

NOTICE OF PROVISIONAL OFFERING OF SHAREHOLDER OFFER SHARES (AS DEFINED HEREIN)

The terms defined in the Prospectus dated 11 March 2015 shall have the same meanings when used in this NPO unless stated otherwise. The Shareholder Offer Shares offered in this NPO pursuant to the Vendors' Restricted Offer for Sale to Shareholders are prescribed securities pursuant to Section 14(5) of the SICDA and as such all dealings in the Shareholder Offer Shares will be governed by SICDA and the Rules of Bursa Depository.

**GW PLASTICS HOLDINGS BERHAD**

(Company No. 881786-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NON-RENOUNCEABLE RESTRICTED OFFER FOR SALE BY THE VENDORS (COLLECTIVELY, TAN SRI DATO' SRI GOH MING CHOON AND DATO' SRI TONG SEECH WI) OF THE VENDORS' RIGHTS OF ALLOTMENT TO UP TO 7,500,000 NEW ORDINARY SHARES OF RM1.00 EACH IN OUR COMPANY ("GW PLASTICS SHARES" OR "SHAREHOLDER OFFER SHARES") TO THE ENTITLED SHAREHOLDERS AS AT 5.00 P.M. ON 11 MARCH 2015 ON SUCH BASIS OF ENTITLEMENT DETERMINED BY OUR BOARD AND THE VENDORS AT AN OFFER PRICE OF RM1.30 PER SHAREHOLDER OFFER SHARE ("OFFER PRICE") PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO REFUND OF THE DIFFERENCE IN THE EVENT THAT THE FINAL OFFER PRICE IS LESS THAN THE OFFER PRICE. THE FINAL OFFER PRICE WILL BE EQUAL TO THE PLACEMENT PRICE.

Sole Principal Adviser and Sole Placement Agent

**RHB Investment Bank Berhad**

(Company No. 19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: Our Entitled Shareholders

Dear Sir / Madam,

Approvals for the Vendors' Restricted Offer for Sale to Shareholders have been obtained from our shareholders at the EGM held on 15 January 2015 and the SC via its letter dated 18 December 2014. Approval has also been obtained from Bursa Securities via its letter dated 20 January 2015 for the listing of and quotation for, *inter alia*, 1,032,420,869 Consideration Shares on the Main Market of Bursa Securities.

In accordance with the approvals abovementioned, under the terms of the Vendors' Restricted Offer for Sale to Shareholders, you have been provisionally offered the Shareholder Offer Shares as indicated below ("**Provisional Offer**"). As the offer of the Shareholder Offer Shares is undertaken on a non-renounceable basis, the Provisional Offer is non transferable and there will not be any trading of the Provisional Offer. Hence, the Provisional Offer will not be credited into your CDS account prior to acceptance. Accordingly, any Shareholder Offer Shares not taken up by the Entitled Shareholders will not be made available for excess Shareholder Offer Shares application.

We wish to advise you that the Shareholder Offer Shares provisionally offered to you have been confirmed by Bursa Depository and upon acceptance will be credited into your CDS Account(s), subject to the terms and conditions as stated in the Prospectus and OAF issued by our Company. If you wish to accept the Provisional Offer offered to you, please complete Part I and Part II of this OAF in accordance with the notes and instructions contained in this OAF. You are advised to read and adhere to this OAF and the notes and instructions in this OAF.

ALL SHAREHOLDER OFFER SHARES WILL BE ALLOTTED BY WAY OF CREDITING THE SHAREHOLDER OFFER SHARES INTO YOUR CDS ACCOUNTS AND NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

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NUMBER OF GW PLASTICS SHARES HELD AS AT 5.00 P.M. ON 11 MARCH 2015	NUMBER OF SHAREHOLDER OFFER SHARES PROVISIONALLY OFFERED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.30 PER SHAREHOLDER OFFER SHARE (RM)

IMPORTANT RELEVANT DATES:

Entitlement Date : Wednesday, 11 March 2015 at 5.00 p.m.
Last day and time for the acceptance and payment : Thursday, 26 March 2015 at 5.00 p.m.*

* or such later date and time as our Board and the Vendors may decide and announce not less than two Market Days before the stipulated date and time

By order of the Board
Lee Ying Fong (MAICSA 7002564)
Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Share Registrar
Tricor Investor & Issuing House Services Sdn Bhd (11324-H)
(formerly known as Equiniti Services Sdn Bhd)
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
Tel: 603-2264 3883
Fax: 603-2282 1886

THIS NPO IS DATED 11 MARCH 2015

NOTES AND INSTRUCTIONS IN COMPLETING THIS OAF

If you are in any doubt as to the action you should take, you should consult your stockbrokers, bank managers, solicitors, accountants or other professional advisers immediately. All enquiries concerning the Shareholder Offer Shares should be addressed to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (formerly known as Equiniti Services Sdn Bhd) at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur. **YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE PROSPECTUS TO WHICH THIS OAF RELATES BEFORE COMPLETING THIS OAF. IN ACCORDANCE WITH THE CMSA THIS OAF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE PROSPECTUS.**

The Prospectus, together with the NPO and this OAF (collectively the “Documents”), are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia. Accordingly, the Documents will only be sent to the Entitled Shareholders who have a registered address in Malaysia or an address for service in Malaysia as registered in the Record of Depositors of our Company as at the Entitlement Date. It shall be the sole responsibility of the Entitled Shareholders who are or may be subject to the laws of countries or jurisdictions other than Malaysia to immediately consult their legal advisers and/or other professional advisers as to whether the acceptance of the Provisional Offer would result in the contravention of any laws of such countries or jurisdictions. Neither GW Plastics nor RHB Investment Bank shall accept any responsibility or liability whatsoever to any party in the event that any acceptance of the Provisional Offer by the Entitled Shareholders is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions. [A copy of the Prospectus has been registered with the SC.] The registration of the Prospectus should not be taken to indicate that the SC recommends the Vendors’ Restricted Offer for Sale to Shareholders or assumes responsibility for the correctness of any statement made or opinion or report expressed in the Prospectus. The SC has not, in any way, considered the merits of the Shareholder Offer Shares. [A copy each of the Documents, has also been lodged with the Registrar of Companies who takes no responsibility for their contents.] Approvals for the Vendors’ Restricted Offer for Sale to Shareholders has been obtained from our shareholders at the EGM held on 15 January 2015 and the SC via its letter dated 18 December 2014. Approval has also been obtained from Bursa Securities via its letter dated 20 January 2015 for the listing of and quotation for, *inter alia*, 1,032,420,869 Consideration Shares on the Main Market of Bursa Securities. The listing of and quotation for, *inter alia*, 1,032,420,869 Consideration Shares on the Main Market of Bursa Securities will commence after, amongst others, receipt of confirmation from Bursa Depository that the Shareholder Offer Shares are ready to be credited into the CDS accounts of the Entitled Shareholders and notices of allotment have been despatched to them.

Our Board has seen and approved the Documents. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this OAF is Ringgit Malaysia or “RM” in abbreviation.

INSTRUCTIONS:

(I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This OAF is valid for acceptance until 5.00 p.m. on 26 March 2015, or such later date and time as our Board and the Vendors may decide and announced not less than two Market Days before the stipulated date and time.

If acceptance and payment for the Shareholder Offer Shares (whether in full or part as the case may be) are not received by our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (formerly known as Equiniti Services Sdn Bhd), Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur by 5.00 p.m. on 26 March 2015, being the last date and time for acceptance and payment, or such later date and time as may be determined by our Board and the Vendors, and announced by our Board not less than two Market Days before the stipulated date and time, the Shareholder Offer Shares will be deemed to have been declined and will be cancelled.

(II) ACCEPTANCE OF SHAREHOLDER OFFER SHARES

If you wish to accept your entitlement to the Shareholder Offer Shares either in full or in part, please complete Parts I and II of this OAF in accordance with the notes and instructions provided herein and submit this OAF together with the appropriate remittance either by ordinary post, courier or delivered by hand, made in Ringgit Malaysia by banker’s draft(s) / cashier’s order(s) / money order(s) or postal order(s) drawn on a bank or post office in Malaysia and made payable to “**GW PLASTICS OFFER FOR SALE ACCOUNT**”, crossed “**A/C PAYEE ONLY**” and endorsed on the reverse side with your name, contact number and address in block letters and your CDS Account number, for the full amount payable for the Shareholder Offer Shares accepted, to be received by our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (formerly known as Equiniti Services Sdn Bhd) no later than 5.00 p.m. on 26 March 2015 (or such later date and time as our Board and the Vendors may decide and announced by our Board). Cheques or any other mode of payments not prescribed herein are not acceptable.

The remittance must be made for the exact amount payable for the Shareholder Offer Shares accepted. Any acceptance with excess or insufficient payment may be rejected at the absolute discretion of our Board and the Vendors. No acknowledgement of the receipt of this OAF or application monies will be made by our Company or our Share Registrar in respect of the Shareholder Offer Shares. If your acceptance is successful, the Shareholder Offer Shares shall be credited into your CDS account and a notice of allotment will be despatched to you by ordinary post to the address stated in the Record of Depositors of our Company at your own risk within eight Market Days from the last date of acceptance and payment for the Shareholder Offer Shares.

Our Board and the Vendors reserve the right not to accept any acceptance or to accept in part only without assigning any reason thereof.

You should note that all OAF and remittances lodged with our Share Registrar will be irrevocable and cannot subsequently be withdrawn. In respect of unsuccessful or partially successful acceptances, the full amount or the surplus acceptance monies (as the case may be) will be refunded without interest and shall be despatched to you by ordinary post to the address stated in the Record of Depositors of our Company at your own risk within 14 Market Days from the last date for acceptance and payment for the Shareholder Offer Shares.

The Offer Price shall be identical to the placement price pursuant to a private placement undertaken by our Company. The placement price shall be determined after the close of the book-building process and shall not be lower than the par value of GW Plastics Shares of RM1.00 each (“**Final Offer Price**”).

In the event that the Final Offer Price is lower than the Offer Price, the difference will be refunded without interest and be despatched to you within 14 Market Days from the last date of acceptance and payment in respect of the Shareholder Offer Shares by ordinary post to the address stated in the Record of Depositors of our Company at your own risk.

The Final Offer Price will not, in any event, be higher than the Offer Price nor lower than the par value of GW Plastics Shares of RM1.00 each.

(III) GENERAL INSTRUCTIONS

- (a) All those of you who wish to accept the Provisional Offer (either in full or part) must sign on the front page of this OAF. All corporate bodies must affix their Common Seal.
- (b) A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this OAF.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Vendors and the Vendors shall not be under any obligation to account for such interest or other benefit to you.
- (d) The contract arising from the acceptance of the Provisional Offer by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this OAF and the contract arising therefrom.
- (e) Our Board and the Vendors reserve the right to accept or reject any acceptance if the instructions herein above stated are not strictly adhered to.
- (f) The Shareholder Offer Shares subscribed by you will be credited into your respective CDS Accounts as stated on the NPO or the exact accounts appearing in the Record of Depositors of our Company.
- (g) You should note that this OAF and the payment so lodged with our Share Registrar shall be irrevocable and shall not be subsequently withdrawn.