SCIENTEX BERHAD ("SCIENTEX" OR THE "COMPANY")

PROPOSED ACQUISITION OF 70% EQUITY INTEREST IN HUNAN CHANGCHENG MINT NEW MATERIAL TECHNOLOGY CO., LTD.

1. INTRODUCTION

The Board of Directors of Scientex wishes to announce that Scientex Packaging (Ayer Keroh) Berhad [Registration No. 197201001354 (12994-W)] ("**SPAK**"), a wholly-owned subsidiary of the Company, had on 29 September 2026 entered into an Equity Interest Sale and Purchase Agreement ("**Agreement**") with Ms. Tan Cui Fang (as "**Seller**") and Hunan Changcheng Tianyi Information Technology Co., Ltd. ("**Tianyi**") to acquire 70% equity interest in Hunan Changcheng Mint New Material Technology Co., Ltd. ("**Mintpack**") for a consideration of RMB167.3 million, equivalent to approximately RM101.5 million, based on the middle rate of Interbank Foreign Exchange Rate of Bank Negara Malaysia on 25 September 2026 ("**Purchase Consideration**") ("**Proposed Acquisition**").

2. INFORMATION OF MINTPACK AND TIANYI

2.1 MINTPACK

Minpack is a limited liability company incorporated under the People's Republic of China law on 24 July 2015, with unified social credit code 91430300344714023F. Its registered address located at No. 9, Baoshui Road, Xiangtan Economic and Technological Development Zone, Xiangtan, Hunan, China. As at the date of this announcement, the registered and fully paid share capital of Mintpack is RMB50,000,000. Mintpack is principally engaged in manufacturing of flexible plastic packaging, specializing in high-quality flexible plastic bags and roll films.

The shareholding structure of Mintpack before and after the completion of the Proposed Acquisition:

	Before Completion		After Completion	
Shareholders	Register Capital	Shareholding Percentage (%)	Register Capital	Shareholding Percentage (%)
Ms. Tan Cui Fang	RMB35,000,000	70%	-	-
Tianyi	RMB15,000,000	30%	RMB15,000,000	30%
SPAK	-	-	RMB35,000,000	70%
Total	RMB50,000,000	100%	RMB50,000,000	100%

2.2 TIANYI

Tianyi is a limited liability company incorporated under the People's Republic of China law on 30 April 2020, with unified social credit code 91430100MA4RA67K89. Its registered address located at Room 803, Building 13, No. 188 Huanbao Middle Road, Tongsheng Subdistrict, Yuhua District, Changsha, Hunan, China. As at the date of this announcement, the registered and fully paid share capital of Tianyi is RMB10,500,000. Tianyi is 100% owned by Ms. Tan Cui Fang. Tianyi is principally engaged in business management and business information consulting services.

2.3 SELLER

Ms. Tan Cui Fang is an entrepreneur and the founder of Mintpack and Tianyi. She has been recognized as a prominent female entrepreneur and a leader in the Hunan plastics and color printing industry. She is actively involved in the innovation, specialized in long-lifetime antistatic film packaging bag.

3. BASIS OF ARRIVING AT AND JUSTIFICATION FOR THE PURCHASE CONSIDERATION

The Purchase Consideration was arrived at on a willing-buyer willing-seller basis, after taking into account of the following:-

(a) The historical financial performance of Mintpack and Mintpack's net assets of RMB119.5 million based on its audited financial statements as at 31 December 2025; and

(b) The future prospects of Mintpack, some of which are set out in Section 7 below.

4. SALIENT TERMS OF THE PROPOSED ACQUISITION

4.1 <u>Purchase Consideration</u>

The Purchase Consideration is RMB167.3 million, equivalent to approximately RM101.5 million, based on the middle rate of Interbank Foreign Exchange Rate of Bank Negara Malaysia on 25 September 2026, based on the terms and conditions of the Agreement and subject to such reductions as may be made in accordance with the terms of the Agreement.

4.2 <u>Locked Box</u>

From 30 June 2026 (the "**Locked-Box Date**") to the completion of the sale and purchase under the Agreement ("**Completion**"), the Seller procures that no leakage occurs and shall comply with the notification, information-access and certification obligations. Any leakage shall either be reimbursed in full to Mintpack, or to be offset against the Purchase Consideration.

4.3 <u>Conditions Precedent</u>

The Proposed Acquisition is subject to the fulfilment of the conditions of completion, including obtaining the necessary consents and approvals from relevant authority, customer and financiers of Mintpack.

4.4 <u>Completion</u>

The "**Completion Date**" shall be a date falling within 14 business days after the last conditions to Completion is satisfied or waived by SPAK, or such other date as SPAK and the Seller agree in writing. If that date is not a business day, Completion shall occur on the next business day.

Upon the completion of the Proposed Acquisition, Mintpack will become a 70%-owned subsidiary of SPAK and an indirect subsidiary of the Company, while Tianyi will retain the remaining 30% equity interest.

4.5 <u>Termination</u>

SPAK has the right to terminate the Agreement if there is non-fulfilment of the conditions of completion, failure to proceed completion, material breach of any warranties and obligations under the Agreement by the Seller or a change, event or circumstance occurs which has or, is reasonably likely to have a material adverse effect. The Seller may terminate the Agreement if SPAK materially breaches a warranty and fails to remedy that breach. Upon termination, SPAK and the Seller's rights and obligations shall cease except for accrued rights and liabilities and the continuing provisions of the Agreement.

5. SOURCE OF FUNDING

The Proposed Acquisition will be funded by internally generated funds and bank borrowings.

6. LIABILITIES TO BE ASSUMED BY SCIENTEX

Save for the obligations and/or liabilities in and arising from, pursuant to or in connection with the Agreement, there are no other liabilities to be assumed by SPAK and Scientex arising from the Proposed Acquisition.

7. RATIONALE AND JUSTIFICATION OF THE PROPOSED ACQUISITION

The Proposed Acquisition expands Scientex Group's consumer packaging footprint into China. It provides Scientex Group with an established local manufacturing platform and customer base in China that complement Scientex Group's existing consumer packaging business. Leverage on Mintpack's existing business, market presence and capabilities, the Proposed Acquisition allows Scientex Group to strengthen its business in China, develop new multinational customer base and expand its reach to new export markets.

Upon completion, the Proposed Acquisition allows the consolidation of Mintpack's operation and earnings within Scientex Group. Mintpack, being an entity operating in similar business with Scientex Group, the enlarged Scientex Group expects to benefit from the increased production capacity and capability and the wider yet diversified customer base in both regional and global markets for its diversified portfolio of flexible plastic packaging products. Overall, the Proposed Acquisition is expected to further enhance Scientex Group's competitive edge as Scientex Group aspires to be a regional leader in the flexible plastic packaging market.

8. RISK FACTOR

The Board of Directors of Scientex does not foresee any risk factors arising from the Proposed Acquisition, other than the normal operational risks associated with the plastic packaging industry, in which Scientex Group is actively involved.

9. APPROVAL REQUIRED

The Proposed Acquisition is conditional upon fulfilment of the condition precedents as set out in the Agreement. The Proposed Acquisition is not subject to the approval of the shareholders of the Company.

10. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposed Acquisition is estimated to be completed by end of year 2026.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED WITH THEM

None of the Directors, major shareholders or persons connected with them have any interest, whether direct or indirect, in the Proposed Acquisition.

12. DIRECTORS' STATEMENT

The Board, after careful deliberation on the Proposed Acquisition, is of the opinion that the terms of the Proposed Acquisition are fair and reasonable and that the Proposed Acquisition are in the best interest of Scientex Group.

13. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

The Proposed Acquisition will not have any material effect on the earnings per share, net assets per share, gearing, share capital and substantial shareholders' shareholdings of the Company for the financial year ending 31 July 2027.

14. HIGHEST PERCENTAGE RATIO APPLICABLE

The highest percentage ratio applicable to the Proposed Acquisition pursuant to Paragraph 10.02(g) of the Main Market Listing Requirements is 2.46%.

This announcement is dated 29 September 2026.