

**SCIENTEX**<sup>®</sup>

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** an 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, 29 September 2015 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

**ORDINARY RESOLUTION**

**PROPOSED ACQUISITION BY SCIENTEX QUTARI SDN BHD ("SQSB"), A WHOLLY-OWNED SUBSIDIARY COMPANY OF SCIENTEX, OF THE FOLLOWING LAND:-**

- I. SEVEN (7) PARCELS OF FREEHOLD AGRICULTURE LAND HELD UNDER LOT 93835 TO LOT 93837, LOT 93839, LOT 93840, PTD 137108 AND PTD 137109;
- II. 369 SUB-DIVIDED LOTS OF FREEHOLD BUILDING LAND HELD UNDER PTD 128635 TO PTD 128684, PTD 128685 TO PTD 128839 AND PTD 128841 TO PTD 129004; AND
- III. ONE (1) SUB-DIVIDED FREEHOLD AGRICULTURE LAND PARTLY HELD UNDER PTD 137112

(COLLECTIVELY REFERRED TO AS THE "SUBJECT LAND")

**MEASURING IN AGGREGATE OF APPROXIMATELY 326.06 ACRES, ALL AT MUKIM OF PULAI, DISTRICT OF JOHOR BAHRU, STATE OF JOHOR FOR A TOTAL PURCHASE CONSIDERATION OF RM218.97 MILLION TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED ACQUISITION")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities and/ or parties being obtained, where required, approval be and is hereby given for SQSB, a wholly-owned subsidiary of Scientex, to acquire the Subject Land from Bukit Gambir Company Sdn Berhad ("BGCSB") and/ or Jayaplus Bakti Sdn Bhd ("JBSB") for a total purchase consideration of RM218.97 million to be satisfied entirely via cash, in accordance with the terms and conditions of the conditional sale and purchase agreements dated 29 June 2015 entered into between SQSB as the purchaser and BGCSB and/ or JBSB as the vendors.

**AND THAT** the Board of Directors of the Company be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the aforesaid Proposed Acquisition 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 and things 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 Acquisition."

**By Order of the Board  
SCIENTEX BERHAD**

**Ng Boon Ngee**  
MAICSA 7053979  
Company Secretary

Shah Alam  
7 September 2015

**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, 40200 Shah Alam, Selangor Darul Ehsan, not less than 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 22 September 2015 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.