



BRIGHT PACKAGING INDUSTRY BERHAD

(Company No. 161776-W)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Bright Packaging Industry Berhad ("**Bright**" or the "**Company**") will be convened at Toman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 5 June 2013 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 64(1) OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.50 PAR VALUE OF ALL EXISTING ORDINARY SHARES OF RM1.00 EACH IN THE COMPANY ("PROPOSED PAR VALUE REDUCTION")

THAT subject to the passing of Special Resolutions 2 and 3, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction in the par value of all existing ordinary shares of RM1.00 each in the Company to RM0.50 each and the credit arising therefrom shall be utilised by the Company to partially offset against the Company's accumulated losses.

AND THAT the Board of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Par Value Reduction with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.

SPECIAL RESOLUTION 2

PROPOSED REDUCTION OF UP TO RM2,157,000 FROM THE SHARE PREMIUM ACCOUNT OF THE COMPANY PURSUANT TO SECTIONS 60(2) AND 64(1) OF THE ACT ("PROPOSED SHARE PREMIUM REDUCTION")

THAT subject to the passing of Special Resolutions 1 and 3, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction of the share premium of the Company of up to RM2,157,000 pursuant to the Proposed Share Premium Reduction and the credit arising therefrom shall be utilised by the Company to offset against the Company's accumulated losses.

AND THAT the Board of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Share Premium Reduction with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.

SPECIAL RESOLUTION 3

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF THE COMPANY TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED AMENDMENTS")

THAT subject to the passing of Special Resolutions 1 and 2, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum and Articles of Association of the Company in the following manner:

Memorandum of Association	Existing	Proposed amendment
Clause 5	The authorised share capital of the Company is RM100,000,000 divided into 100,000,000 shares of RM1.00 each.	The authorised share capital of the Company is RM100,000,000 divided into 200,000,000 shares of RM0.50 each.
Articles of Association	Existing	Proposed amendment
Article 3	The authorised capital of the Company as the date of the adoption of these Articles is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into 100,000,000 ordinary shares of Ringgit Malaysia One (RM1.00) each.	The authorised capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into 200,000,000 ordinary shares of Fifty Sen (RM0.50) each.

AND THAT the Board of the Company be and is hereby authorised to do or procure to be done all acts, deeds and things and execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to the Proposed Amendments with full power to assent to any term, condition, modification, variation and/or amendment as the Board of the Company may deem fit, necessary, expedient, appropriate and/or as may be required by any relevant authorities in connection with the Proposed Amendments.

ORDINARY RESOLUTION 1

PROPOSED AUTHORITY FOR THE COMPANY TO BUY-BACK ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")

THAT subject to the Act, rules, regulations, orders and guidelines made pursuant to the Act, the M&A of the Company, the requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirements ("**Listing Requirements**"), and other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to:

- Buy-back shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, provided that the aggregate number of shares which may be purchased and/or held by the Company pursuant to this Resolution shall not exceed ten per centum (10%) of the issued and paid-up share capital of the company for the time being and the total funds allocated shall not exceed the total retained earnings and/or share premium of the Company (refer to the circular to shareholders dated 14 May 2013) which would otherwise be available for dividends AND THAT such authority shall commence immediately upon passing of this Resolution and continue to be in force until the conclusion of the next annual general meeting ("**AGM**") of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or upon the expiration of the period within the next AGM is required by law to be held, whichever occurs first);
- Cancel the shares so purchased and/or retain them as treasury shares of which may be distributed as dividends to shareholders and/or resell on the open market of Bursa Securities and/or to retain part thereof as treasury shares and cancel the remainder; and
- Deal with the shares so purchased in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements and any other relevant authorities for the time being in force.

AND THAT the Board of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Share Buy-Back with full power to assent to any term, condition, modification, variation and/or amendment as the Board of the Company may deem fit, necessary, expedient, appropriate and/or as may be required by any relevant authorities in connection with the Proposed Share Buy-Back.

By Order of the Board

Wong Wei Fong (MAICSA 7006751)

Company Secretary

Kuala Lumpur

Date: 14 May 2013

NOTES:

- For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 69 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 29 May 2013. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf in the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (subject always to a maximum of two (2) proxies) to speak, attend and vote in his/her stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There is no restriction as to the qualification of the proxy.
- Where a member 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 of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee ("**EAN**"), as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- To be valid, the instrument appointing a proxy or proxies, under the hand of the appointor or his attorney duly authorised in writing, must be completed and deposited at the Company's Registered Office at B-11-10, Level 11, Megan Avenue II, Jalan Yap Kwan Seng, 50450 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed under its seal or under the hand of its duly authorised attorney.

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ORDINARY RESOLUTION

"RESOLVED that Messrs. Baker Tilly Monteiro Heng be hereby appointed in place of Messrs. Tam & Associates as Auditors of the Company for the financial year ending 31 August 2013 and to hold office until the conclusion of the next Annual General Meeting AND THAT authority be and is hereby given for the Directors to determine their remuneration."

By Order of the Board

Wong Wei Fong (MAICSA 7006751)

Company Secretary

Kuala Lumpur

Date: 14 May 2013

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