



**SCIENTEX BERHAD**  
Company No. 7867-P  
(Incorporated in Malaysia)

**SUMMARY OF KEY MATTERS DISCUSSED AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY 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 12.30 P.M.**

Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim ("the Chairman") chaired the Extraordinary General Meeting of Scientex Berhad ("the Company" or "Scientex") ("EGM"). The Chairman called the Meeting to order immediately after the conclusion of the Annual General Meeting ("AGM") which was held immediately preceding the EGM at 12.30 p.m. on the same date after confirmation of the requisite quorum being present at the EGM. With the consent of the shareholders and proxies present at the EGM, the Notice convening the EGM having been circulated earlier, was taken as read. The Chairman informed that all resolutions set out in the Notice of EGM will be put to vote by e-polling and the Poll Administrator and independent Scrutineer of the AGM would continue to act as the Poll Administrator and independent Scrutineer for the EGM. The Chairman proceeded with the agenda of the EGM.

During the EGM, the Chairman as well as UOB Kay Hian Securities (M) Sdn Bhd, the Adviser of the Company provided the following explanations and answers to the key matters raised by the shareholders:-

1. As to the size of the cash dividend(s) declared by the Company whether interim, final, special or any other cash dividend ("Dividend(s)") to which the Board of Directors of the Company ("Board") may, at its absolute discretion, determine that an option be given to the shareholders of the Company ("Shareholders"), pursuant to the Proposed Dividend Reinvestment Plan ("Proposed DRP" or "DRP"), to reinvest all or part of their Dividend(s) ("Electable Portion") in new ordinary shares of the Company ("New Scientex Shares") to be issued thereon ("Reinvestment Option"), it was explained that the Board may at its absolute discretion, determine whether the Electable Portion may encompass the whole or part of the Dividend declared. In the event the Electable Portion was not made available for the whole Dividend, the remaining portion of the Dividend will be paid in cash ("Remaining Portion").
2. In relation to the requirement of affixation of the Malaysian Revenue Stamp of Ringgit Malaysia Ten (RM10.00) onto the Dividend Reinvestment Form, which was not cost-effective for the minority shareholders, it was replied that although there were few companies who opted to bear the cost of the Malaysian Revenue Stamp to be affixed on the Dividend Reinvestment Form on behalf of the shareholders, the majority of the companies which offered DRP, have deemed it fit for its shareholders to bear its own Malaysian Revenue Stamp's cost on the Dividend Reinvestment Form. As for Scientex, the Shareholders who wish to elect to exercise the Reinvestment Option have to buy and affix the Malaysian Revenue Stamp on the Dividend Reinvestment Form, unless otherwise decided by the Board, and the minority shareholders who are entitled to less than 100 New Scientex Shares (i.e. odd lots of shares) pursuant to the DRP will not have such New Shares being allotted and thus, such shareholders will not be incurring any Malaysian Revenue Stamp costs. Nevertheless, such minority shareholders can voluntarily top-up its shareholdings from the open market of Bursa Malaysia Securities Berhad to make-up the balance to form the board lots (i.e. 100 ordinary shares) entitlement in order to participate in the DRP.
3. The continuity implementation of the DRP for subsequent Dividends, to which it was replied that the implementation of the DRP was subject to the Board's discretion as well as the annual shareholders' approval for future issuance of New Scientex Shares pursuant to the DRP and any other relevant authorities' approvals, if required.

4. With regards to the shareholders with odd lots entitlement, it was explained that in view of the troublesome and illiquidity in the trading of the odd lots shares, Shareholders who elect to exercise the Reinvestment Option will not be allotted odd lots of New Scientex Shares (i.e. less than 100 Shares) pursuant to the Proposed DRP. The amount of Dividends relating to such odd lots entitlement of New Scientex Shares will be added to the Remaining Portion and paid in cash to the shareholders in the usual manner. These were part of the essential terms and conditions of the DRP as stated in the DRP Statement enclosed in the Circular.

The Managing Director of the Company also highlighted that the Company had a dividend policy of paying at least 30% of its annual net profit to the Shareholders. The Proposed DRP would strengthen Scientex Group's capital position as any cash so retained within the Group, that would otherwise be made payable by way of Dividend, will be preserved to fund the Group's working capital, capital expenditures and/or continuing growth and expansion plan. In any case where the Group has no immediate usage of available cash in the future, the Company may opt to pay such Dividend in cash rather than implementing the DRP.

All the resolutions tabled at the EGM and voted upon by e-polling were duly passed by the shareholders.

The Chairman declared the EGM concluded at 12.45 p.m. and thanked all present.