

## Company Announcements

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### ANNOUNCEMENTS (CURRENT)

#### BY COMPANY :

General Announcement  
Reference No GP-110520-37983

Company Name	:	GW PLASTICS HOLDINGS BERHAD
Stock Name	:	GWPLAST
Date Announced	:	02/06/2011

Type : Announcement  
 Subject : GENERAL MEETINGS  
 NOTICE OF MEETING  
  
 Description : GW PLASTICS HOLDINGS BERHAD  
 - Notice of Second Annual General Meeting  
  
 Attachments : [GW PLASTICS\(AGM Notice\).pdf](#)

Announcement Details/Table Section :

We wish to announce that the Second Annual General Meeting of GW Plastics Holdings Berhad will be held at Greens II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 29 June 2011 at 10:00a.m.

Please refer to the attached file for the Notice of the Second Annual General Meeting.

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Second Annual General Meeting of the Company will be held at Greens II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, on Wednesday, 29 June 2011 at 10:00 a.m.

**AGENDA**

1. To receive the Audited Financial Statements for the year ended 31 December 2010 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1)**
2. To approve the payment of Directors' fees of RM48,000/- in respect of the year ended 31 December 2010. **Resolution 1**
3. To re-elect the following directors who retire in accordance with Article 88 of the Company's Articles of Association:-
  - a) Mr Lim Kok Boon **Resolution 2**
  - b) Mr Yeoh Sok Ann **Resolution 3**
  - c) Encik Abang Ariffin bin Abang Bohan **Resolution 4**
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 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 5**
  - (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 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 6**
5. To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

**As Special Business:-**

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

6. **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." **Resolution 8**
7. **Shareholders' Mandate for the Proposed Share Buy-Back**  
 "THAT, subject to the provisions of the Companies Act, 1965, the Company's Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of any relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase and/or hold as treasury shares such amount of ordinary shares of RM0.50 each in the Company from time to time and at any time as may be determined by the Directors of the Company through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company ("Proposed Share Buy-Back") provided that:-
  - (a) the aggregate number of shares which may be purchased and/or held as treasury shares by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;
  - (b) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the sum of the retained profits and share premium of the Company based on its audited financial statements for the financial year ended 31 December 2010;

**AND THAT** authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the ordinary shares as treasury shares to be either distributed as share dividends or resold on Bursa Securities or subsequently cancelled, or to cancel the shares so purchased, or a combination of both;

**AND THAT** the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it shall lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting; or
- (ii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

**AND THAT** the Directors be and are hereby authorised to act and take all such steps and do such acts and things as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities." **Resolution 9**

8. 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**

Company Secretary

3 June 2011

**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 Audited Financial Statements to be approved by shareholders.
2. 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.
3. To be valid the form of proxy duly completed and signed must be deposited at the registered office of the Company at Unit F603, Pusat Dagangan Phileo Damansara 1, No. 9 Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor not less than 48 hours before the time for holding the meeting.
4. 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.
5. 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 proportions of his shareholdings to be represented by each proxy.
6. 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 8 – 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 new 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 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.
- (ii) **Ordinary Resolution 9 – Proposed Share Buy-Back**  
 The ordinary resolution proposed under Item 7, if passed, will empower the Company to purchase up to ten per centum (10%) of the issued and paid-up share capital of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The details of the Proposed Share Buy-Back are set out in the Circular to Shareholders of the Company which is despatched with the 2010 Annual Report.