



SCIENTEX BERHAD

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

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Ninth 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 **Wednesday, 6 December 2017** at **11.30 a.m.** for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 July 2017 together with the Reports of the Directors and Auditors thereon.
2. To declare a single tier final dividend of 10 sen per ordinary share in respect of the financial year ended 31 July 2017. **(Resolution 1)**
3. To re-elect the following Directors who retire by rotation in accordance with Article 92 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - (a) Mr Lim Peng Jin **(Resolution 2)**
 - (b) Mr Ang Kim Swee **(Resolution 3)**
4. To re-elect Mr Wong Chin Mun who retires in accordance with Article 97 of the Company's Articles of Association and being eligible, has offered himself for re-election. **(Resolution 4)**
5. To re-appoint YBhg. Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim as Director of the Company. **(Resolution 5)**
6. To approve the payment of Directors' fees of RM347,500 for the financial year ended 31 July 2017. **(Resolution 6)**
7. To re-appoint Deloitte PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

8. **Ordinary Resolution I**
Authority to Directors to Allot and Issue Shares Pursuant to the Companies Act 2016

"THAT subject to the Companies Act 2016, the Articles of Association of the Company and the approvals and/or requirements of the relevant governmental and/or regulatory authorities, where necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company from time to time 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 allotted and issued does not exceed ten percent (10%) of the total number of issued shares 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 8)

Continued

9. **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 2016 (“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 ordinary shares (“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 number of issued shares 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 retained earnings of the Company based on its latest audited financial statements. As at 31 July 2017, the audited retained earnings of the Company was RM82,005,000; 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 Directors be and are hereby authorised to deal with the shares purchased by the Company pursuant to the Proposed Share Buy-Back in their absolute discretion and that the shares so purchased may be retained as treasury shares, distributed as share dividends to the shareholders, resold on the market of Bursa Securities, transferred and/or cancelled in accordance with the Act and/or be dealt with 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, as may be selected and determined by the Directors from time to time.

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 9)

10. **Ordinary Resolution III**
Retention of Independent Non-Executive Directors

(a) “THAT subject to the passing of Resolution 5, YBhg. Tan Sri Dato’ Mohd Sheriff Bin Mohd Kassim, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be retained to continue to serve as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.”

(Resolution 10)

(b) “THAT Mr Cham Chean Fong @ Sian Chean Fong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be retained to continue to serve as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.”

(Resolution 11)

By Order Of The Board

NG BOON NGEE
MAICSA 7053979
Secretary

Shah Alam
9 November 2017

Continued

Notes:-

1. **Appointment of Proxies and Entitlement of Attendance**

- (i) 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.
- (ii) 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.
- (iii) 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 or officer.
- (iv) 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.
- (v) 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.

2. **Audited Financial Statements**

Agenda 1 is for discussion at the meeting and no voting is required.

3. **Single Tier Final Dividend**

Pursuant to Paragraph 8.26 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the single tier final dividend under Resolution 1, if approved, shall be paid not later than three (3) months from the date of the shareholders' approval. The single tier final dividend entitlement and payment date shall be determined and announced by the Board in due course, in view of the Proposed Dividend Reinvestment Plan as set out in the Circular to Shareholders dated 9 November 2017, which is dispatched together with the Company's Annual Report 2017.

4. **Re-election of Directors**

Save for Mr Wong Chin Mun who appointed on 6 October 2017, the Directors who subject to re-election have been assessed by the Board through Nomination and Remuneration Committee.

5. **Re-appointment of Director**

YBhg. Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim who is above the age of seventy (70) years, was re-appointed as Director of the Company at the Forty-Eighth Annual General Meeting held on 15 December 2016 pursuant to Section 129(6) of the Companies Act 1965 (now repealed by the Companies Act 2016), to hold office until the conclusion of forthcoming Forty-Ninth Annual General Meeting. YBhg. Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim has offered himself for re-appointment at the Forty-Ninth Annual General Meeting. Resolution 5, if passed, will enable YBhg. Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim to continue acting as Director of the Company immediately following the conclusion of the Forty-Ninth Annual General Meeting and he shall subsequently, be subject to retirement by rotation at least once every three (3) years.

6. **Directors' Fees**

The basis of fees payable to Directors remains unchanged for the financial year 2017. Further information of the Directors' Fees/Remuneration is set out in the Statement on Corporate Governance on pages 50 and 51 of the Company's Annual Report 2017.

Continued

7. Explanatory Notes on Special Business:-

(i) Authority to Directors to Allot and Issue Shares Pursuant to the Companies Act 2016

Resolution 8, if passed, will empower the Directors to allot and issue shares up to a maximum of ten percent (10%) of the total number of issued shares 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, a total of 20,000,000 new ordinary shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 15 December 2016, which will lapse at the conclusion of the Forty-Ninth Annual General Meeting. The details of the proceeds raised from the issue of 20,000,000 ordinary shares pursuant to a private placement exercise and the utilisation of proceeds thereof are set out in Note 25(c) to the Audited Financial Statements of the Company for the financial year ended 31 July 2017.

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 expansion(s), investment project(s), working capital and/or acquisition(s) and/or for general corporate purposes and/or any strategic reasons.

(ii) Proposed Renewal of Share Buy-Back Authority

Resolution 9, if passed, will empower the Company to purchase and/or hold the Company's shares up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings 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 dated 9 November 2017, which is dispatched together with the Company's Annual Report 2017.

(iii) Retention of Independent Non-Executive Directors

Resolutions 10 and 11 are proposed pursuant to the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 and if passed, will allow YBhg. Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim and Mr Cham Chean Fong @ Sian Chean Fong to be retained and continue acting as the Independent Non-Executive Directors of the Company. The justifications and recommendations for the retention are set out on page 51 of the Statement on Corporate Governance in the Company's Annual Report 2017.

8. Poll Voting

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.