



SCIENTEX BERHAD

(Company No. 7867-P)
(Incorporated in Malaysia)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth Annual General Meeting of 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 **11.00 a.m.** for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 July 2013 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To declare a single tier final dividend of 18% (9 sen per ordinary share) in respect of the financial year ended 31 July 2013. **(Resolution 2)**
3. To re-elect Mr Cham Chean Fong @ Sian Chean Fong who retires by rotation in accordance with Article 92 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 3)**
4. To consider and, if thought fit, to pass the following Resolutions pursuant to Section 129(6) of the Companies Act, 1965:-
 - (a) "THAT, pursuant to Section 129(6) of the Companies Act, 1965, Y. Bhg. Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim, who is over the age of seventy (70) years, be re-appointed as Director of the Company, to hold office until the conclusion of the next Annual General Meeting." **(Resolution 4)**
 - (b) "THAT, pursuant to Section 129(6) of the Companies Act, 1965, Mr Lim Teck Meng, who is over the age of seventy (70) years, be re-appointed as Director of the Company, to hold office until the conclusion of the next Annual General Meeting." **(Resolution 5)**
 - (c) "THAT, pursuant to Section 129(6) of the Companies Act, 1965, Mr Wong Mook Weng @ Wong Tsap Loy, who is over the age of seventy (70) years, be re-appointed as Director of the Company, to hold office until the conclusion of the next Annual General Meeting." **(Resolution 6)**
 - (d) "THAT, pursuant to Section 129(6) of the Companies Act, 1965, Mr Teow Her Kok @ Chang Choo Chau, who is over the age of seventy (70) years, be re-appointed as Director of the Company, to hold office until the conclusion of the next Annual General Meeting." **(Resolution 7)**
5. To approve the payment of Directors' fees of RM221,850.00 for the financial year ended 31 July 2013. **(Resolution 8)**
6. To appoint Auditors and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked "Annexure A" had been received by the Company for the nomination of Messrs Deloitte & Touche for appointment as Auditors of the Company and the intention to propose the following ordinary resolution:-

"THAT subject to their consent to act, Messrs Deloitte & Touche be and are hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors." **(Resolution 9)**

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AS SPECIAL BUSINESS

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

7. **Ordinary Resolution I**

Authority to Directors to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject to the provision of Section 132D of the Companies Act, 1965 and the approvals of the relevant governmental/regulatory authorities, where necessary, the Directors be and are hereby authorised from time to time to allot and issue shares in the Company at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 10)**

8. **Ordinary Resolution II**

Proposed Renewal of Share Buy-Back Authority

"THAT subject to the rules, regulations, orders and guidelines made pursuant to the Companies Act, 1965 ("Act"), provisions of the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase on the market and/or hold such number of the Company's issued and paid-up ordinary shares of RM0.50 each ("Scientex Shares") through Bursa Securities ("Proposed Share Buy-Back") as may be determined by the Directors of the Company ("Directors") from time to time upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company subject to the following:-

- (a) The maximum number of Scientex Shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being quoted on Bursa Securities;
- (b) The maximum fund to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the total retained profits and/or share premium account of the Company based on its latest audited financial statements. As at 31 July 2013, the audited retained profit and share premium account of the Company were RM120,636,079 and RM38,063,583 respectively; and
- (c) The authority conferred by this resolution will be effective immediately upon the passing of this Ordinary Resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless renewed or earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next Annual General Meeting after the date is required by law to be held, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authorities.

THAT the shares purchased by the Company pursuant to the Proposed Share Buy-Back be dealt with in all or any of the following manner (as selected by the Company):-

- (i) the shares so purchased may be cancelled; and/or
- (ii) the shares so purchased may be retained in treasury for distribution as share dividends to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
- (iii) part of the shares so purchased may be retained as treasury shares with the remaining being cancelled; and/or
- (iv) in such other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

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AND THAT the Directors be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect the Proposed Share Buy-Back with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and to do all such acts and things as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto." **(Resolution 11)**

9. **Special Resolution I** **Proposed Amendments to the Memorandum of Association of the Company**

"THAT the amendments to the existing Memorandum of Association of the Company as proposed and set forth in Section 2.1 of the Circular to Shareholders under Part B of the Document to Shareholders dated 25 November 2013 be and are hereby approved and adopted.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and take all steps as may be considered necessary and/or desirable to give full effect to the proposed amendments to the Memorandum of Association of the Company." **(Resolution 12)**

10. **Special Resolution II** **Proposed Amendments to the Articles of Association of the Company**

"THAT the amendments to the existing Articles of Association of the Company as proposed and set forth in Section 2.2 of the Circular to Shareholders under Part B of the Document to Shareholders dated 25 November 2013 be and are hereby approved and adopted.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and take all steps as may be considered necessary and/or desirable to give full effect to the proposed amendments to the Articles of Association of the Company." **(Resolution 13)**

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders, the proposed single tier final dividend will be paid on 21 January 2014 to shareholders whose names appeared in the Record of Depositors on 6 January 2014.

A Depositor shall qualify for entitlement only in respect of:-

- (a) Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 2 January 2014 in respect of shares exempted from mandatory deposit;
- (b) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 6 January 2014 in respect of ordinary transfers; and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order Of The Board

NG BOON NGEE
MAICSA 7053979
Secretary

Shah Alam
25 November 2013

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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 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 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.
6. Explanatory Notes on Special Business:-

(i) **Resolution on Authority to Directors to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

Resolution 10, if passed, will empower the Directors to allot and issue shares up to a maximum of ten percent (10%) of the total issued and paid-up share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company, without having to convene a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 19 December 2012 and which will lapse at the conclusion of the Forty-Fifth Annual General Meeting.

This is a renewal of general mandate, if approved, will provide flexibility to the Company to avoid any delay and cost in convening a general meeting for such issuance of shares for any possible fund raising exercise(s), including but not limited to placing of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s) and/or for any strategic reasons.

(ii) **Resolution on Proposed Renewal of Share Buy-Back Authority**

Resolution 11, if passed, will empower the Company to purchase and/or hold the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained profits and/or share premium account of the Company. This authority, unless renewed, revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Share Buy-Back Statement under Part A of the Document to Shareholders dated 25 November 2013, which is dispatched together with the Company's Annual Report 2013.

(iii) **Resolution on Proposed Amendments to the Memorandum of Association of the Company**

Resolution 12, if passed, will allow the Company to amend its Memorandum of Association to facilitate the implementation of the proposed establishment of a share grant plan of up to five percent (5%) of the issued and paid-up share capital of the Company for the eligible key management and employees of Scientex Berhad and its subsidiaries. Further information on the Proposed Amendments to the Memorandum of Association of the Company is set out in the Circular to Shareholders under Part B of the Document to Shareholders dated 25 November 2013, which is dispatched together with the Company's Annual Report 2013.

(iv) **Resolution on Proposed Amendments to the Articles of Association of the Company**

Resolution 13, if passed, will allow the Company to amend its Articles of Association to align the Articles of Association with the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any prevailing rules and regulations. Further information on the Proposed Amendments to the Articles of Association of the Company is set out in the Circular to Shareholders under Part B of the Document to Shareholders dated 25 November 2013, which is dispatched together with the Company's Annual Report 2013.