



## **SCIENTEX BERHAD**

(Company No.: 7867-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Scientex Berhad ("SB" 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 Wednesday, 19 December 2012 at 11.30 a.m. or immediately following the conclusion or adjournment of the Forty-Fourth Annual General Meeting of the Company which will be held at 11.00 a.m. on the same day and at the same place, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

#### **ORDINARY RESOLUTION**

**PROPOSED ACQUISITION BY SCIENTEX PACKAGING FILM SDN BHD ("SPF"), A WHOLLY-OWNED SUBSIDIARY COMPANY OF SCIENTEX BERHAD ("SB" OR THE "COMPANY"), OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF GREAT WALL PLASTIC INDUSTRIES BERHAD ("GW PLASTIC") AND GW PACKAGING SDN BHD ("GW PACKAGING"), BOTH WHOLLY-OWNED SUBSIDIARY COMPANIES OF GW PLASTICS HOLDINGS BERHAD ("GW HOLDINGS"), FOR A TOTAL PURCHASE CONSIDERATION OF RM283.20 MILLION TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED ACQUISITIONS")**

"**THAT** subject to the applicable approvals of all relevant authorities/ or parties being obtained (where required), approval be and is hereby given to SB for its wholly-owned subsidiary company, SPF to acquire the following:-

- i. 88,004,400 ordinary shares of RM1.00 each in GW Plastic, representing the entire issued and paid-up share capital of GW Plastic; and
- ii. 6,000,002 ordinary shares of RM1.00 each in GW Packaging, representing the entire issued and paid-up share capital of GW Packaging,

from GW Holdings for a total purchase consideration of RM283,200,000 to be fully satisfied entirely via cash, in accordance with the terms and conditions of the Share Sale Agreement dated 3 October 2012 entered into between SPF and GW Holdings.

**AND THAT** the Board of Directors of SB be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Acquisitions with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisitions."

**By Order of the Board**  
**SCIENTEX BERHAD**

**Ng Boon Ngee (MAICSA 7053979)**  
Company Secretary

Shah Alam  
27 November 2012

**Notes:-**

- 1) *A member entitled to attend and vote at the meeting is entitled to appoint at least one proxy to attend and vote in his stead and where a member appoints two 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 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.*
- 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 Company's Registered Office 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 13 December 2012 shall be regarded as a member and entitled to attend, speak and vote at the meeting or appoint proxy to attend and/or vote on his/ her behalf.*