



SCIENTEX BERHAD
(Company No. 196801000264 (7867-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Scientex Berhad (“**Scientex**” or “**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 Thursday, 17 December 2020, at 12.30 p.m., or immediately following the conclusion of the Fifty-Second 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 ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 1,033,729,744 NEW ORDINARY SHARES IN SCIENTEX (“SCIENTEX SHARES”) (“BONUS SHARES”) ON THE BASIS OF TWO BONUS SHARES FOR EVERY ONE EXISTING SCIENTEX SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED AT A LATER DATE (“ENTITLEMENT DATE”)

"THAT subject to the approval of all relevant authorities and/or parties being obtained, authority be and is hereby given to the Board of Directors of Scientex (“**Board**”) to issue and allot up to 1,033,729,744 Bonus Shares, at no consideration and without capitalisation of the Company’s reserves to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00p.m. on the Entitlement Date (“**Entitled Shareholders**”) on the basis of two Bonus Shares for every one existing Scientex Share held by the Entitled Shareholders (“**Proposed Bonus Issue of Shares**”);

THAT fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, shall be disregarded and be dealt with in such manner as the Board shall at its absolute discretion deem fit, expedient and to be in the best interest of the Company;

THAT such Bonus Shares will, upon allotment and issuance, rank equally in all respects with all the then existing Scientex Shares in issue as at the date of allotment of the Bonus Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid whereby the relevant entitlement date is before the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF UP TO 103,372,974 FREE WARRANTS IN SCIENTEX (“WARRANTS”) ON THE BASIS OF ONE WARRANT FOR EVERY FIVE EXISTING SCIENTEX SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES

"THAT subject to the approval of all relevant authorities and/or parties being obtained, authority be and is hereby given to the Board to issue and allot up to 103,372,974 Warrants, in registered form and constituted by a deed poll constituting the Warrants to be executed by the Company ("**Deed Poll**"), to the shareholders of the Company on the basis of one Warrant for every five existing Scientex Shares held on the same Entitlement Date as the Proposed Bonus Issue of Shares ("**Proposed Issue of Free Warrants**");

THAT the Board be and is hereby authorised to allot and issue such additional Warrants as may be required or permitted to be issued in accordance with the provisions in the Deed Poll ("**Consequential Warrants**"), and where required, to adjust from time to time the exercise price and/or the number of the Warrants to which the holders of the Warrant are entitled to be issued in consequence of the adjustments in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of new Scientex Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll, including such appropriate number of new Scientex Shares arising from the exercise of the Consequential Warrants;

THAT fractional entitlements arising from the Proposed Issue of Free Warrants, if any, shall be disregarded and be dealt with in such manner as the Board shall at its absolute discretion deem fit, expedient, and to be in the best interest of the Company;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effect to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit and/or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT the new Scientex Shares to be issued arising from the exercise of the Warrants and/or the Consequential Warrants shall, upon allotment and issuance, rank equally in all respects with all the then existing Scientex Shares in issue as at the date of allotment of such Scientex Shares, save and except that the new Scientex Shares to be issued arising from the exercise of the Warrants and/or the Consequential Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid whereby the relevant entitlement date is before the date of allotment of such new Scientex Shares;

THAT the proceeds raised from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 18 November 2020 and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, if applicable, and in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Issue of Free Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

BY ORDER OF THE BOARD

TUNG WEI YEN (MAICSA 7062671) (SSM Practising Certificate No. 201908003813)
ONG LING HUI (MAICSA 7065599) (SSM Practising Certificate No. 202008000555)
Secretaries

Shah Alam
18 November 2020

Notes:

1. *A member entitled to attend, participate, speak and vote at the meeting is entitled to appoint at least one proxy to attend, participate, speak and vote in his/her stead and where a member appoints two or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. A proxy need not be a member of our Company. There is no restriction as to the qualification of the proxy.*
2. *Every member of our Company including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who holds ordinary shares in our Company for multiple owners in one securities account (Omnibus Account), is entitled to appoint at least one person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote instead of him/her at our EGM, and that such proxy(ies) need not be a member(s) of our Company. The appointment of more than one proxy in respect of any particular securities account or omnibus account shall specify the proportion of the member's 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/her attorney duly authorised in writing or if such appointor is a corporation, either be executed under its common seal or under the hand of two authorised officers, one of whom shall be a director, or its attorney duly authorised in writing.*
4. *The form of proxy must be deposited at the registered office of our Company at No. 9, Persiaran Selangor, Seksyen 15, 40200 Shah Alam, Selangor Darul Ehsan, not less than 48 hours before the stipulated time fixed for the holding of the meeting or at any adjournment thereof.*
5. *In respect of deposited securities, only members whose names appear in our Record of Depositors as at 9 December 2020 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 the Notice of EGM will be put to vote by poll.*
7. *In view of the uncertainties in the ongoing outbreak of COVID-19 in Malaysia, our Company may, at short notice, change the arrangements of our EGM including the manner to conduct our EGM. In the event of any change to the arrangements of our EGM, we will use our best endeavours to notify you accordingly, and such notification will be made available on Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com> and the Company's website at <https://www.scientex.com.my> before our EGM.*