



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty Fifth (45th) Annual General Meeting (AGM) of the Company will be held at Bunga Melati, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Friday, June 8, 2018 at 11.30 a.m. for the following purposes:

AS ORDINARY BUSINESS:

- To receive the audited financial statements for the year ended December 31, 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note on Agenda 1)
- To approve the payment of Non-Executive Directors' (NEDs) fees for the year ended December 31, 2017 amounting to RM52,325 (2016: RM88,000). (Resolution 1)
- To ratify and approve the payment of the NEDs' benefits up to an amount of RM206,800 from May 2018 until the next AGM of the Company. (Resolution 2)
- To re-elect Mr. Low Geoff Jin Wei who is retiring under Article 103 of the Company's Constitution. (Resolution 3)
- To re-elect Mr. Faris Salim Cassim who is retiring under Article 94 of the Company's Constitution. (Resolution 4)
- To re-appoint retiring Auditors, Messrs Grant Thornton Malaysia as Auditors of the Company for the financial year ending December 31, 2018 and to authorise the Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS:

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

7. Ordinary Resolution

Authority to Issue and Allot Shares Pursuant to Section 75 of the Companies Act 2016

"THAT, subject to the provisions of Section 75 of the Companies Act 2016 and the approval of the relevant authorities, the Directors be and are hereby authorised from time to time to issue and allot ordinary shares in the Company upon such terms and conditions and at such times as may be determined by the Directors to be in the interest of the Company provided always that the aggregate number of shares to be issued pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares for the time being of the Company." (Resolution 6)

**8. Ordinary Resolution
Proposed Renewal of Share Buy-Back Authority**

"THAT, subject always to Section 127 of the Companies Act 2016 (the Act), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia) and any other relevant authority, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company PROVIDED THAT:

- the total aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia as at the point of purchase, subject to a restriction that the issued share capital of the Company does not fall below the applicable minimum share capital requirement of Bursa Malaysia's Listing Requirements;
- the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the Company's latest audited retained earnings;
- the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever occurs first;

AND THAT, the Directors of the Company be and are hereby authorised to cancel all the shares or any part thereof so purchased or to retain all the shares so purchased as treasury shares (of which may be distributed as dividends to shareholders and/or resold on Bursa Malaysia and/or subsequently cancelled), or to retain part of the shares so purchased as treasury shares and cancel the remainder, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, Bursa Malaysia's Listing Requirements and any other relevant authorities for the time being in force.

AND THAT, the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations and/or amendments, as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." (Resolution 7)

9. Special Resolution

Proposed Change of Company's Name from "Daibochi Plastic And Packaging Industry Bhd" to "Daibochi Berhad"

"THAT, the name of the Company be hereby changed from "Daibochi Plastic And Packaging Industry Bhd" to "Daibochi Berhad" with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia and that the name of the Company be amended accordingly wherever it appears in the Company's Constitution (Proposed Change of Name).

"AND THAT, the Directors and/or Company Secretaries be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities." (Resolution 8)

- To transact any other business for which due notice shall have been given.

By order of the Board

Ms. Tan Gaik Hong, MIA 4621
Ms. Geetharani a/p Ranganathan, MAICSA 7070549
Company Secretaries
Melaka
Dated: April 30, 2018

NOTES:

- For the purpose of determining a member who shall be entitled to attend, participate, speak and vote at this 45th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 67(b) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at May 31, 2018. Only a depositor whose name appears on the Record of Depositors as at May 31, 2018 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.
- 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.
- Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- 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.
- 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.
- 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company, 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.
- Pursuant to Paragraph 8.29A(1) of Bursa Malaysia's Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES

AGENDA 1

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, Agenda 1 is not put forward for voting.

ORDINARY BUSINESS

(i) Resolutions 1 and 2

Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

- Resolution 1 - The NEDs' fees were approved by the Board to be recommended to the shareholders for approval.
- Resolution 2 - The NEDs' benefits comprise the meeting allowance, monthly allowance and yearly Audit Committee (AC) allowance. The benefits for the NEDs are as follows:

<u>Nature of benefits</u>	<u>Chairman (RM)</u>	<u>Non-Executive Directors/Member (RM)</u>
Meeting allowance		
- per meeting		
Board	500	400
Board Committees	500	400
Monthly allowance	6,500	3,000
Yearly allowance	5,000	3,000

The estimated amount of RM206,800 is derived from the total number of scheduled Board and Board Committees' meetings held/to be held from May 2018 until the next AGM in 2019, monthly allowance from May 2018 until the next AGM in 2019 and the AC's yearly allowance.

(ii) Resolution 3

Article 103 of the Company's Constitution provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. The Directors shall retire from office at least once in three (3) years but shall be eligible for re-election. The profile of the Director who is standing for re-election, Mr. Low Geoff Jin Wei is available in the Profile of Directors section. Information on the assessments undertaken by the Nomination Committee is stated in Section 2.11 of the Corporate Governance Overview Statement in the Annual Report and Practice 5.1 of the Corporate Governance Report available on the Company's website at www.daibochi.com.

(iii) Resolution 4

Article 94 of the Company's Constitution provides that the Directors shall have the power to appoint any person to be a director as an addition to the existing Board of Directors. The Director who has been appointed shall retire from office at the close of the next AGM but shall be eligible for re-election. Mr. Faris Salim Cassim was appointed on September 1, 2017 and his profile is available in the Profile of Directors section. Information on the assessments undertaken by the Nomination Committee is stated in Section 2.11 of the Corporate Governance Overview Statement in the Annual Report and Practice 5.1 of the Corporate Governance Report available on the Company's website at www.daibochi.com.

(iv) Resolution 5

The Audit Committee (AC) and the Board have considered the re-appointment of Messrs Grant Thornton Malaysia as Auditors of the Company based on the AC's Policy on the Suitability, Objectivity and Independence of the External Auditors. Both the AC and the Board are satisfied with the performance, objectivity and independence of the External Auditors and recommend the re-appointment of Messrs Grant Thornton Malaysia as Auditors of the Company. Please refer to Section 2.3(a) of the Audit Committee Report in the Annual Report for the assessment undertaken by the AC.

SPECIAL BUSINESS

(i) Resolution 6

The proposed Resolution 6, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, to allot and issue ordinary shares from the unissued capital of the Company pursuant to Section 75 of the Companies Act 2016.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on May 24, 2017 which will lapse at the conclusion of the forthcoming AGM.

The Board continues to consider opportunities to broaden the operating base and earnings potential of the Company. If any of the expansion proposals involves the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is considered appropriate that the Directors be empowered, as proposed in Resolution 6, to allot and issue shares in the Company, up to an amount not exceeding in aggregate ten percent (10%) of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(ii) Resolution 7

The proposed Ordinary Resolution 7, if passed, will empower the Company to purchase and/or hold up to ten per cent (10%) of total number of issued shares of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM. Please refer to the Statement/Circular to Shareholders dated April 30, 2018 which is despatched together with the Annual Report 2017 for further information.

(iii) Resolution 8

The proposed Special Resolution 8 is intended to enhance the Company's corporate identity and among its existing clientele and the flexible packaging industry. The change of name is to take effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company. Please refer to the Statement/Circular to Shareholders dated April 30, 2018 which is despatched together with the Annual Report 2017 for further information.

Statement Accompanying Notice of Annual General Meeting

(pursuant to Paragraph 8.27(2) of Bursa Malaysia's Listing Requirements)

As at the date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming AGM.