

SCIENTEX

healthy, friendly & happy ...

SCIENTEX BERHAD

(Company No.: 7867-P)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Scientex Berhad ("Scientex" or the "Company") will be held at Scientex Packaging Film Sdn Bhd, Lot 4, Jalan Sungai Pinang 4/3, Seksyen 4, Taman Perindustrian Pulau Indah, 42920 Pelabuhan Klang, Selangor Darul Ehsan on Tuesday, 17 December 2013 at 11.30 a.m. or immediately following the conclusion or adjournment of the Forty-Fifth Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 11.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:-

ORDINARY RESOLUTION

PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN OF UP TO FIVE PERCENT (5%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SCIENTEX FOR THE ELIGIBLE KEY MANAGEMENT AND EMPLOYEES OF SCIENTEX AND ITS SUBSIDIARIES ("PROPOSED SGP")

"**THAT** subject to the applicable approvals of all relevant authorities/ parties (where required) for the Proposed SGP being obtained and to the extent permitted by law and the Memorandum and Articles of Association of the Company, approval be and is hereby given to the Company for the following:-

1. To establish, implement and administer the Proposed SGP in the form of a performance-based share plan for the benefit of the eligible key management and employees of Scientex and its subsidiaries (excluding the Board of Directors of Scientex ("Board")) of such rank or position as may be designated by the committee to be established to administer the Proposed SGP ("SGP Committee") who fulfil the eligibility criteria ("Eligible Employee(s)") in accordance with the draft by-laws of the Proposed SGP ("By-Laws") as set out in Appendix I of the circular to shareholders of the Company dated 25 November 2013, and to adopt and approve the By-Laws;
2. To do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed SGP and terms of the By-Laws, including but not limited to:-
 - a. Making awards and satisfying awards made under the Proposed SGP by any of the following methods:-
 - i. Issuance of new ordinary shares of RM0.50 each in Scientex ("Scientex Share(s)");
 - ii. Acquisition of existing Scientex Shares from the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities");
 - iii. Any other methods as may be permitted by the Companies Act, 1965, as amended from time to time and any re-enactment thereof; or
 - iv. A combination of any of the above;

- b. Establish a trust ("Trust") to be administered by a trustee ("Trustee") that will be appointed, if required by the prevailing laws or if the Board and/ or the SGP Committee deem(s) necessary, in accordance with the trust deed, for purposes of acquiring existing Scientex Shares from the Main Market of Bursa Securities and transferring them to the Eligible Employees who have accepted the grant ("Grantees") at such time as the SGP Committee may direct and that the Trustee will, to the extent permitted by law, be entitled from time to time to accept funding and/ or assistance, financial or otherwise, from the Company, subsidiaries and/ or third parties;
- c. Allot and issue from time to time during the duration of the Proposed SGP such number of Scientex Shares to the Grantees, provided always that the total number of Scientex Shares which may be awarded to the selected Eligible Employees under the Proposed SGP shall not exceed in aggregate five percent (5%) of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point in time during the duration of the Proposed SGP and that any such new Scientex Shares to be allotted and issued and/ or existing Scientex Shares procured by the Company for the transfer shall, upon vesting of the grant under the Proposed SGP, rank *pari passu* in all respects with other existing Scientex Shares then in issue and that the Grantees shall not be entitled to any dividends, rights, allotments and/ or any other distributions declared, the entitlement date for which is prior to the date on which the Scientex Shares are credited into the central depository system accounts of the respective Grantees upon vesting under the Proposed SGP;
- d. Provide money or other assistance (financial or otherwise), and/ or to authorise and/ or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to acquire existing Scientex Shares from the Main Market of Bursa Securities provided that the Company or any subsidiaries of the Company shall not provide such money or other assistance (financial or otherwise) if it would be in breach of any laws of Malaysia and where the lending subsidiary is a foreign corporation, the relevant laws of the place of incorporation of the lending subsidiary;
- e. Make the necessary applications to Bursa Securities for the permission to deal in and for the listing of and quotation for any new Scientex Shares that may hereafter from time to time be allotted and issued pursuant to the Proposed SGP; and
- f. Amend and/ or modify the Proposed SGP and/ or the By-Laws from time to time as may be required/ permitted by the authorities or deemed to be necessary by the Board provided that such amendments and/ or modifications are effected and permitted in accordance with the provisions of the By-Laws relating to amendments/ modifications;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/ or agreements the Board may deem necessary and/ or expedient to finalise, implement and to give full effect to complete the Proposed SGP including without limitation, with full powers to consent to and adopt any conditions, modifications, variations and/ or amendments (including adopting such modifications, variations and/ or amendments to the By-Laws) in any manner as may be required by the relevant authorities."

**By Order of the Board
SCIENTEX BERHAD**

Ng Boon Ngee
MAICSA 7053979
Company Secretary

Shah Alam
25 November 2013

Notes:-

1. *A member entitled to attend, speak and vote at the meeting is entitled to appoint at least one (1) proxy to attend, speak and vote in his stead and where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
2. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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. The appointment of two (2) or more proxies in respect of any particular securities account or omnibus account shall be invalid unless the authorised nominee or exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or the hand of its attorney.*
4. *The form of proxy must be deposited at the registered office of the Company at Jalan Utas 15/7, 40000 Shah Alam, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof.*
5. *In respect of deposited securities, only members whose names appear in the Record of Depositors as at 11 December 2013 shall be regarded as a member and entitled to attend, speak and vote at the meeting or appoint proxy to attend, speak and/or vote on his/ her behalf.*