THIS NOTIFICATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have sold or transferred all your shares in Daibochi Berhad, you should at once hand this Notification to the purchaser or stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

If you are in any doubt as to the action to be taken or may require advice in relation to the Offer (as defined herein), please consult your stockbroker, solicitor, accountant, bank manager or other professional advisers immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Notification prior to its issuance and hence, takes no responsibility for the contents of this Notification, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notification.

THIS NOTIFICATION IS FOR YOUR INFORMATION ONLY. NO ACTION IS REQUIRED TO BE TAKEN.

DAIBOCHI BERHAD
(Formerly known as Daibochi Plastic And Packaging Industry Berhad)
(Company No. 12994-W)
(Incorporated in Malaysia)

NOTIFICATION TO THE SHAREHOLDERS AND WARRANTHOLDERS

OF

DAIBOCHI BERHAD

IN RELATION TO THE

RECEIPT OF NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER DATED 11 FEBRUARY 2019 FROM RHB INVESTMENT BANK BERHAD

ON BEHALF OF

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

("OFFEROR")

This Notification is dated 18 February 2019

DAIBOCHI BERHAD
(Formerly known as Daibochi Plastic And Packaging Industry Berhad)
(Company No. 12994-W)
(Incorporated in Malaysia)

Registered Office
Kompleks Daibochi Plastic
Lot 3 & 7, Air Keroh Industrial Estate
Phase IV, 75450 Melaka

18 February 2019

The Board of Directors

Heng Fu Joe *(Chairman and Independent Non-Executive Director)*
Lim Soo Koon *(Managing Director)*
Low Geoff Jin Wei *(Executive Director)*
Caroline Ang Choo Bee *(Independent Non-Executive Director)*
Faris Salim Cassim *(Independent Non-Executive Director)*

To: The shareholders and warrantholders of Daibochi Berhad ("Daibochi")

Dear Sir/ Madam,

RECEIPT OF NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER DATED 11 FEBRUARY 2019 FROM RHB INVESTMENT BANK BERHAD ON BEHALF OF SCIENTEX BERHAD

1. INTRODUCTION

On 14 November 2018, RHB Investment Bank Berhad ("**RHBIB**") had, on behalf of the Board of Directors of Scientex Board ("**Scientex**" or "**Offeror**") ("**Scientex Board**"), announced that Scientex has entered into a heads of agreement with certain shareholders of Daibochi ("**Vendors**") for the acquisition by Scientex of 139,062,766 ordinary shares in Daibochi ("**Daibochi Shares**") ("**Sale Shares**"), representing approximately 42.41% of the total number of Daibochi Shares from the Vendors for a total purchase consideration of RM222,500,425.60 (equivalent to RM1.60 per Sale Share) to be satisfied entirely via a share exchange of 1 ordinary share in Scientex ("**Scientex Share**") for every 5.500 Daibochi Shares held by the Vendors at an issue price of RM8.80 per Scientex Share ("**Issue Price**") ("**Acquisition**"). The total purchase consideration is subject to any adjustments pursuant to Rule 6.03 of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia ("**SC**") ("**Rules**").

On 10 December 2018, RHBIB had, on behalf of Scientex Board, announced that Scientex has entered into a conditional share sale agreement with the Vendors for the Acquisition.

On 11 February 2019, RHBIB had, on behalf of Scientex Board, announced that the Acquisition had become unconditional. Upon completion of the Acquisition, the aggregate shareholding of the Offeror in Daibochi will increase from nil to 42.41%. Accordingly, pursuant to Section 218(2) of the Capital Markets and Services Act 2007 ("**CMSA**") and Rule 4.01(a) of the Rules, Scientex is obliged to extend a mandatory take-over offer to acquire all the remaining Daibochi Shares not already owned by the Offeror and such number of new Daibochi Shares that may be issued and allotted prior to the closing date of the take-over offer arising from the exercise of the outstanding warrants issued by Daibochi expiring on 19 June 2022 ("**Warrants**") ("**Offer Shares**") and all the remaining Warrants not already owned by the Offeror ("**Offer Warrants**") ("**Offer**").

Any reference to "**Offer Securities**" hereinafter shall mean the Offer Shares and/ or the Offer Warrants, as the case may be.

The consideration for the Offer Securities will be satisfied by the following ways:-

(a) in the case of the Offer Shares, a consideration of RM1.59* per Offer Share, to be satisfied by either:-

  (i) a cash offer price of RM1.59* for every Offer Share ("**Cash Option**"); or

  (ii) a share exchange offer of new Scientex Shares to be issued at the Issue Price of RM8.80 based on an exchange ratio of 1 Scientex Share for every 5.535* Offer Shares ("**Exchange Ratio**") ("**Share Exchange Option**"),

(b) in the case of the Offer Warrants, a cash offer price of RM0.01 for every Offer Warrant.

Note:-

* *The share offer price and Exchange Ratio were adjusted after taking into consideration the interim dividend announced by Daibochi on 14 November 2018 of RM0.01 per Daibochi Share paid on 21 December 2018, as shown below:-*

	Before adjustment	***After adjustment***
Offer price per Daibochi Share	*RM1.60*	*RM1.59*
Issue price per Scientex Share	*RM8.80*	*RM8.80*
Exchange Ratio	*5.500*	*5.535*

Accordingly, on 11 February 2019, RHBIB had, on behalf of Offeror, served a notice to the Board of Directors of Daibochi ("**Board**") in relation to the Offer ("**Notice**"). Subsequently, on even date, Daibochi had announced the receipt of the Notice.

As set out in the Notice, and pursuant to Section 216 of the CMSA:

(a) Scientex is the Offeror in respect of the Offer;

(b) Lim Peng Jin is regarded as an ultimate offeror in respect of the Offer by virtue of his deemed/ indirect shareholding of approximately 56.59% in Scientex through Scientex Holdings Sdn Bhd, Scientex Leasing Sdn Bhd, Scientex Infinity Sdn Bhd, TM Lim Sdn Bhd, Sin Swee Tin Sdn Bhd, Malacca Securities Sdn Bhd, Progress Innovation Sdn Bhd and Mplusonline Sdn Bhd; and

(c) Lim Peng Cheong is regarded as an ultimate offeror in respect of the Offer by virtue of his deemed/ indirect shareholding of approximately 53.39% in Scientex through Scientex Holdings Sdn Bhd, Scientex Leasing Sdn Bhd, Scientex Infinity Sdn Bhd, TM Lim Sdn Bhd, Sin Swee Tin Sdn Bhd, Malacca Securities Sdn Bhd, Paradox Corporation Sdn Bhd and Mplusonline Sdn Bhd.

As at the date of the Notice, the Offeror does not regard any person to be persons acting in concert with it pursuant to Section 216 of the CMSA in relation to the Offer.

2. CONDITIONS OF THE OFFER

The Offer is **conditional** upon the Offeror having received, on or before the closing date of the Offer, valid acceptances in respect of the Offer Shares (provided that such acceptances are not, where permitted, subsequently withdrawn), which when taken together with the Daibochi Shares that have been acquired, held or entitled to be acquired or held by the Offeror and persons acting in concert with it, would result in the Offeror and persons acting in concert with it holding in aggregate more than 50% of the voting shares of Daibochi.

Further details on the Offer are set out in the enclosed Notice.

3. APPOINTMENT OF INDEPENDENT ADVISER

In accordance with Paragraph 3.06 of the Rules, the Board had appointed UOB Kay Hian Securities (M) Sdn Bhd ("**UOBKH**") on 13 February 2019 to act as the Independent Adviser of Daibochi to advise the non-interested Directors and the holders of the Offer Securities, and provide its comments, opinions, information and recommendation on the Offer, and that their appointment is subject to the clearance of eligibility of the Independent Adviser by the SC.

4. DOCUMENTS RELATING TO THE OFFER

The purpose of this Notification is to inform you of the Offer and a copy of the Notice is enclosed herewith for your information. You should take note this Notification does not constitute an offer.

The documents outlining the terms and conditions of the Offer ("**Offer Document**") together with the form of acceptance and transfer will be dispatched to you by RHBIB, on behalf of the Offeror, within 21 days from the date of the Notice or any extended period of time as may be approved or directed by the SC.

The Independent Advice Circular from UOBKH containing amongst the others, the recommendation of the Independent Adviser, will be dispatched to you within 10 days from the date of dispatch of the Offer Document or any later date as may be approved by the SC.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Notification, and they jointly and severally accept full responsibility for the accuracy of the information contained in this Notification and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in this Notification false or misleading.

YOU ARE ADVISED NOT TO TAKE ANY ACTION WHICH MAY BE PREJUDICIAL TO YOUR INTERESTS AND TO READ THE OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR CAREFULLY BEFORE TAKING ANY ACTION(S) IN RELATION TO THE OFFER.

Yours faithfully,
For and on behalf of the Board of
DAIBOCHI BERHAD
(Formerly known as Daibochi Plastic And Packaging Industry Berhad)

HENG FU JOE
Chairman/ Independent Non-Executive Director

NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER DATED 11 FEBRUARY 2019 FROM RHB INVESTMENT BANK BERHAD ON BEHALF OF SCIENTEX BERHAD

RHB Investment Bank Berhad 19663-P
(Incorporated In Malaysia)
Level 12, Tower Three, RHB Centre, Jalan Tun Razak
50400 Kuala Lumpur, Malaysia.
TEL +603 9287 3888 FAX +603 9287 2233/3355/4770

11 February 2019

The Board of Directors
Daibochi Berhad
(formerly known as Daibochi Plastic and Packaging Industry Berhad)
Kompleks Daibochi Plastic
Lot 3 & 7, Air Keroh Industrial Estate
Phase IV, 75450 Melaka

Dear Sirs,

DAIBOCHI BERHAD *(FORMERLY KNOWN AS DAIBOCHI PLASTIC AND PACKAGING INDUSTRY BERHAD)* ("DAIBOCHI" OR "OFFEREE")

NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER ("NOTICE")

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1. INTRODUCTION

1.1 On 14 November 2018, RHB Investment Bank Berhad ("**RHB Investment Bank**") had, on behalf of the Board of Directors of Scientex Berhad ("**Scientex**" or "**Offeror**") ("**Scientex Board**"), announced that Scientex has entered into a heads of agreement ("**HOA**") with certain shareholders of Daibochi ("**Vendor(s)**") for the acquisition by Scientex of 139,062,766 ordinary shares in Daibochi ("**Daibochi Shares**") ("**Sale Shares**"), representing approximately 42.41% of the total number of Daibochi Shares from the Vendors for a total purchase consideration of RM222,500,425.60 (equivalent to RM1.60 per Sale Share) to be satisfied entirely via a share exchange of 1 ordinary share in Scientex ("**Scientex Share**") for every 5.500 Daibochi Shares held by the Vendors at an issue price of RM8.80 per Scientex Share ("**Issue Price**") ("**Acquisition**"). The total purchase consideration is subject to any adjustments pursuant to Rule 6.03 of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia ("**SC**") ("**Rules**").

1.2 On 10 December 2018, RHB Investment Bank had, on behalf of Scientex Board, announced that Scientex has entered into a conditional share sale agreement ("**CSSA**") with the Vendors for the Acquisition.

1.3 On 11 February 2019, the Acquisition has become unconditional. Upon completion of the Acquisition, the aggregate shareholding of the Offeror in Daibochi will increase from nil to 42.41%. Accordingly, pursuant to Section 218(2) of the Capital Markets and Services Act 2007 ("**CMSA**") and Rule 4.01(a) of the Rules, Scientex is obliged to extend a mandatory take-over offer to acquire all the remaining Daibochi Shares not already owned by the Offeror and such number of new Daibochi Shares that may be issued and allotted prior to the closing date of the take-over offer arising from the exercise of the outstanding warrants issued by Daibochi expiring on 19 June 2022 ("**Warrant(s)**") ("**Offer Share(s)**"), and all the remaining Warrants not already owned by the Offeror ("**Offer Warrant(s)**") ("**Offer**"). Any reference to "**Offer Securities**" hereinafter shall mean the Offer Share(s) and/or the Offer Warrant(s), as the case may be.

1.4 The transfer of the Sale Shares will be effected via direct business transaction at RM1.59 per Sale Share (after taking into consideration of the interim dividend announced by Daibochi on 14 November 2018 of RM0.01 per Daibochi Share paid on 21 December 2018) and the Acquisition is expected to be completed on or prior to 19 February 2019.

TOGETHER WE PROGRESS
www.rhbgroup.com
RHB Group

1.5 Pursuant to Section 216 of the CMSA:

(a) Scientex is the Offeror in respect of the Offer;

(b) Lim Peng Jin is regarded as an ultimate offeror in respect of the Offer by virtue of his deemed/indirect shareholding of approximately 56.59% in Scientex through Scientex Holdings Sdn Bhd, Scientex Leasing Sdn Bhd, Scientex Infinity Sdn Bhd, TM Lim Sdn Bhd, Sim Swee Tin Sdn Bhd, Malacca Securities Sdn Bhd, Progress Innovation Sdn Bhd and Mplusonline Sdn Bhd; and

(c) Lim Peng Cheong is regarded as an ultimate offeror in respect of the Offer by virtue of his deemed/indirect shareholding of approximately 53.39% in Scientex through Scientex Holdings Sdn Bhd, Scientex Leasing Sdn Bhd, Scientex Infinity Sdn Bhd, TM Lim Sdn Bhd, Sim Swee Tin Sdn Bhd, Malacca Securities Sdn Bhd, Paradox Corporation Sdn Bhd and Mplusonline Sdn Bhd.

(Lim Peng Jin and Lim Peng Cheong collectively be referred to as the "**Ultimate Offerors**".)

As at the date of this Notice, the Offeror and the Ultimate Offerors do not hold any Warrants. The details of the Offeror and the Ultimate Offerors are set out in Section 6 of this Notice.

As at the date of this Notice, the Offeror does not regard any person to be persons acting in concert with it pursuant to Section 216 of the CMSA in relation to the Offer.

2. THE OFFER

2.1 We, RHB Investment Bank, on behalf of the Offeror, hereby serve this Notice on the Board of Directors of Daibochi ("**Daibochi Board**") in relation to the Offer in accordance with Rule 9.10(1)(b)(i) of the Rules to acquire the Offer Securities which shall be satisfied by the following ways:

(a) in the case of the Offer Shares, a consideration of RM1.59 per Offer Share ("**Share Offer Price**"), to be satisfied by either:

(i) a cash offer price of RM1.59 for every Offer Share ("**Cash Option**"); or

(ii) a share exchange offer of new Scientex Shares to be issued at the Issue Price ("**New Scientex Shares**") based on an exchange ratio of 1 Scientex Share for every 5.535 Offer Shares ("**Exchange Ratio**") ("**Share Exchange Option**"),

subject to any adjustments pursuant to Rule 6.03 of the Rules;

(b) in the case of the Offer Warrants, a cash offer price of RM0.01 for every Offer Warrant ("**Warrant Offer Price**").

(The Share Offer Price and the Warrant Offer Price collectively be referred to as the "**Offer Price**".)

2.2 The Offer will be made to each of the existing holders of the Offer Securities ("**Holders**") equally and in respect of all or any of the Offer Securities upon the terms and subject to the conditions set out in Section 3 of this Notice and in a document outlining the terms and conditions of the Offer ("**Offer Document**").

2.3 Holders who wish to accept the Offer should refer to the procedures for acceptances which will be set out in the Offer Document together with the accompanying form of acceptance and transfer ("**Form of Acceptance and Transfer**"). These documents will be posted to the Holders in due course, subject to the notification from the SC that it has no further comments on the Offer Document.

3. SALIENT TERMS AND CONDITIONS OF THE OFFER

The salient terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the SC, are as follows:

3.1 Consideration for the Offer Shares

(i) The consideration for the Offer Shares will be satisfied via one of the following options, at the election of the Holders:

(a) Cash Option; or

(b) Share Exchange Option.

Under the Share Exchange Option, the Holders will receive New Scientex Shares based on the Share Offer Price and the Exchange Ratio, as set out below:

	As per the CSSA [1]	After adjustment [2]
Share offer price	RM1.600	RM1.590
Issue Price	RM8.800	RM8.800
Exchange ratio	5.500	5.535

Notes:

(1) Based on the announcement dated 10 December 2018 made by RHB Investment Bank, on behalf of Scientex Board, the purchase consideration of the Acquisition under the CSSA was RM222,500,425.60 (equivalent to RM1.60 per Sale Share, subject to any adjustments pursuant to Rule 6.03 of the Rules).

(2) The share offer price and exchange ratio was adjusted after taking into consideration the interim dividend announced by Daibochi on 14 November 2018 of RM0.01 per Daibochi Share paid on 21 December 2018.

(ii) If Daibochi declares, makes or pays any dividends and/or other distributions of any nature whatsoever ("**Distribution(s)**") on or after the date of the Notice but prior to the Closing Date (as defined in Section 3.6 of this Notice) and the Holders are entitled to retain such Distributions, Scientex will reduce the Share Offer Price by an amount equivalent to the net Distribution per Daibochi Share which such Holders are entitled to retain. Accordingly, this may reduce the cash amount to be received by a Holder who elects for the Cash Option and the number of New Scientex Shares to be received by a Holder who elects for the Share Exchange Option.

(iii) Similarly, if Scientex declares, makes or pays any Distributions on or after the date of Notice but prior to the Closing Date (as defined in Section 3.6 of this Notice). Scientex will adjust the Issue Price after taking into account the net Distribution per Scientex Share which such Holders of Offer Shares are not entitled to receive. Accordingly, this will increase the number of New Scientex Shares to be received by a Holder who elects for the Share Exchange Option.

(iv) If any adjustments are to be made to the Exchange Ratio, such adjustments shall be adjusted to the nearest 3 decimal places.

(v) New Scientex Shares shall, upon allotment and issuance, rank equally in all respects with the existing Scientex Shares, save and except that the holders of such New Scientex Shares shall not be entitled to any Distribution, in respect of which the entitlement date precedes the date of allotment of such New Scientex Shares.

(vi) New Scientex Shares will be listed on the Main Market of Bursa Malaysia Securities Berhad ("**Main Market**"). The following approvals have been obtained from:

(i) Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of New Scientex Shares on the Main Market (vide the letter from Bursa Securities dated 14 January 2019 subject to the conditions as set out in Scientex's announcement to Bursa Securities on 14 January 2019); and

(ii) the shareholders of Scientex in relation to the Offer and the issuance of New Scientex Shares (at the extraordinary general meeting ("**EGM**") held on 11 February 2019).

(vii) The Offer Price was arrived at after taking into consideration, amongst others, the respective historical market prices of Daibochi Shares, Scientex Shares and the Warrants. Please refer to Sections 4.1 and 4.2 of this Notice for further details.

(viii) Should the Offer be successful, the Holder who accepts the Offer ("**Accepting Holder**") and elects for the Share Exchange Option will become a shareholder of Scientex and will continue to participate in the future growth of Daibochi as well as in the businesses of Scientex. Accordingly, the Holders who wish to elect for the Share Exchange Option should not evaluate and consider the Offer solely based on the Share Offer Price and/or the Issue Price.

Holders may accept the Offer in respect of all or part of their Offer Shares. In the event of any revision or adjustment to the Share Offer Price and/or the Issue Price resulting in fractional entitlements to the Accepting Holders, the Offeror will not pay fractions of a sen (for the Cash Option) or issue fractions of a New Scientex Share (for the Share Exchange Option) to the Accepting Holders. The entitlement of the Accepting Holders in respect of their valid acceptances of the Offer will be rounded down to the nearest whole sen or whole New Scientex Share accordingly.

Pursuant to the above, the Accepting Holders who elect for the Share Exchange Option may receive odd lots of Scientex Shares. The odd lots can be traded on the odd lot market of Bursa Securities. However, there is no certainty that the trading of the odd lots will be at a price comparable to the prevailing market price of a board lot of Scientex Shares.

3.2 Consideration for the Offer Warrants

The consideration for the Offer Warrants shall be satisfied via a cash consideration at the Warrant Offer Price. The Warrant Offer Price represents a nominal amount of the Offer Warrants, in compliance with Rule 8 of the Rules, whereby if the "see through" price of the convertible instrument is zero or negative, the Offeror may offer a nominal amount for such convertible instrument.

Holders may accept the Offer in respect of all or part of their Warrants. The Offeror will not pay fractions of a sen to the Accepting Holders. The entitlement of the Accepting Holders in respect of their valid acceptances of the Offer will be rounded down to the nearest whole sen.

3.3 Conditions of the Offer

The Offer is **conditional** upon Scientex, being the Offeror having received, on or before the Closing Date (as defined in Section 3.6 of this Notice), valid acceptances in respect of the Offer Shares (provided that such acceptances are not, where permitted, subsequently withdrawn), which when taken together with Daibochi Shares that have been acquired, held or entitled to be acquired or held by the Offeror and persons acting in concert with it, would result in Scientex and persons acting in concert with it holding in aggregate more than 50% of the voting shares in Daibochi ("**Acceptance Condition**").

The Acceptance Condition must be fulfilled on or before the Closing Date (as defined in Section 3.6 of this Notice) which shall not be later than 5.00 p.m. on the 60th day from the date on which the Offer Document is dispatched to the Holders ("**Posting Date**"), failing which the Offer shall lapse and all acceptances thereafter shall be returned to the Accepting Holders immediately. For the avoidance of doubt, the Acceptance Condition shall exclude the acceptances of the Offer Warrants.

3.4 Dispatch of the Offer Document

Unless otherwise directed or permitted by the SC to defer in doing so, the Posting Date will not be later than 21 days from the date of this Notice. An application will be made by RHB Investment Bank, on behalf of the Offeror, to the SC for an extension of time if the Posting Date is expected to be deferred beyond the requisite 21 days.

The Offeror will post the Offer Document to Daibochi Board and all the Holders whose names appear on the Record of Depositors of Daibochi as at the latest practicable date prior to the Posting Date. For the avoidance of doubt, the Offer Document will only be posted to the Non-Resident Holders (as defined in Section 3.9 of this Notice) who have their registered address in Malaysia last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**").

Where a competing take-over offer is made at any time between the Posting Date and the Closing Date (as defined in Section 3.6 of this Notice), the Offer Document sent by the Offeror shall be deemed to have been posted on the date that the competing take-over offer document was posted.

3.5 Warranties

The Offeror will acquire the Offer Securities based on the acceptance by a Holder in accordance with the provisions of the Offer Document. The Holder's acceptance will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holder that the Offer Securities, to which such acceptance relates, are sold:

(a) free from any moratorium, claims, charges, liens, pledges, encumbrances, options, rights of pre-emption, third party rights, and equities from the date of acceptance of the Offer; and

(b) with all rights, benefits and entitlements attached thereto, including the rights to all Distributions declared, made or paid on or after the date of the Notice, subject to the adjustments referred to in Section 3.1 of this Notice.

3.6 Duration of the Offer

(a) Original duration

The Offer shall remain open for acceptances until 5.00 p.m. (Malaysian time) on 25 March 2019, being a period of not less than 21 days from the Posting Date ("**First Closing Date**") or such later date(s) as RHB Investment Bank may announce on behalf of the Offeror ("**Closing Date**"), unless the Offeror withdraws the Offer with the SC's prior written consent and in such event, every person shall be released from any obligations incurred under the Offer.

(b) Revision of the Offer

If the Offer is revised after the Posting Date, the Offeror will:

(i) announce such revision together with the following information:

(aa) the revised Offer Price; and

(bb) the price paid or agreed to be paid and the number of voting shares or voting rights purchased or agreed to be purchased, which led to the revision;

(ii) post the written notification of the revised Offer to all Holders, including all the Holders who have previously accepted the Offer, no later than the 46th day from the date of the Offer Document; and

(iii) keep the Offer open for acceptance for at least another 14 days from the date on which the written notification of the revised Offer is posted to all Holders.

Where any of the terms of the Offer is revised, the Holders who have previously accepted the Offer shall also be entitled to receive the revised consideration that is to be paid or provided for the acceptance of the Offer.

The Offer may not be revised after 19 April 2019, being the 46th day from the Posting Date.

Where a competing take-over offer is made at any time between the Posting Date and the Closing Date, the Offer Document sent by the Offeror shall be deemed to have been posted on the date that the competing take-over offer document was posted.

(c) Extension of the Offer

Any extension of date and time for acceptance of the Offer by the Offeror will be announced by RHB Investment Bank, on behalf of the Offeror, at least 2 days before the closing date. Such announcement shall state the next closing date of the Offer. Notices of such extension will be posted to the Holders accordingly.

(d) Closing of the Offer

Where the Offer has become or is declared unconditional as to acceptances on a day falling on or before the 46th day from the Posting Date, the Offer will remain open for acceptances for at least 14 days from the date on which the Offer becomes and is declared unconditional, which in any event, shall not be later than the 60th day from the Posting Date.

Where the Offer has become or is declared unconditional as to acceptances on any day after the 46th day from the Posting Date, the Offer will remain open for acceptances for at least 14 days from the date on which the Offer becomes and is declared unconditional which, in any event, shall not be later than the 74th day from the Posting Date.

Notwithstanding the above, the Offer shall be deemed to be closed prior to the expiry date as stated in the Offer Document when:

(i) the Offeror receives valid acceptances amounting to all of the Offer Securities;

(ii) the Offer is no longer subject to any condition; and

(iii) the Offeror has made an announcement under Section 3.10(a) of this Notice.

3.7 Rights of withdrawal by an Accepting Holder

(a) All valid acceptances of the Offer by an Accepting Holder **ARE IRREVOCABLE**. However, a Holder is entitled to withdraw his/her/its acceptance in the following circumstances:

(i) if the Offeror fails to comply with any of the requirements set out in Section 3.10(a) of this Notice by the close of trading on Bursa Securities on the market day following the day which the Offer is closed, becomes or is declared unconditional, or revised or extended ("**Relevant Day**"); or

(ii) if the Offer is extended, the Accepting Holder is entitled to withdraw his/her/its acceptance 21 days after the First Closing Date unless prior to such withdrawal, the Offer has become or is declared unconditional as to the Acceptance Condition.

(b) Notwithstanding Section 3.7(a)(i) of this Notice, the SC may terminate the above right of withdrawal not less than 8 days from:

(i) the Offeror complying with the requirements of Section 3.10(a) of this Notice; and

(ii) the Offeror confirming in a statement to the public by way of announcement via Bursa Listing Information Network (also known as Bursa LINK), by press notice where relevant and to the SC in writing that the Offer is still unconditional as to the Acceptance Condition, if such is the case.

However, the rights of any Holder who has already withdrawn his/her/its acceptance pursuant to Section 3.7(a)(i) of this Notice shall not be prejudiced by the termination of such right of withdrawal by the SC.

3.8 Withdrawal of the Offer by the Offeror

The Offeror may only withdraw the Offer with the prior written consent of the SC. In such event, every person will be released from all obligations incurred under the Offer.

3.9 Method of settlement

Save for the Offeror's rights to adjust the Share Offer Price as set out in Section 3.1 of this Notice and except with the consent of the SC, which would only be granted in certain circumstances in which all Holders are treated similarly, settlement of the consideration to which the Holder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer as set out in the Offer Document, without regard to any lien, right of set-off, counter-claim or other analogous rights to which the Offeror may otherwise be or claim to be entitled against the Accepting Holder. This, however, is without prejudice to the Offeror's right to make any claim against the Accepting Holder after such full settlement in respect of a breach of the warranties as set out in Section 3.5 of this Notice.

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For the Offer Shares, if the Offeror deems an acceptance to be complete and valid in all respect in accordance with the terms and conditions as set out in the Offer Document, the settlement for the Offer Shares will be effected in the following manner:

Cash Option	Share Exchange Option
The settlement for the Offer Shares will be effected through remittance in the form of cheque, banker's draft or cashier's order which will be dispatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at their own risk within **10 days** from:	The settlement for the Offer Shares will be effected through allotment, issuance and crediting of New Scientex Shares to the Accepting Holders' securities accounts within **14 days** from:
(i) the date the Offer becomes or is declared wholly unconditional, if the valid acceptances are received during the period when the Offer is still conditional; or	(i) the date the Offer becomes or is declared wholly unconditional, if the valid acceptances are received during the period when the Offer is still conditional; or
(ii) the date of the valid acceptances, if the valid acceptances are received during the period after the Offer is or has become or has been declared wholly unconditional.	(ii) the date of the valid acceptances, if the valid acceptances are received during the period after the Offer is or has become or has been declared wholly unconditional.

For the Offer Warrants, if the Offeror deems an acceptance to be complete and valid in all respect in accordance with the terms and conditions as set out in the Offer Document, the settlement for the Offer Warrants will be effected through remittance in the form of cheque, banker's draft or cashier's order which will be dispatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at their own risk within **10 days** from the date of the acceptances.

Holders (including without limitation, any custodians, nominees and trustees) who are citizens or nationals of, or residents in, or have registered addresses in jurisdictions outside Malaysia, or is incorporated or registered with, or approved by any authority outside Malaysia, or non-residents within the definition prescribed under the Financial Services Act 2013 ("**Non-Resident Holders**") are advised that the settlement for the acceptances of the Offer will be made in Ringgit Malaysia ("**RM**") and sen or in the form of New Scientex Shares which are denominated in RM. Non-Resident Holders who wish to convert the consideration received into foreign currency for repatriation may do so on their own after payment of the appropriate fees and/or charges as levied by the respective financial institutions.

Invalid acceptances of the Offer will be returned by ordinary mail at the Holders' own risk within 14 days after the Closing Date or, where applicable, within 14 days of receipt of the Depositor's Copy of Bursa Depository. Transfer Form duly verified by the Holders' authorised depository agent as defined in the Rules of Bursa Depository ("**ADA**")/ authorised direct member as defined in the Rules of Bursa Depository ("**ADM**"), and/or other documents of title, whichever is later. At the same time, the Offeror will proceed to transfer the Offer Securities back into the Holders' central depository system ("**CDS**") account.

3.10 Announcement of acceptances

(a) The Offeror shall inform the SC in writing and announce by way of press notice before 9.00 a.m. (Malaysian time) of the following information on the Relevant Day:

(i) the position of the Offer, that is, as to whether the Offer is closed, becomes or is declared unconditional as to acceptances, or revised or extended; and

(ii) the total number of Offer Securities:

(aa) for which acceptances of the Offer have been received;

(bb) held by the Offeror as at the Posting Date; and

(cc) acquired or agreed to be acquired by the Offeror during the offer period commencing from 14 November 2018, being the date of the HOA and ending on the Closing Date; or the date on which the Offer lapses or is withdrawn with the prior written consent of the SC ("**Offer Period**") but after the Posting Date;

and shall specify the percentage of the total number of the Offer Securities represented by these numbers.

(b) In computing the acceptances of the Offer Securities represented for announcement purposes, the Offeror may include or exclude acceptances which are not in order in all respects or which are subject to verification.

(c) References to the making of an announcement or the giving of notice by the Offeror include the following:

(i) release of an announcement by RHB Investment Bank, or the Offeror, or the Offeror's advertising agent(s) to the press; and/or

(ii) delivery of, or transmission by facsimile or Bursa LINK, an announcement to Bursa Securities.

(d) An announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities, if applicable.

3.11 Purchases in the open market

Should the Offeror or persons acting in concert with it or the Ultimate Offerors purchases or agrees to purchase any of the Offer Securities during the Offer Period at a consideration that is higher than the Share Offer Price and Warrant Offer Price, the Offeror shall increase the Offer Price to an amount not less than the highest price (excluding stamp duty and commission) of the Offer Securities paid or agreed to be paid by the Offeror or persons acting in concert with it or the Ultimate Offerors for the Offer Securities during the Offer Period.

3.12 General

(a) All communications, notices, documents and payments to be delivered or sent to the Holders or their designated agents will be dispatched by ordinary mail to the Holder's registered address in Malaysia last maintained with Bursa Depository at their own risk.

Non-Resident Holders with no registered addresses in Malaysia last maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered address in Malaysia. In any event, the Offer Document shall be made available on the website of Bursa Securities at www.bursamalaysia.com upon issuance.

Unless the contrary is proven, the delivery of the communication, notice, document or payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail, as applicable, the communication, notice, document or payment and it shall be also be presumed to be effected at the time when the communication, notice, document or payment would have been delivered in the ordinary course of the mail.

(b) The Offer and all acceptances received pursuant to the Offer will be construed under, and governed by, the laws of Malaysia. The courts of Malaysia will have exclusive jurisdiction in respect of any proceedings brought in relation to the Offer.

(c) The Holders may accept the Offer made to them in respect of all or part of their Offer Securities. The Accepting Holder shall not exceed his/her/its total holding of Offer Securities, failing which the Offeror has the right to treat such acceptance as invalid.

(d) The Form of Acceptance and Transfer accompanying the Offer Document, will contain the following:

(i) provisions for the acceptance and the transfer of the Offer Securities to the Offeror or its appointed nominees (if any);

(ii) instructions to complete the Form of Acceptance and Transfer; and

(iii) other matters incidental to the acceptance of the Offer and the transfer of the Offer Securities to the Offeror or its appointed nominees (if any).

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.

(e) All costs and expenses of or incidental to the preparation and posting of the Offer Document (other than professional fees and other costs relating to the Offer incurred by Daibochi) will be borne by the Offeror. Malaysian stamp duty and Malaysian transfer fee, if any, resulting from acceptances of the Offer will be borne by the Offeror.

The Accepting Holders, will, however, bear all other costs and expenses incidental to their acceptances of the Offer, such as postage fee, if any. For the avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in any jurisdiction outside Malaysia or the payment of any levy for the repatriation of capital or income tax shall not be borne by the Offeror.

(f) Any accidental omission to dispatch the Offer Document and the Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.

4. Financial and other considerations

4.1 Offer Shares

Holders are advised to consider, amongst others, the financial and other considerations as set out below before deciding whether to accept or reject the Offer.

(a) Historical transacted prices and volume weighted average market price ("VWAMP") of Daibochi Shares and Scientex Shares

The daily VWAMP of Daibochi Shares for the past 1 year up to and including 13 November 2018, being the last trading date prior to the announcement of the HOA:

	Share price	(Discount)	
	RM	RM	%
Last transacted price of Daibochi Shares as at 13 November 2018	1.99	(0.39)	(19.60)
VWAMP of Daibochi Shares for the following periods up to and including 13 November 2018:			
• 5-day	1.97	(0.37)	(18.78)
• 1-month	1.98	(0.38)	(19.19)
• 3-month	1.99	(0.39)	(19.60)
• 6-month	2.06	(0.46)	(22.33)
• 1-year	2.21	(0.61)	(27.60)

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The daily VWAMP of Daibochi Shares for the past 1 year up to and including 8 February 2019, being the last trading date prior to the service of this Notice:

	Share price	(Discount)	
	RM	RM	%
Last transacted price of Daibochi Shares as at 8 February 2019	1.59	-	0.00
VWAMP of Daibochi Shares for the following periods up to and including 8 February 2019:			
• 5-day	1.60	(0.01)	(0.63)
• 1-month	1.61	(0.02)	(1.24)
• 3-month	1.68	(0.09)	(5.36)
• 6-month	1.71	(0.12)	(7.02)
• 1-year	1.95	(0.36)	(18.46)

(Source: Bloomberg)

The Share Offer Price is equivalent to the highest price transacted by the Offeror per Daibochi Share for the Acquisition which is also the highest price transacted per Daibochi Share made by the Offeror for Daibochi Shares within 6 months prior to the beginning of the Offer Period pursuant to the Offer, commencing on 14 November 2018. For the avoidance of doubt, the Offeror did not transact in Daibochi Shares within 6 months prior to the beginning of the Offer Period.

The daily VWAMP of Scientex Shares for the past 1 year up to and including 13 November 2018, being the last trading date prior to the announcement of HOA:

	Share price	Premium	
	RM	RM	%
Last transacted price of Scientex Shares as at 13 November 2018	8.67	0.13	1.50
VWAMP of Scientex Shares for the following periods up to and including 13 November 2018:			
• 5-day	8.75	0.05	0.57
• 1-month	8.64	0.16	1.85
• 3-month	8.54	0.26	3.04
• 6-month	7.93	0.87	10.10
• 1-year	8.09	0.71	8.78

The daily VWAMP of Scientex Shares for the past 1 year up to and including 8 February 2019, being the last trading date prior to the service of this Notice:

	Share price	Premium/(Discount)	
	RM	RM	%
Last transacted price of Scientex Shares as at 8 February 2019	8.80	-	0.00
VWAMP of Scientex Shares for the following periods up to and including 8 February 2019:			
• 5-day	8.803	(0.003)	(0.03)
• 1-month	8.79	0.01	0.11
• 3-month	8.93	(0.13)	(1.46)
• 6-month	8.76	0.04	0.46
• 1-year	8.27	0.53	6.41

(Source: Bloomberg)

The Issue Price represents:

(i) a premium ranging from 0.11% to 6.41% over the 1-month, 6-month and 1-year VWAMP of Scientex Shares up to and including 8 February 2019; and

(ii) a discount ranging from 0.03% to 1.46% over the 5-day and 3-month VWAMP of Scientex Shares up to and including 8 February 2019.

(b) Valuation multiples

(i) Price-to-Earnings multiple ("PER")

The Share Offer Price represents a PER of 20.08 times and 21.06 times based on the audited consolidated earnings per share ("**EPS**") of Daibochi of 7.92 sen for the financial year ended ("**FYE**") 31 December 2017 and the unaudited 12 months trailing EPS of 7.55 sen for the financial period ended ("**FPE**") 30 September 2018, respectively.

Daibochi	EPS (sen)	PER (times)
Audited for the FYE 31 December 2017	7.92	20.08
Unaudited 12 months trailing for the FPE 30 September 2018	7.55	21.06

The Issue Price represents a PER of 14.77 times and 15.83 times based on the audited consolidated EPS of Scientex of 59.59 sen for the FYE 31 July 2018 and the unaudited 12 months trailing EPS of 55.60 sen for the FPE 31 October 2018, respectively.

Scientex	EPS (RM)	PER (times)
Audited for the FYE 31 July 2018	59.59	14.77
Unaudited 12 months trailing for the FPE 31 October 2018	55.60	15.83

(ii) Price to book multiple ("PBR")

The Share Offer Price represents a PBR of 2.61 times and 2.56 times based on the audited consolidated net assets ("**NA**") per Daibochi Share of RM0.61 as at 31 December 2017 and the unaudited consolidated NA of RM0.62 per Daibochi Share as at 30 September 2018, respectively.

Daibochi	NA per share (RM)	PBR (times)
Audited as at 31 December 2017	0.61	2.61
Unaudited as at 30 September 2018	0.62	2.56

The Issue Price represents a PBR of 2.44 times and 2.36 times based on the audited consolidated NA per Scientex Share of RM3.61 as at 31 July 2018 and the unaudited consolidated NA per Scientex Share of RM3.73 as at 31 October 2018, respectively.

Scientex	NA per share (RM)	PBR (times)
Audited as at 31 July 2018	3.61	2.44
Unaudited as at 31 October 2018	3.73	2.36

4.2 Offer Warrants

The consideration for the Offer Warrants shall be satisfied via a cash consideration at the Warrant Offer Price. The Warrant Offer Price represents a nominal amount of the Offer Warrants, in compliance with Rule 8 of the Rules, whereby if the "see through" price of the convertible instrument is zero or negative, the Offeror may offer a nominal amount for such convertible instrument.

The daily VWAMP of the Warrants for the past 1 year up to and including 8 February 2019, being the last trading date prior to the service of this Notice:

	Warrant price	(Discount)	
	RM	RM	%
Last transacted price of the Warrants as at 8 February 2019	0.22	(0.21)	(95.45)
VWAMP of the Warrants for the following periods up to and including 8 February 2019:			
• 5-day	0.21	(0.20)	(95.24)
• 1-month	0.21	(0.20)	(95.24)
• 3-month	0.25	(0.24)	(96.00)
• 6-month	0.26	(0.25)	(96.15)
• 1-year	0.29	(0.28)	(96.55)

(Source: Bloomberg)

The Warrant Offer Price is:

(i) below the historical highest and lowest transacted price of the Warrants of RM0.505 and RM0.19, respectively for the past 1 year up to and including 8 February 2019 and

(ii) below the daily VWAMP of the Warrants of RM0.29 for the past 1 year up to and including 8 February 2019.

5. LISTING STATUS OF DAIBOCHI AND COMPULSORY ACQUISITION

5.1 Listing Status

Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**") stipulates that a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders ("**Public Spread Requirement**"). Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.

A listed issuer that fails to maintain the Public Spread Requirement may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. Where no extension of time is granted by Bursa Securities to rectify the Public Spread Requirement or the same is not rectified within the stipulated timeframe, Bursa Securities may take any action or impose penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and may, at its discretion, suspend trading in the securities of the listed issuer pursuant to Paragraph 16.02(1) of the Listing Requirements. However, the non-compliance of the Public Spread Requirement will not automatically result in the delisting of Daibochi from the Official List of Bursa Securities.

In relation to a take-over offer for the acquisition of the listed shares of a listed issuer pursuant to the Rules, upon 90% or more of the listed shares (excluding treasury shares, if any) of the said listed issuer being held by a shareholder either individually or jointly with associates of the shareholder, an immediate announcement must be made by the listed issuer. Upon such immediate announcement, Bursa Securities shall:

(a) in the case where the listed issuer does not intend to maintain the listing status, suspend the trading in the listed issuer's securities immediately upon the expiry of 5 market days from the close of the offer period; or

(b) in the case where the listed issuer intends to maintain the listing status, suspend the trading in the listed issuer's securities immediately upon the expiry of 30 market days from the date of the immediate announcement.

In the event that the Offeror either individually or jointly with its associates hold 90% or more of the total listed shares of Daibochi (excluding treasury shares), the Offeror shall make an immediate announcement to Bursa Securities and state its intention to maintain the listing status of Daibochi. Upon such immediate announcement, Bursa Securities shall suspend the trading of the securities of Daibochi upon the expiry of 30 market days from the date of the immediate announcement. In this regard, the suspension will only be uplifted upon Daibochi's full compliance with the Public Spread Requirement or as may be determined by Bursa Securities.

It is the intention of the Offeror to maintain the listing status of Daibochi on the Main Market of Bursa Securities.

Accordingly, in the event that Daibochi does not comply with the Public Spread Requirement as a result of the Offer, the Offeror (subject always that the Offeror either individually or jointly with its associates and the Ultimate Offerors retain a collective equity interest of more than 50% in Daibochi) will work together with Daibochi to explore various options or proposals within 3 months from the Closing Date or such extended timeframe as allowed by the relevant authorities to enable Daibochi to comply with the Public Spread Requirement. As at the date of this Notice, no arrangements on the above have been made.

Any action taken to address the Public Spread Requirement may require the approvals of the relevant authorities and/or the shareholders of Daibochi. The actual course of action to be taken will depend on, amongst others, the circumstances as well as the prevailing market conditions at the relevant time.

Holders should note that while the Offeror will work together with Daibochi to attempt to rectify any shortfall in the Public Spread Requirement of Daibochi, there can be no assurance that the Public Spread Requirement of Daibochi can be rectified within the stipulated time frame. In the event that Daibochi does not meet the Public Spread Requirement within the stipulated time frame, the Offeror and/or Daibochi may seek an extension of time from the authorities. However, Bursa Securities reserves the absolute right to grant an extension or reject the application.

5.2 Compulsory acquisition and rights of Dissenting Holders

Section 222(1) of the CMSA provides that, where an offeror:

(a) has made a take-over offer for all the shares or all the shares in any particular class in an offeree; and

(b) has received acceptances of not less than 9/10 in the nominal value of the offer shares,

the offeror may, within 4 months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class, in the offeree, by issuing a notice in the form or manner specified by the SC to such effect, to all dissenting shareholders provided that the notice:

(i) is issued within 2 months from the date of achieving the conditions under Sections 222(1)(a) and 222(1)(b) of the CMSA; and

(ii) is accompanied by a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

Section 222(1A) of the CMSA provides that, for the purpose of Section 222(1)(b) of the CMSA, the acceptances shall not include shares already held at the date of the take-over offer by the offeror or persons acting in concert with it.

The Offeror does not intend to invoke the provisions of Section 222(1) of the CMSA to compulsorily acquire any remaining Offer Securities from the Holders whose valid acceptances have not been received prior to the Closing Date ("**Dissenting Holders**") even if the conditions stipulated in Section 222(1) of the CMSA are fulfilled.

Notwithstanding the above, in the event that the Offeror receives valid acceptances from the Holders which results in the Offeror and persons acting in concert with it and the Ultimate Offerors holding not less than 9/10 in the value of the voting shares in Daibochi (including the Daibochi Shares already held by the Offeror and persons acting in concert with it and the Ultimate Offerors as at the date of the Offer but excluding treasure shares held by Daibochi) on or before the Closing Date, a Dissenting Holder may exercise his/her/its rights under Section 223(1) of the CMSA by serving a notice on the Offeror to require the Offeror to acquire his/her/its Offer Securities on the same terms as set out in the Offer Document or such other terms as may be agreed between the Offeror and such Dissenting Holder, subject to Section 224 of the CMSA.

In accordance with Section 224(3) of the CMSA, when a Dissenting Holder exercises his/her/its rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Holder or by the Offeror, order that the terms on which the Offeror shall acquire such Offer Securities shall be as the court deems fit.

In the event that the Offeror has acquired not less than 9/10 in the value of the voting shares in Daibochi (including Daibochi Shares already held by the Offeror and persons acting in concert with it and the Ultimate Offerors as at the date of the Offer but excluding treasury shares held by Daibochi), Section 223(2) of the CMSA requires the Offeror to give the Dissenting Holders a notice within 1 month thereafter in the manner specified by the SC of the rights that are exercisable by the Dissenting Holders under Section 223(1) of the CMSA ("**Notice to Dissenting Holders**").

A Notice to Dissenting Holders under Section 223(2) of the CMSA may specify the period for the exercise of the rights of Dissenting Holders and in any event, such period shall not be less than 3 months after the Closing Date.

6. INFORMATION ON THE OFFEROR AND THE ULTIMATE OFFERORS

6.1 Offeror

Scientex was incorporated in Malaysia as Scientific Textile Industries Sdn Bhd on 25 June 1968. Scientex converted into a public company on 29 November 1969 and changed its name to Scientific Textile Industries Berhad and subsequently to Scientex Industries Berhad on 27 April 1970. Scientex was listed on the then Main Board of the Kuala Lumpur Stock Exchange (now known as Main Market of Bursa Securities) on 8 February 1990 before changing its name to Scientex Incorporated Berhad on 23 February 1995. On 14 March 2008, Scientex assumed its present name.

The principal activities of Scientex and its subsidiaries ("**Scientex Group**") are manufacturing of industrial stretch films, custom films and plastic related packaging products and property development.

As at the date of this Notice, the share capital of Scientex is RM456,728,102 comprising 489,233,400 Scientex Shares (excluding 100 treasury shares). Upon completion of the Acquisition, the enlarged share capital of Scientex will be RM677,821,493 (1) comprising 514,357,649 Scientex Shares (excluding 100 treasury shares).

Note:

(1) After taking into account the rounding of Scientex Shares to be issued pursuant to the Acquisition.

As at the date of this Notice, the directors of the Offeror and their shareholdings in the Offeror are as follows:

	<----------Direct---------->		<----------Indirect---------->	
	No. of shares in Scientex	**% (1)**	**No. of shares in Scientex**	**% (1)**
Tan Sri Dato' Mohd Sheriff Bin Mohd Kassim	88,880	0.02	250,000 (2)	0.05
Lim Peng Jin	2,414,524	0.49	276,894,478 (3)	56.60
Lim Peng Cheong	50,000	0.01	263,610,590 (4)	53.88
Wong Chin Mun	81,000	0.02	-	-
Dato' Noorizah Binti Hj Abd Hamid	-	-	-	-
Ang Kim Swee	101,000 (5)	0.02	2,000 (6)	- (7)

Notes:

(1) Based on 489,233,400 Scientex Shares (being 489,233,500 in issue after excluding a total of 100 treasury shares held by Scientex).
(2) Indirect interests through Shareena Binti Mohd Sheriff and Mohd Ridzal Bin Mohd Sheriff.
(3) Deemed/indirect interests through Scientex Holdings Sdn Bhd, Scientex Leasing Sdn Bhd, Scientex Infinity Sdn Bhd, TM Lim Sdn Bhd, Sim Swee Tin Sdn Bhd, Malacca Securities Sdn Bhd, Progress Innovations Sdn Bhd, Mplusonline Sdn Bhd and Lee Chung Yau.
(4) Deemed/indirect interests through Scientex Holdings Sdn Bhd, Scientex Leasing Sdn Bhd, Scientex Infinity Sdn Bhd, TM Lim Sdn Bhd, Sim Swee Tin Sdn Bhd, Malacca Securities Sdn Bhd, Mplusonline Sdn Bhd, Paradox Corporation Sdn Bhd, Yong Sook Lan, Lim Jian You, Lim Chia Wei and Lim Jian Yen.
(5) Held through nominee company.
(6) Indirect interest through Ang Ying Fen.
(7) Less than 0.01.

6.2 Ultimate Offerors

(a) Lim Peng Jin

Lim Peng Jin, a Malaysian, male, aged 51, is currently the Managing Director of Scientex. He was appointed to Scientex Board on 20 January 1995 as the Executive Director of Scientex Group and was re-designated as Managing Director on 6 November 2001. He is also a member of Scientex Board's Risk Management Committee.

He is the brother of Lim Peng Cheong, who is also a director and major shareholder of Scientex. As at the date of this Notice, he is a substantial shareholder of Scientex.

(b) Lim Peng Cheong

Lim Peng Cheong, a Malaysian, male, aged 56, is a Non-Independent Non-Executive Director of Scientex. He was appointed to the Scientex Board as an Executive Director on 9 September 1988, and has held this position until 10 November 2003 when he was re-designated as Non-Executive Director.

He is the brother of Lim Peng Jin, who is also a director and major shareholder of Scientex. As at the date of this Notice, he is a substantial shareholder of Scientex.

7. DISCLOSURE OF INTERESTS IN DAIBOCHI

In accordance with Rule 9.10(3)(d) and 9.10(3)(e) of the Rules, the Offeror hereby discloses that as at the date of this Notice:

(a) Interests in Daibochi Shares by the Offeror and persons acting in concert with it

As at the date of this Notice, taking into consideration the Acquisition, the interests in Daibochi Shares by the Offeror are as follows:

	←----------Direct---------->		<----------Indirect---------->	
	No. of Daibochi Shares [(1)]	**%**	**No. of Daibochi Shares**	**%**
Scientex	139,062,766	42.41	-	-

Note:

(1) The CSSA has become unconditional and the parties are in the midst of completing the Acquisition.

As at the date of this Notice, there are no persons acting in concert with the Offeror pursuant to Section 216 of the CMSA in relation to the Offer.

(b) Interests in Daibochi Shares by the Ultimate Offerors who are also the directors of the Offeror

As at the date of this Notice, taking into consideration the Acquisition, the interests in Daibochi Shares by the Ultimate Offerors are as follows:

	<----------Direct---------->		<----------Indirect---------->	
	No. of Daibochi Shares	%	No. of Daibochi Shares (1)	%
Lim Peng Jin	-	-	139,062,766 (2)	42.41
Lim Peng Cheong	-	-	139,062,766 (2)	42.41

Notes:

(1) The CSSA has become unconditional and the parties are in the midst of completing the Acquisition.
(2) Deemed/indirect interest by virtue of his interest in the Offeror pursuant to Section 8 of the Companies Act 2016.

(c) Interests in the Warrants by the Offeror and persons acting in concert with it and the Ultimate Offerors who are directors of the Offeror

As at the date of this Notice, the Offeror and persons acting in concert with it and the Ultimate Offerors who are directors of the Offeror do not have any other interest, whether direct or indirect, in the Warrants.

(d) By persons who have irrevocably committed to accept the Offer

As at the date of this Notice, the Offeror and the Ultimate Offerors have not received any irrevocable undertaking from any Holder to accept the Offer.

(e) By persons who have any arrangement with the Offeror and persons acting in concert with it and the Ultimate Offerors

As at the date of this Notice, the Offeror and persons acting in concert with it and the Ultimate Offerors have not entered into any arrangement, including any arrangement involving rights over shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or to refrain from dealing with any person.

(f) Borrowing or lending of Daibochi Shares and Warrants by the Offeror and persons acting in concert with it and the Ultimate Offerors

As at the date of this Notice, the Offeror and persons acting in concert with it and the Ultimate Offerors have not borrowed any Daibochi Shares and Warrants from another person or lent any Daibochi Shares and Warrants to another person.

8. FINANCIAL RESOURCES OF THE OFFEROR

The consideration for the Offer shall be satisfied entirely by the Offeror. The Offeror confirmed that the Offeror is able to implement the Offer in full and the Offer would not fail due to insufficient financial capability.

RHB Investment Bank is satisfied that the Offeror has sufficient financial resources to undertake the Offer and that the Offer will not fail due to insufficient financial capability of the Offeror.

9. DEALINGS IN DAIBOCHI SHARES AND WARRANTS

9.1 Dealings in Daibochi Shares

Save as disclosed below, the Offeror and persons acting in concert with it have not dealt, whether directly or indirectly, in Daibochi Shares during the period commencing 6 months prior to the commencement of the Offer Period up to the date of this Notice:

Date of HOA	Nature of transaction	No. of Daibochi Shares transacted	Percentage of holdings %	Offer price RM	Total purchase consideration RM
14 November 2018	Acquisition	139,062,766	42.41	1.60 (1)	222,500,425.60 (1)

Note:

(1) The adjusted offer price is RM1.59 per Daibochi Share and the adjusted total purchase consideration is RM221,109,797.94 after taking into consideration the interim dividend announced by Daibochi on 14 November 2018 of RM0.01 per Daibochi Share paid on 21 December 2018. The Acquisition is expected to be completed upon the allotment of 25,124,249 Scientex Shares to the Vendors.

9.2 Dealings in Warrants

The Offeror and persons acting in concert with it and the Ultimate Offerors have not dealt, whether directly or indirectly, in the Warrants during the period commencing 6 months prior to the commencement of the Offer Period up to the date of this Notice.

10. RESPONSIBILITY STATEMENT

Scientex Board and the Ultimate Offerors have seen and approved the issuance of this Notice. They confirmed that they have taken reasonable care to ensure the facts stated and opinions expressed herein are fair and accurate. They accept full responsibility for the accuracy of information contained in this Notice and confirm, having made all reasonable inquiries, that to the best of their knowledge, the facts stated and opinions expressed in this Notice are fair and accurate after due and careful consideration and that no material facts have been omitted in this Notice, the omission of which would make any statement in this Notice false or misleading.

11. PUBLIC RELEASE

In accordance with the provisions of the Rules, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.

Further details of the Offer will be set out in the Offer Document, which will be dispatched to the Holders in due course.

We would be grateful if you could acknowledge receipt of this Notice by signing and returning to us the duplicate copy of this Notice.

Yours faithfully,
For and on behalf of
RHB INVESTMENT BANK BERHAD

JAIMIE SIA
Executive Director
Head, Group Capital Markets

LEE BENG YEW
Director
Corporate Finance

TO: RHB INVESTMENT BANK BERHAD

We, Daibochi Berhad, hereby acknowledge receipt of this Notice of Conditional Mandatory Take-over Offer by RHB Investment Bank Berhad, on behalf of Scientex Berhad, dated 11 February 2019.

Yours faithfully,
For and on behalf of the Board of Directors of
DAIBOCHI BERHAD

Authorised Signatory

Name : Hewa Fu Joe

Designation : Independent Non Executive Chairman

Date : 11/02/2019

c.c. *Scientex Berhad*

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