



BUILDING SUSTAINABLE COMMUNITIES

MCT BERHAD

(formerly known as GW Plastics Holdings Berhad)
(Company No. 881786-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of MCT Berhad (formerly known as GW Plastics Holdings Berhad) (“Company”) will be held at eCity Hotel, Grand Ballroom, Level R (Rooftop), The Place @ One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan, Malaysia on Monday, 21 December 2015 at 11.00 a.m. or immediately after the conclusion or adjournment of the Sixth (6th) Annual General Meeting of the Company to be held at the same venue on the same date at 10.00 a.m., whichever is earlier, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“SCHEME”) OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF THE COMPANY (“PROPOSED ESOS”)

“THAT subject to the approvals of all relevant regulatory authorities being obtained, approval be and is hereby given to the Company to establish the Scheme of up to ten percent (10%) of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company for the benefit of eligible Directors and employees of the Company and its subsidiaries which are not dormant, to subscribe for new ordinary shares of RM1.00 each in the Company (“Shares”) pursuant to the exercise of options at a pre-determined price and the Board of Directors of the Company (“Board”) be and are hereby authorised and empowered to:

- (i) implement and administer the Scheme in accordance with the form set out in the rules, terms and conditions governing the Scheme (“By-Laws”), a draft of which is set out in Appendix I of the circular to the shareholders of the Company dated 25 November 2015 (“Circular”), and to give full effect to the Scheme with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- (ii) offer and grant options to subscribe for Shares under the Proposed ESOS (“Options”) and issue such number of new Shares to be issued pursuant to the exercise of the Options that may be granted under the Scheme provided that the total number of such new Shares to be issued under the Scheme shall not in aggregate exceed ten percent (10%) of the issued and paid-up share capital (excluding treasury shares) of the Company at any point in time throughout the duration of the Scheme and that such new Shares to be issued upon exercise of the Options shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and fully paid-up Shares, save and except that the holders of the new Shares so issued shall not be entitled to participate in any dividends, rights, allotments and/or other distributions that 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 new Shares and will be subject to the provisions of the Articles of Association of the Company, as amended from time to time, relating to transfer, transmission or otherwise;
- (iii) do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing of and quotation for the new Shares which may from time to time be issued pursuant to the exercise of the Options that may be granted under the Scheme;
- (iv) modify, vary, amend and/or supplement from time to time the By-Laws as may be required/ permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS; and
- (v) extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Malaysia Securities Berhad or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

AND THAT the By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO TAN SRI DATO’ SRI ABI MUSA ASA’ARI MOHAMED NOR

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Tan Sri Dato’ Sri Abu Musa Asa’ari Mohamed Nor, being the Independent Non-Executive Chairman of the Company, up to 800,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Tan Sri Dato’ Sri Abu Musa Asa’ari Mohamed Nor pursuant to the exercise of the Options that may be granted to him under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Tan Sri Dato’ Sri Abu Musa Asa’ari Mohamed Nor as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO TAN SRI DATO’ SRI GOH MING CHOON

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Tan Sri Dato’ Sri Goh Ming Choon, being the Non-Independent Executive Deputy Chairman of the Company, up to 3,000,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Tan Sri Dato’ Sri Goh Ming Choon pursuant to the exercise of the Options that may be granted to him under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Tan Sri Dato’ Sri Goh Ming Choon as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO DATO’ SRI TONG SEECH WI

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Dato’ Sri Tong Seech Wi, being the Non-Independent Executive Director/Chief Executive Officer of the Company, up to 3,000,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Dato’ Sri Tong Seech Wi pursuant to the exercise of the Options that may be granted to him under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Dato’ Sri Tong Seech Wi as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO DATUK LIM KOK BOON

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Datuk Lim Kok Boon, being the Non-Independent Executive Director of the Company, up to 3,000,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Datuk Lim Kok Boon pursuant to the exercise of the Options that may be granted to him under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Datuk Lim Kok Boon as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO TAN SRI DATO’ LAU YIN PIN @ LAU YEN BENG

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Tan Sri Dato’ Lau Yin Pin @ Lau Yen Beng, being the Senior Independent Non-Executive Director of the Company, up to 750,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Tan Sri Dato’ Lau Yin Pin @ Lau Yen Beng pursuant to the exercise of the Options that may be granted to him under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Tan Sri Dato’ Lau Yin Pin @ Lau Yen Beng as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO DATO’ GOH HIN SAN

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Dato’ Goh Hin San, being the Independent Non-Executive Director of the Company, up to 700,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Dato’ Goh Hin San pursuant to the exercise of the Options that may be granted to him under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Dato’ Goh Hin San as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO BERNARD VINCENT OLMEDO DY

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Bernard Vincent Olmedo Dy, being the Non-Independent Non-Executive Director of the Company, up to 700,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Bernard Vincent Olmedo Dy pursuant to the exercise of the Options that may be granted to him under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Bernard Vincent Olmedo Dy as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF OPTIONS TO ANNA MARIA MARGARITA BAUTISTA DY

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically grant Anna Maria Margarita Bautista Dy, being the Non-Independent Non-Executive Director of the Company, up to 700,000 Options provided that not more than ten percent (10%) of the total number of Shares available under the Scheme shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively through person(s) connected with such eligible Director or eligible employee holds twenty percent (20%) or more of the issued and paid-up capital (excluding treasury shares) of the Company;

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to issue such number of new Shares to Anna Maria Margarita Bautista Dy pursuant to the exercise of the Options that may be granted to her under the Scheme, to execute, sign and deliver on behalf of the Company all such agreements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed grant and allocation to Anna Maria Margarita Bautista Dy as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

By Order of the Board

MCT BERHAD

(formerly known as GW Plastics Holdings Berhad)

CHUA HOOI SIAN (MAICSA 7014565)

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur

25 November 2015

Notes:

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 December 2015 shall be eligible to attend, speak and vote at the EGM.
- (2) Subject to note (5) 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.
- (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. 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.
- (4) The Form of Proxy shall be in writing under the hand of the appointer 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.
- (5) 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 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) The instrument appointing a proxy must be lodged at the Company’s registered office at Level 7, Menara Milenium, Jalan Damantela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.