

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Daibochi Plastic And Packaging Industry Bhd ("Daibochi" or the "Company") will be held at Bunga Melati, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Wednesday, 24 May 2017 at 12.00 p.m., or immediately following the conclusion or adjournment of the Forty Fourth (44th) Annual General Meeting ("AGM") of the Company scheduled to be held at the same venue and on the same date at 10.30 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 54,649,171 NEW ORDINARY SHARES IN DAIBOCHI ("DAIBOCHI SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY TEN (10) EXISTING DAIBOCHI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the passing of Ordinary Resolution 2 and approvals of all relevant authorities in respect of the listing of and quotation for up to 54,649,171 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), the board of directors of Daibochi ("Board") be and is hereby authorised to capitalise a total sum of up to RM27,324,585.50 from the share premium and retained profit accounts of the Company, the details of which are set out in Section 2.1.2 of the Circular to shareholders of the Company dated 8 May 2017, for the purposes of the Proposed Bonus Issue of Shares;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue up to 54,649,171 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date"), on the basis of two (2) Bonus Shares for every ten (10) existing Daibochi Shares held in the Company on the Entitlement Date;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with each other;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete 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 any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 27,324,585 NEW WARRANTS IN DAIBOCHI ("WARRANT(S)") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY TEN (10) EXISTING DAIBOCHI SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the passing of Ordinary Resolution 1 and approvals of all relevant authorities in respect of the admission to the official list of Bursa Securities and listing of and quotation for up to 27,324,585 Warrants on the Main Market of Bursa Securities, the Board be and is hereby authorised to issue up to 27,324,585 free Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company on the same Entitlement Date as the Proposed Bonus Issue of Shares, in accordance with the provisions in the deed poll to be executed, constituting the Warrants ("Deed Poll"), on the basis of one (1) free Warrant for every ten (10) existing Daibochi Shares;

THAT the Board be and is hereby authorised to issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll ("Additional Warrant(s)");

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

THAT the new Daibochi Shares to be issued arising from the exercise of the Warrants and Additional Warrants will, upon allotment and issuance, rank *pari passu* in all respects with each other, except that such new Daibochi Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of such new Daibochi Shares;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll 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 amendment to the exercise price, exercise period and/ or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner 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 acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

By Order of the Board**Tan Gaik Hong (MIA 4621)**

Company Secretary

Melaka

8 May 2017

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, participate, speak and vote at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 67(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 17 May 2017. Only a depositor whose name appears on the Record of Depositors as at 17 May 2017 shall be entitled to attend, participate, speak and vote at the said meeting or appoint proxies to attend, participate, speak and vote on his/ her behalf.
2. A member entitled to attend, participate, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his/ her stead. A proxy need not be a member of the Company.
3. Where a member appoints two (2) proxies, he/ she shall specify the proportion of his/ her shareholdings to be represented by each proxy.
4. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
5. 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 (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her attorney duly authorised in writing. If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its officer or duly authorised attorney.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Kompleks Daibochi Plastic, Lot 3 & 7 Air Keroh Industrial Estate, Phase IV, 75450 Melaka not less than twenty-four (24) hours before the time appointed for holding the meeting.
8. Pursuant to Paragraph 8.29A(1) of Bursa Malaysia's Listing Requirements, the Resolutions set out in this Notice will be put to vote by poll.