing Articles	Proposed Articles
60	<p><u>Notice that proxy is allowed</u></p> <p>In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him, and that a proxy may, but need not be a Member.</p>	<p><u>Notice that proxy is allowed</u></p> <p>In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him., <b>and that a A proxy may, but need not be a Member and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the Member to speak at the meeting.</b></p>
74	<p><u>Instrument appointing proxy to be in writing</u></p> <p>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. Where a Member is an Authorised Nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a Member other than an Authorised Nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a Member of the Company 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.</p>	<p><u>Instrument appointing proxy to be in writing</u></p> <p>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. Where a Member is an Authorised Nominee as defined under the Central Depositories Act, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. <b>Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.</b> Where a Member other than an Authorised Nominee appoints two (2) proxies <b>or more (as in the case of an Exempt Authorised Nominee)</b>, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a Member of the Company 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.</p>
75	<p><u>Form of proxy</u></p> <p>The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or prescribe subject to such variations as circumstances may require or as the Act or the Securities Laws permit:-</p> <p style="text-align: center;"><b><u>GW PLASTICS HOLDINGS BERHAD</u></b> <b><u>(Company No. 881786-X)</u></b></p> <p>I/We, .....  *NRIC No./Passport No./Company No.....  of.....being a Member/Members of <b>GW PLASTICS HOLDINGS BERHAD</b> hereby appoint.....  *NRIC No./Passport No./Company No.....  of..... or failing whom, .....  of .....or failing whom the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting* of the Company to be held on the ..... day of ..... 20 ..... and, at any adjournment thereof for/against* the resolution(s) to be proposed thereat.</p>	<p><u>Form of proxy</u></p> <p>The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or prescribe subject to such variations as circumstances may require or as the Act or the Securities Laws permit:-</p> <p style="text-align: center;"><b><u>GW PLASTICS HOLDINGS BERHAD</u></b> <b><u>(Company No. 881786-X)</u></b></p> <p>I/We, .....  *NRIC No./Passport No./Company No.....  of.....being a Member/Members of <b>GW PLASTICS HOLDINGS BERHAD</b> hereby appoint.....  *NRIC No./Passport No./<del>Company No</del>.....  of..... or failing whom, .....  *NRIC No./Passport No.....  of .....or failing whom the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting* of the Company to be held on the ..... day of ..... 20 ..... and, at any adjournment thereof for/against* the resolution(s) to be proposed</p>

<p>As witness my/our hand(s) this ..... day of ..... 20 .....</p> <p>No. of shares held: .....</p> <p>Signature(s)/ Common Seal of Member(s)</p> <p><i>* Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit).</i></p> <p><u>Notes:</u></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. To be valid, this form, duly completed must be deposited at the Office of the Company or such other place as is specified for that purpose not less than forty-eight (48) hours before the time for holding the meeting.</li> <li>3. A Member who is an Authorised Nominee may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</li> <li>4. A Member other than an Authorised Nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.</li> <li>5. This form shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.</li> </ol>	<p>thereat.</p> <p>As witness my/our hand(s) this ..... day of ..... 20 .....</p> <p>No. of shares held: .....</p> <p>Signature(s)/ Common Seal of Member(s)</p> <p><i>* Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit).</i></p> <p><u>Notes:</u></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. To be valid, this form, duly completed must be deposited at the Office of the Company or such other place as is specified for that purpose not less than forty-eight (48) hours before the time for holding the meeting.</li> <li>3. A Member who is an Authorised Nominee may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. <b>Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.</b></li> <li>4. <b>Subject to Note 3 above, A a Member <del>other than an Authorised Nominee</del> entitled to attend and vote at a meeting of the Company,</b> shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a Member appoints <del>two (2) proxies more than one (1) proxy</del>, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.</li> <li>5. This form shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.</li> </ol>
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**AND THAT** the Directors be and are hereby authorised with full powers to do all acts and things incidental and/or as may be necessary and expedient in order to implement,finalise and give full effect to the proposed amendments to the Articles of Association of the Company.”

9. To transact any other business for which due notice shall have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

**BY ORDER OF THE BOARD**

**LEE YING FONG (MAICSA 7002564)**  
**CHUA SIEW CHUAN (MAICSA 0777689)**  
**MAK CHOOI PENG (MAICSA 7017931)**  
Company Secretaries

27 May 2013

**Notes:-**

1. This Agenda Item is not put forward for voting as the provisions of Section 169 of the Companies Act, 1965 do not require the Financial Audited Statements to be approved by shareholders.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 13 June 2013 shall be eligible to attend, speak and vote at the meeting.
3. 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. There shall be no restriction as to the qualification of the proxy.
4. To be valid, the form of proxy, duly completed must be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the meeting.
5. A Member who is an Authorised Nominee may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.
6. Subject to Note 5 above, a Member entitled to attend and vote at a meeting of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
7. The form of proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, the form must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

**Explanatory Notes on Special Business:-**

- (i) Ordinary Resolution 6 – Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The ordinary resolution proposed under Item 6, is for the purpose of seeking a renewal of the general mandate and if passed, will empower the Directors of the Company to allot and issue new shares up to an amount not exceeding ten per centum (10%) for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company without having to convene a general meeting. This general mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company. This authority will provide flexibility for the Directors to raise funds for new investments, working capital or such other purposes as the Directors may deem fit in the interest of the Company.

As at the date of this Notice of AGM, no new shares have been issued pursuant to the mandate granted to the Directors at the last AGM of the Company held on 20 June 2012, which will lapse at the conclusion of the forthcoming AGM to be held on 20 June 2013.

- (ii) Ordinary Resolution 7 - Renewal of Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The ordinary resolution proposed under Item 7, is for the purpose of seeking a renewal of the mandate first given by the shareholders of the Company at the Extraordinary General Meeting ("EGM") held on 3 January 2013, to issue 56,550,000 Bonus Shares to facilitate a proposed capital reduction and if passed, will authorise the Directors of the Company to issue the said Bonus Shares pursuant thereto. These Bonus Shares are not entitled to any distributions and will be cancelled immediately upon issue pursuant to the proposed capital reduction without crediting such Bonus Shares into the individual central depository system securities accounts of the respective shareholders of the Company. This mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice of AGM, no Bonus Shares have been issued pursuant to the mandate granted to the Directors at the EGM held on 3 January 2013.

- (iii) Special Resolution 1 – Proposed Amendments to the Articles of Association ("Articles")

The special resolution proposed under Item 8, if passed, will streamline the Company's Articles to be consistent with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad.