



BRIGHT PACKAGING INDUSTRY BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth Annual General Meeting of the Company will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 24 February 2014 at 9.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 August 2013 and the Reports of Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To re-elect Ms Ang Lay Chieng who retires as a Director of the Company pursuant to Article 114 of the Company's Articles of Association. Ordinary Resolution 1
- To re-elect YBhg Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshee who retires as a Director of the Company pursuant to Article 114 of the Company's Articles of Association. Ordinary Resolution 2
- To re-elect Ms Yeong Siew Lee who retires as a Director of the Company pursuant to Article 114 of the Company's Articles of Association. Ordinary Resolution 3
- To re-elect Mr Lye Jun Fei who retires as a Director of the Company pursuant to Article 114 of the Company's Articles of Association. Ordinary Resolution 4
- To re-elect Mr Tee Wee Keat who retires as a Director of the Company pursuant to Article 114 of the Company's Articles of Association. Ordinary Resolution 5
- To re-appoint Messrs Baker Tilly Monteiro Heng as the Auditors of the Company and authorise the Directors to determine their remuneration. Ordinary Resolution 6

As Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications:-

- PAYMENT OF DIRECTORS' ALLOWANCES** Ordinary Resolution 7
"THAT the payment of Directors' allowances of RM290,800.00 for the financial year ended 31 August 2013 be hereby approved."
- PAYMENT OF DIRECTORS' FEES AND ALLOWANCES** Ordinary Resolution 8
"THAT the payment of Directors' fees and allowances of RM138,742.30 for the financial year ended 31 August 2013 be hereby approved."
- AUTHORITY TO ISSUE SHARES** Ordinary Resolution 9
"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten per centum (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."
- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")** Special Resolution 1
"THAT the Articles of Association of the Company be and are hereby amended in the form and manner as set out in Appendix A.
AND THAT the Board of Directors be and are hereby authorised to do all such acts and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

WONG WEI FONG (MAICSA 7006751)
ANG HONG PENG (MAICSA 7052695)
Secretaries

Kuala Lumpur
29 January 2014

NOTES:

- For the purpose of determining a member who shall be entitled to attend this Annual 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 18 February 2014. 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 of the Company 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 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 P.U.J 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.
- 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 or officer.

Explanatory Note on Ordinary and Special Business:

- Item 1 of the Agenda**
This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 8 of the Agenda**
The proposed Ordinary Resolution 7 is to approve the payment of Directors' allowances and if passed, will authorize the payment of Directors' allowances for the financial year ended 31 August 2013 to the past Directors of the Company who retired or were removed on 21 February 2013.
- Item 9 of the Agenda**
The proposed Ordinary Resolution 8 is to approve the payment of Directors' fees and allowances and if passed, will authorize the payment of Directors' fees and allowances to the Directors of the Company, other than those past Directors who retired or were removed on 21 February 2013, for their services as Directors of the Company for the financial year ended 31 August 2013.
- Item 10 of the Agenda**
The proposed Ordinary Resolution 9, if passed, will authorise the Directors of the Company to issue not more than ten per centum (10%) of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.
This is a new mandate to be obtained from the members at this Annual General Meeting.
The purpose of the new mandate is for further possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.
- Item 11 of the Agenda**
The proposed Special Resolution 1, if passed, will enable the Company to amend its Articles of Association to be in line with the Main Market Listing Requirements.
Please refer to the Appendix A of the Annual Report for further information.