



## **SCIENTEX BERHAD**

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

### **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, 6 December 2017 at 12.00 p.m., or immediately following the conclusion or adjournment of the Forty-Ninth Annual General Meeting of Scientex scheduled to be held at the same venue and on the same date at 11.30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the following resolutions:-

#### **ORDINARY RESOLUTION 1**

#### **PROPOSED DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF SCIENTEX WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW ORDINARY SHARES IN SCIENTEX ("SCIENTEX SHARE(S)" OR "SHARE(S)") ("PROPOSED DRP")**

"**THAT** subject to the approvals of the relevant regulatory authorities for the Proposed DRP having been obtained to the extent permitted by law:-

- i. the Proposed DRP which shall upon such terms and conditions as the Board of Directors of Scientex ("Board"), at its sole absolute discretion, deem fit be and is hereby approved;
- ii. the Board be and is hereby authorised:-
  - a. to establish and implement the Proposed DRP;
  - b. to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any dividends (whether interim, final, special or any other cash dividend) ("Dividend(s)") declared and/ or approved by the Company;
  - c. to allot and issue such number of Scientex Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP; and
  - d. to sign and execute all documents, to do all acts, deeds and things and to enter into all transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise and complete the Proposed DRP with full power to assent to any conditions, variations, modifications and/ or amendments in any manner, including amendments, modification, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/ or 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 such acts, for and on behalf of the Company.

**AND THAT** the new Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the holders of new Shares shall not be entitled to any dividends, rights, allotments and/ or any other forms of distributions ("Distributions") where the entitlement date of such Distributions precedes the relevant date of allotment and issuance of the new Shares."

## ORDINARY RESOLUTION 2

### ISSUANCE OF NEW SCIENTEX SHARES PURSUANT TO THE PROPOSED DRP THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR DIVIDENDS IN NEW SCIENTEX SHARES ("ISSUANCE OF NEW SCIENTEX SHARES PURSUANT TO THE PROPOSED DRP")

"**THAT** subject to the passing of Ordinary Resolution 1, and the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of new Scientex Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company's next annual general meeting, upon terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

**THAT** the issue price of the said new Scientex Shares, which will be determined and fixed by the Board on the price-fixing date to be determined, shall not be more than ten percent (10%) discount to the five (5)-day volume weighted average market price ("VWAMP") of Scientex Shares immediately preceding the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

**AND THAT** the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of New Scientex Shares pursuant to the Proposed DRP, with full power to assent to any conditions, modifications, variations and/ or amendments including amendments, modifications, suspension and termination of the Proposed DRP as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/ or as may be imposed or agreed to by any other relevant authorities."

#### By Order of the Board

**Ng Boon Ngee**  
MAICSA 7053979  
Company Secretary

Shah Alam  
9 November 2017

#### Notes:-

1. *A member entitled to attend, participate, speak and vote at the meeting is entitled to appoint at least one (1) proxy to attend, participate, 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. There is no restriction as to the qualification of the proxy.*
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 under the hand of its attorney or officer.*
4. *The form of proxy must be deposited at the registered office of the Company at No. 9, Persiaran Selangor, Seksyen 15, 40200 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 29 November 2017 shall be regarded as a member and entitled to attend, participate, speak and vote at the meeting or appoint proxy to attend, participate, speak and/ or vote on his/ her behalf.*
6. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.*