

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Daibochi Berhad (*Formerly known as Daibochi Plastic and Packaging Industry Berhad*) ("Daibochi" or the "Company") will be held at Bunga Orkid, 9th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Thursday, 11 July 2019 at 11.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY DAIBOCHI OF 4,500,000 ORDINARY SHARES IN MEGA PRINTING & PACKAGING SDN BHD ("MPP"), REPRESENTING THE ENTIRE EQUITY INTEREST IN MPP FOR AN INDICATIVE PURCHASE CONSIDERATION OF RM125,000,000 TO BE SATISFIED ENTIRELY IN CASH ("PROPOSED ACQUISITION")

"THAT, subject to and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, and the conditions precedent in the conditional sale and purchase agreement dated 3 May 2019 ("SPA") entered into between Daibochi as the purchaser and Tan Chai Koon, Chong Choi Chun, Ng Yuk Ming, Proshin Enterprise Sdn Bhd, Phang Chak Thong, Ng Pey Ching and Lee Chee Keong, collectively as the vendors, for the Proposed Acquisition being fulfilled or waived, approval be and is hereby given to Daibochi, to acquire the 4,500,000 ordinary shares in MPP, representing the entire equity interest in MPP for an indicative purchase consideration of RM125,000,000 to be satisfied entirely in cash, in accordance with the terms and conditions of the SPA.

AND THAT the Board of Directors of the Company 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 Acquisition with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required 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 Acquisition."

By Order of the Board**Tung Wei Yen (MAICSA 7062671)****Geetharani a/p Ranganathan (MAICSA 7070549)**

Company Secretaries

Shah Alam

24 June 2019

Notes:-

1. 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 and where a member appoints two (2) 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 the Company.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares in 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 authorised nominee may appoint in respect of each omnibus account it holds.
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, under its common seal or the hand of its attorney or officer.
4. The form of proxy must be deposited at the registered office of the Company at No. 9, Persiaran Selangor, Seksyen 15, 40200 Shah Alam, Selangor Darul Ehsan, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
5. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 3 July 2019 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, the resolution set out in this Notice of Extraordinary General Meeting will be put to vote by poll.