



## **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 “**Company**”) will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 2 December 2013 at 9.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

#### **ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 86,569,800 NEW ORDINARY SHARES OF RM0.50 EACH IN BRIGHT (“BRIGHT SHARES”) (“RIGHTS SHARES”) ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) EXISTING BRIGHT SHARE HELD, TOGETHER WITH 57,713,200 FREE DETACHABLE WARRANTS (“WARRANTS”) ON THE BASIS OF TWO (2) WARRANTS FOR EVERY THREE (3) RIGHTS SHARES SUBSCRIBED AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS”)**

“THAT the Board of Directors of Bright (“**Board**”) be and is hereby authorised:

- (i) to provisionally issue and allot by way of a renounceable rights issue of 86,569,800 Rights Shares at an issue price to be determined later by the Board on the basis of two (2) Rights Shares for every one (1) existing Bright Share held, together with 57,713,200 Warrants on the basis of two (2) Warrants for every three (3) Rights Shares subscribed by the shareholders of Bright whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board;
- (ii) to determine the final issue price of the Rights Shares after taking into consideration the following:
  - (a) the theoretical ex-rights price (“**TERP**”) of Bright Shares based on the five (5)-day volume weighted average market price (“**5D-VWAP**”) of Bright Shares with a discount to the TERP if deemed appropriate by the Board prior to the price fixing date to be determined later by the Board;
  - (b) the prevailing market sentiments at the point of price fixing;
  - (c) the par value of Bright Shares of RM0.50 each; and
  - (d) the funding requirements of Bright and its subsidiaries, details of which are set out in Section 2.5 of the Circular to shareholders dated 15 November 2013;

in any event, the issue price of the Rights Shares shall not be lower than the par value of Bright Shares of RM0.50 each;

- (iii) to determine the final issue price for the Warrants after taking into consideration the following:
  - (a) the TERP of Bright Shares;
  - (b) the prevailing market sentiments; and
  - (c) the par value of Bright Shares of RM0.50 each;

- (iv) to enter into and execute the deed poll in relation to the Proposed Rights Issue of Shares with Warrants (“**Deed Poll**”) and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll;
- (v) to utilise the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manner as set out in Section 2.5 of the Circular to the shareholders dated 15 November 2013 and the Board be and is hereby authorised to revise the utilisation of proceeds as they may deem fit and in the best interest of the Company;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Rights Shares with Warrants and unsubscribed Rights Shares with Warrants that may arise from the Proposed Rights Issue of Shares with Warrants, in such manner at their absolute discretion as they may deem fit or expedient or in the best interest of the Company;

THAT the Rights Shares with Warrants which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renounee(s) (if applicable) and such excess Rights Shares with Warrants shall be allocated in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company;

THAT such Warrants are constituted by the terms and conditions of the Deed Poll;

THAT the Company shall allot and issue such appropriate number of new Bright Shares arising from the exercise by the holders of Warrants in accordance with the provisions of the Deed Poll;

THAT the Rights Shares and the new Bright Shares to be issued arising from the exercise of the Warrants shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing Bright Shares, save and except that the Rights Shares and the new Bright Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of the Rights Shares and the new Bright Shares arising from the exercise of the Warrants;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Rights Issue of Shares with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants.”

By Order of the Board

**WONG WEI FONG (MAICSA 7006751)**  
Company Secretary

Kuala Lumpur  
Date: 15 November 2013

Notes:

1. *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 25 November 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.*
2. *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.*
3. *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.*
4. *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.*
5. *To be valid, the instrument appointing a proxy or proxies, under the hand of the appointer or his attorney duly authorised in writing, must be completed and deposited at the office of the Share Registrar of the Company situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.*
6. *If the appointer 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.*