

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 Wednesday, 1 June 2016 at 11.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 230,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SCIENTEX ("SCIENTEX SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING SCIENTEX SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT subject to the passing of Ordinary Resolution 2 and Special Resolution, and the approvals of all relevant authorities being obtained, where required, in respect of the listing of and quotation for up to 230,000,000 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of Scientex ("Board") be and is hereby authorised to capitalise a total sum of up to RM115.00 million from the share premium and retained earnings accounts of the Company for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue at par, up to 230,000,000 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted on the basis of one (1) Bonus Share for every one (1) existing Scientex Share to the shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with each other, except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of the Bonus Shares;

AND THAT the Board 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 Proposed Bonus Issue 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 Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF SCIENTEX FROM RM200,000,000 COMPRISING 400,000,000 SCIENTEX SHARES TO RM500,000,000 COMPRISING 1,000,000,000 SCIENTEX SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of Ordinary Resolution 1 and Special Resolution, the authorised share capital of the Company be and is hereby increase from RM200,000,000 comprising 400,000,000 Scientex Shares to RM500,000,000 comprising 1,000,000,000 Scientex Shares, by the creation of an additional 600,000,000 Scientex Shares;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF SCIENTEX TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL ("PROPOSED AMENDMENT")

"THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of Scientex in the following manner:-

Clause 5 of Memorandum of Association	Existing	Proposed amendment
	The share capital of the Company is RM200,000,000.00 divided into 400,000,000 shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The share capital of the Company is RM500,000,000.00 divided into 1,000,000,000 shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendment with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

**By Order of the Board
SCIENTEX BERHAD**

Ng Boon Ngee
MAICSA 7053979
Company Secretary

Shah Alam
27 April 2016

Notes:-

- 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.
- 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.
- 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.
- 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.
- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 26 May 2016 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.