



GW PLASTICS HOLDINGS BERHAD

(881786-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of GW Plastics Holdings Berhad ("GW Plastics" or the "Company") will be held at Greens Ii, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 15 January 2015 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED CONSOLIDATION OF THE EXISTING ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY COMPRISING 235,625,000 ORDINARY SHARES OF RM0.01 EACH INTO 2,356,250 ORDINARY SHARES OF RM1.00 EACH ON THE BASIS OF THE CONSOLIDATION OF EVERY 100 ORDINARY SHARES OF RM0.01 EACH INTO ONE ORDINARY SHARE OF RM1.00 EACH ("PROPOSED CONSOLIDATION")

"THAT subject to the passing of the Ordinary Resolutions 2, 3, 4, 5, 6, 7, 8, 9 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to consolidate the existing issued and paid-up share capital of the Company comprising 235,625,000 ordinary shares of RM0.01 each into 2,356,250 ordinary shares of RM1.00 each in the Company on the basis of the consolidation of every 100 ordinary shares of RM0.01 each held by the then existing shareholders of the Company whose names appear in the Record of Depositors at the close of business on the entitlement date to be determined by the Board of Directors of the Company ("Board") and announced later, into one ordinary share of RM1.00 each ;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Consolidation with full powers to deal with any fractional shares, to complete and implement the Proposed Consolidation in such manner as the Board may deem fit or necessary including, to negotiate, approve, agree and/or consent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company (including without limitation to disregard such fractional entitlements)."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF MCT CONSORTIUM BHD ("MCT CONSORTIUM") FROM TAN SRI DATO' SRI GOH MING CHOON AND DATO' SRI TONG SEECH WI (COLLECTIVELY, THE "VENDORS") FOR AN AGGREGATE PURCHASE CONSIDERATION OF RM1,212,806,567 UPON THE TERMS AND CONDITIONS AS SET OUT IN A SHARE SALE AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND THE VENDORS DATED 8 JANUARY 2014 (AS AMENDED AND SUPPLEMENTED BY A SUPPLEMENTAL AGREEMENT DATED 24 JULY 2014, A SUPPLEMENTAL LETTER DATED 10 NOVEMBER 2014 AND A SECOND SUPPLEMENTAL AGREEMENT DATED 8 DECEMBER 2014) ("SSA") ("PROPOSED ACQUISITION")

"THAT subject to the passing of the Ordinary Resolutions 1, 3, 4, 5, 6, 7, 8, 9 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained and the conditions precedent in the SSA being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to acquire the entire issued and paid-up share capital of MCT Consortium Bhd ("MCT Consortium") from Tan Sri Dato' Sri Goh Ming Choon and Dato' Sri Tong Seech Wi (collectively, the "Vendors") after the completion of a proposed reorganisation exercise to be undertaken by the Vendors, MCT Consortium and their related parties, at an aggregate purchase consideration of RM1,154,639,226 ("Purchase Consideration"), which will be satisfied via the issuance of 1,032,420,869 new shares of RM1.00 each ("Consideration Shares") and RM122,218,357 nominal value of 36-month zero coupon irredeemable convertible unsecured loan stocks at 100% of their nominal value ("ICULS"), upon the terms and subject to the conditions as set out in the SSA;

THAT pursuant to the terms of the SSA, approval be and is hereby given for the Company to allot and issue the Consideration Shares to the Vendors and/or their nominee(s) (if applicable);

THAT pursuant to the terms of the SSA, approval be and is hereby given for the Company to allot (whether provisionally or otherwise) and/or issue such nominal value of ICULS required to settle part of the Purchase Consideration ("Proposed ICULS Issuance"). The ICULS shall be convertible into new shares of RM1.00 each in GW Plastics ("Shares") upon and subject to the principal terms and conditions as stipulated in the SSA and shall be constituted and governed by a Trust deed to be entered into between the Company and Malaysian Trustees Berhad ("Trust Deed");

THAT subject to the fulfilment of the terms and conditions set out in the SSA and the Trust Deed, approval be and is hereby given for the Company to allot and issue new Shares in the Company to the Vendors and/or their nominee(s) (if applicable) pursuant to the conversion of the ICULS ("Converted Shares") in accordance with the terms and conditions applicable to them;

THAT the Consideration Shares and the Converted Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the holders of such Consideration Shares and the Converted Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Consideration Shares or Converted Shares, as the case may be;

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised and empowered to give full effect to the Proposed Acquisition, the SSA and the Proposed ICULS Issuance with full powers to complete and implement the Proposed Acquisition and the Proposed ICULS Issuance in such manner as the Board may deem fit or necessary, including: to negotiate, approve, agree and/or consent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered the SSA, the Trust Deed and all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION SOUGHT BY TAN SRI DATO' SRI GOH MING CHOON AND DATO' SRI TONG SEECH WI (COLLECTIVELY, THE "VENDORS") AND PARTIES ACTING IN CONCERT WITH THEM ("PAC") UNDER PARAGRAPH 16.1 OF THE PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("CODE") FROM THE OBLIGATION TO EXTEND A MANDATORY OFFER UNDER PART III OF PARAGRAPH 9 OF THE CODE TO HOLDERS OF VOTING SHARES OF THE COMPANY TO ACQUIRE ALL SHARES NOT ALREADY OWNED BY THEM AFTER THE COMPLETION OF THE PROPOSED ACQUISITION AS REFERRED TO IN ORDINARY RESOLUTION 1 ("PROPOSED EXEMPTION")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 4, 5, 6, 7, 8, 9 and 10 and the Special Resolution 1 and the approval of the Securities Commission Malaysia ("SC") being obtained, where required, including but not limited to the compliance with such conditions as may be imposed by the SC, approval be and is hereby given for the Vendors and PAC to be exempted from the obligation to extend a mandatory offer under Part III of Paragraph 9 of the Code to holders of voting shares of the Company to acquire all the remaining shares of RM1.00 each in GW Plastics ("Shares") not already owned by them after the completion of the Proposed Acquisition as referred to in Ordinary Resolution 2;

AND THAT the Board of Directors of the Company ("Board") be and is hereby empowered and authorised to do or procure to be done all such acts, deeds and things and to execute, sign and deliver and/or cause to be executed, sign and delivered on behalf of the Company, all such documents as it may be deemed necessary, expedient and/or appropriate to implement and give full effect to the Proposed Exemption with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments."

ORDINARY RESOLUTION 4

PROPOSED RENUNCIATION BY TAN SRI DATO' SRI GOH MING CHOON AND DATO' SRI TONG SEECH WI (COLLECTIVELY, THE "VENDORS") OF THE VENDORS' RIGHTS OF ALLOTMENT TO 3,534,375 CONSIDERATION SHARES REFERRED TO IN ORDINARY RESOLUTION 2 ("FREE SHARES") IN FAVOUR OF THE THEN EXISTING SHAREHOLDERS OF THE COMPANY, ON THE BASIS OF THREE FREE SHARES FOR EVERY TWO SHARES HELD BY THE THEN EXISTING SHAREHOLDERS OF THE COMPANY ON THE ENTITLEMENT DATE TO BE DETERMINED BY THE BOARD OF DIRECTORS OF THE COMPANY ("PROPOSED RENUNCIATION OF SHARES")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 5, 6, 7, 8, 9 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to allot and issue 3,534,375 Free Shares at an issue price of RM1.00 each to the shareholders of the Company whose names appear on the Record of Depositors of the Company at the close of business on the entitlement date to be determined by the Board of Directors of the Company ("Board") and announced later, on the basis of three Free Shares for every two shares of RM1.00 each in the Company ("Shares") held by the then existing shareholders of the Company on the entitlement date to be determined by the Board pursuant to the Proposed Renunciation of Shares ("Proposed Free Share Issuance");

THAT the Free Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such Free Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Free Shares;

THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements, if any, that may arise from the Proposed Renunciation of Shares and the Proposed Free Share Issuance in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit, necessary and/or expedient or in the best interests of the Company (including without limitation to disregard such fractional entitlements);

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Renunciation of Shares and the Proposed Free Share Issuance with full powers to complete and implement the Proposed Renunciation of Shares and the Proposed Free Share Issuance in such manner as the Board may deem fit or necessary, including, to fix and vary the entitlement date, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

ORDINARY RESOLUTION 5

PROPOSED PRIVATE PLACEMENT OF UP TO 128,000,000 NEW SHARES OF RM1.00 EACH IN THE COMPANY ("PLACEMENT SHARES") TO INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED BY WAY OF BOOK-BUILDING, SUBJECT TO APPLICABLE CLAWBACK AND REALLOCATION PROVISIONS ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 4, 6, 7, 8, 9 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to allot and issue up to 128,000,000 Placement Shares, to investor(s) to be identified later at an issue price to be determined by way of book-building, subject to the applicable clawback and reallocation provisions;

THAT the Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares in the Company, save and except that the holders of such Placement Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Placement Shares;

THAT the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the Circular, and the Board of Directors ("Board") be authorized with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company and announced later by the Board, subject (where required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Private Placement with full powers to complete and implement the Proposed Private Placement in such manner as the Board may deem fit or necessary, including, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

ORDINARY RESOLUTION 6

PROPOSED RESTRICTED OFFER FOR SALE BY TAN SRI DATO' SRI GOH MING CHOON AND DATO' SRI TONG SEECH WI (COLLECTIVELY, THE "VENDORS") OF THE VENDORS' RIGHTS OF ALLOTMENT TO UP TO 150,000,000 CONSIDERATION SHARES REFERRED TO IN ORDINARY RESOLUTION 2 ("INVESTOR OFFER SHARES") TO INVESTOR(S) TO BE IDENTIFIED LATER AT AN OFFER PRICE TO BE DETERMINED BY WAY OF BOOK-BUILDING THAT IS IDENTICAL TO THE ISSUE PRICE OF THE PLACEMENT SHARES UNDER THE PROPOSED PRIVATE PLACEMENT REFERRED TO IN ORDINARY RESOLUTION 5, SUBJECT TO APPLICABLE CLAWBACK AND REALLOCATION PROVISIONS ("PROPOSED VENDORS' RESTRICTED OFFER FOR SALE")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 7, 8, 9 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to allot and issue up to 150,000,000 Investor Offer Shares to investor(s) to be identified later at an offer price to be determined by way of book-building that is identical to the issue price of the Placement Shares under the Proposed Private Placement referred to in Ordinary Resolution 5, subject to applicable clawback and reallocation provisions ("Proposed Investor Offer Share Issuance");

THAT the Investor Offer Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares of RM1.00 each in the Company, save and except that the holders of such Investor Offer Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Investor Offer Shares;

AND THAT the Board of Directors ("Board") be and is hereby authorised and empowered to give full effect to the Proposed Vendors' Restricted Offer for Sale and the Proposed Investor Offer Share Issuance with full powers to complete and implement the Proposed Vendors' Restricted Offer for Sale and the Proposed Investor Offer Share Issuance in such manner as the Board may deem fit or necessary, including, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

ORDINARY RESOLUTION 7

PROPOSED ISSUANCE OF UP TO 172,000,000 NEW SHARES TO BUMIPUTERA INVESTOR(S) APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY OF MALAYSIA ("MITI") ("BUMIPUTERA SHARES") AT AN ISSUE PRICE WHICH IS IDENTICAL TO THE ISSUE PRICE OF THE PLACEMENT SHARES UNDER THE PROPOSED PRIVATE PLACEMENT REFERRED TO IN ORDINARY RESOLUTION 5, SUBJECT TO APPLICABLE CLAWBACK AND REALLOCATION PROVISIONS ("PROPOSED BUMIPUTERA ISSUE")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 8, 9 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to allot and issue up to 172,000,000 Bumiputera Shares to Bumiputera investor(s) approved by the MITI at an issue price which is identical to the issue price of the Placement Shares under the Proposed Private Placement referred to in Ordinary Resolution 5, subject to the applicable clawback and reallocation provisions;

THAT the Bumiputera Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares of RM1.00 each in GW Plastics, save and except that the holders of such Bumiputera Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company and announced later by the Board of Directors of the Company ("Board"), the entitlement date of which is prior to the date of allotment of such Bumiputera Shares;

THAT the proceeds of the Proposed Bumiputera Issue be utilised for the purposes as set out in the Circular, and the Board of Directors ("Board") be authorized with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Bumiputera Issue with full powers to complete and implement the Proposed Bumiputera Issue in such manner as the Board may deem fit or necessary, including, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

ORDINARY RESOLUTION 8

PROPOSED ADDITIONAL RENUNCIATION BY TAN SRI DATO' SRI GOH MING CHOON AND DATO' SRI TONG SEECH WI (COLLECTIVELY, THE "VENDORS") OF THE VENDORS' RIGHTS OF ALLOTMENT TO SUCH NUMBER OF CONSIDERATION SHARES REFERRED TO IN ORDINARY RESOLUTION 2 ("ADDITIONAL FREE SHARES"), IN FAVOUR OF THE SHAREHOLDERS OF THE COMPANY WHO EACH HOLDS LESS THAN 100 NEW SHARES AFTER THE COMPLETION OF THE PROPOSED CONSOLIDATION REFERRED TO IN ORDINARY RESOLUTION 1, THE PROPOSED ACQUISITION REFERRED TO IN ORDINARY RESOLUTION 2 AND THE PROPOSED RENUNCIATION OF SHARES REFERRED TO IN ORDINARY RESOLUTION 4 ON AN ENTITLEMENT DATE TO BE DETERMINED BY THE BOARD OF DIRECTOR OF THE COMPANY ("IDENTIFIED SHAREHOLDERS") ("PROPOSED ADDITIONAL RENUNCIATION OF SHARES")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 9 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to allot and issue Additional Free Shares at an issue price of RM 1.00 each in favour of the shareholders of the Company who each holds less than 100 new shares after the completion of the Proposed Consolidation, the Proposed Acquisition and the Proposed Renunciation of Shares on an entitlement date to be determined by the Board of Directors of the Company ("Board") ("Identified Shareholders") to ensure that each of the Identified Shareholders will hold 100 shares of RM 1.00 each after

the completion of the Proposed Consolidation, the Proposed Acquisition and the Proposed Renunciation of Shares ("Proposed Additional Free Share Issuance");

THAT the Additional Free Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares of RM1.00 each, save and except that the holders of such Additional Free Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Free Shares;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Additional Renunciation of Shares and the Proposed Additional Free Share Issuance with full powers to complete and implement the Proposed Renunciation of Additional Shares and the Proposed Additional Free Share Issuance in such manner as the Board may deem fit or necessary, including, to fix and vary the entitlement date, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

ORDINARY RESOLUTION 9

PROPOSED RESTRICTED OFFER FOR SALE BY TAN SRI DATO' SRI GOH MING CHOON AND DATO' SRI TONG SEECH WI (COLLECTIVELY, THE "VENDORS") OF THE VENDORS' RIGHTS OF ALLOTMENT TO UP TO 7,500,000 CONSIDERATION SHARES REFERRED TO IN ORDINARY RESOLUTION 2 ("SHAREHOLDER OFFER SHARES") TO THE THEN EXISTING SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED BY THE BOARD OF DIRECTORS OF THE COMPANY ("BOARD"), AND ON SUCH BASIS OF ENTITLEMENT TO BE DETERMINED BY THE BOARD AND THE VENDORS, AT AN OFFER PRICE WHICH IS IDENTICAL TO THE ISSUE PRICE OF THE PLACEMENT SHARES UNDER THE PROPOSED PRIVATE PLACEMENT REFERRED TO IN ORDINARY RESOLUTION 5 ("PROPOSED VENDORS' RESTRICTED OFFER FOR SALE TO SHAREHOLDERS")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 10 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to allot and issue up to 7,500,000 Shareholder Offer Shares to the existing shareholders of the Company on an entitlement date to be determined by the Board, and on such basis of entitlement to be determined by the Board and the Vendors, at an offer price to be determined by way of book-building that is identical to the issue price of the Placement Shares under the Proposed Private Placement referred to in Ordinary Resolution 5, subject to applicable clawback and reallocation provisions ("Proposed Shareholder Offer Share Issuance");

THAT the Shareholder Offer Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares of RM1.00 each in the Company, save and except that the holders of such Shareholder Offer Shares shall not be entitled to dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of such Shareholder Offer Shares;

AND THAT the Board of Directors ("Board") be and is hereby authorised and empowered to give full effect to the Proposed Vendors' Restricted Offer for Sale to Shareholders and the Proposed Shareholder Offer Share Issuance with full powers to complete and implement the Proposed Vendors' Restricted Offer for Sale to Shareholders and the Proposed Shareholder Offer Share Issuance in such manner as the Board may deem fit or necessary, including, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the law, the relevant authorities or deemed necessary by the Board, to take all such steps and to execute and deliver and/or cause to be executed and delivered all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties and to do all such acts and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company."

ORDINARY RESOLUTION 10

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM300,000,000 TO RM2,500,000,000 BY THE CREATION OF AN ADDITIONAL 2,200,000,000 NEW SHARES ("PROPOSED IASC")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 9 and the Special Resolution 1 and the approvals of the relevant authorities/parties (if required) being obtained, the authorised share capital of the Company be and is hereby increased from RM300,000,000 comprising 300,000,000 shares to RM2,500,000,000 comprising 2,500,000,000 shares of RM1.00 each in the Company by the creation of an additional 2,200,000,000 shares of RM1.00 each in GW Plastics;

AND THAT the Board of Directors ("Board") be and is hereby authorized and empowered to give full effect to the Proposed IASC with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities or deemed necessary by the Board and to take all steps as they may deem fit, necessary and/or expedient or in the best interests of the Company in order to implement, finalize and give full effect to the Proposed IASC."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")

"THAT subject to the passing of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9 and 10 and the approvals of the relevant authorities/parties (if required) being obtained, approval be and is hereby given for the Company to carry out the following proposed amendments to the Memorandum of Association of the Company and the issuance of the Consideration Shares referred to in Ordinary Resolution 2, the Free Shares referred to in Ordinary Resolution 4, the Placement Shares referred to in Ordinary Resolution 5, the Investor Offer Shares referred to in Ordinary Resolution 6, the Bumiputera Shares referred to in Ordinary Resolution 7, the Additional Free Shares referred to in Ordinary Resolution 8 and the Shareholder Offer Shares referred to in Ordinary Resolution 9 under the Proposed Acquisition, the Proposed Renunciation of Shares, the Proposed Private Placement, the Proposed Vendors' Restricted Offer for Sale, the Proposed Bumiputera Issue, the Proposed Additional Renunciation of Shares and the Proposed Restricted Offer for Sale to Shareholders referred to in Ordinary Resolutions 2, 4, 5, 6, 7, 8 and 9 respectively:

- (a) by deleting the first sentence of the existing clause 6 of the Company's Memorandum of Association in its entirety and replacing it with the following:
"The capital of the Company is RM2,500,000,000 Malaysian Currency divided into 2,500,000,000 shares of RM1.00 each"

AND THAT the Board of Directors of the Company be and is hereby authorized and empowered to take all steps and to do all acts, deeds, things and to execute, enter into, sign and deliver for and on behalf of the Company all documents as it may consider necessary to give full effect to the Proposed Amendment, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required by the law and/or the relevant authority(ies)."

SPECIAL RESOLUTION 2

PROPOSED CHANGE OF NAME OF THE COMPANY

THAT subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities/parties (if required) being obtained, the name of the Company be hereby changed from GW Plastics Holdings Berhad to MCT Bhd ("Proposed Change of Name") with effect from the date of the Certificate of Incorporation on Change of Name under the name of MCT Bhd to be issued by the Companies Commission of Malaysia and that the name of the Company wherever appearing in the Memorandum and Articles of Association be amended accordingly;

AND THAT the Board of Directors of the Company ("Board") and/or the Secretary be and are hereby authorised to do or procure to be done all acts, deeds and things and to execute, sign and deliver and/or cause to be executed and delivered on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate and to carry out all necessary formalities to effect the Proposed Change of Name."

By Order of the Board

GW PLASTICS HOLDINGS BERHAD
LEE YING FONG (MAICSA 7002564)
CHUA SIEW CHUAN (MAICSA 0777689)
MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries
Kuala Lumpur
22 December 2014

Notes:

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 January 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the EGM.
- (ii) Subject to Note (v) below, a member is entitled to attend and vote at a meeting of the Company and is entitled to appoint not more than two (2) proxies to attend and vote in his stead in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iii) 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. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (iv) The form of proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- (v) A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which hold 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.
- (vi) The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.