

**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 an Extraordinary General Meeting ("EGM") of Bright Packaging Industry Berhad ("Bright" or "Company") will be held at Perdana 2 Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 28 May 2014 at 12.00 p.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1**PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME ("PROPOSED SIS")**

"THAT subject to the passing of the Ordinary Resolution 8 and Special Resolution below and subject to provisions of the Companies Act, 1965, approval be and is hereby given for the Company and the Directors of the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries ("**Bright Group**" or "**Group**") including Directors of our Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("**Eligible Persons**") as set out in the By-Laws, a draft of which is set out in **Appendix I** of the circular to shareholders dated 6 May 2014 ("**By-Laws**");
- allot and issue from time to time such number of new ordinary shares of RM0.50 each in Bright ("**Bright Shares**") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of Bright Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time during the duration of the scheme;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new Bright Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new Bright Shares will, upon issuance, allotment and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new Bright Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of issuance and allotment of such new Bright Shares; and
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

**ORDINARY RESOLUTIONS 2 TO 7
PROPOSED GRANTING OF SIS OPTIONS (AS DEFINED HEREIN) TO THE DIRECTORS OF BRIGHT****ORDINARY RESOLUTION 2****PROPOSED GRANTING OF SIS OPTIONS TO DATUK SERI SYED ALI BIN TAN SRI ABBAS ALHABSHEE**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshree, being the Independent Non-Executive Chairman of the Company, options to subscribe for new Bright Shares ("**SIS Options**") and if such options are accepted and exercised, to allot and issue such number of new Bright Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshree, as long as Datuk Seri Syed Ali Bin Tan Sri Abbas Alhabshree either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Bright (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 3**PROPOSED GRANTING OF SIS OPTIONS TO NIK MUSTAPHA BIN MUHAMAD**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Nik Mustapha Bin Muhamad, being the Executive Deputy Chairman of the Company, options to subscribe for new Bright Shares and if such options are accepted and exercised, to allot and issue such number of new Bright Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Nik Mustapha Bin Muhamad, as long as Nik Mustapha Bin Muhamad either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Bright (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 4**PROPOSED GRANTING OF SIS OPTIONS TO YAP KOK ENG**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yap Kok Eng, being the Executive Director of the Company, options to subscribe for new Bright Shares and if such options are accepted and exercised, to allot and issue such number of new Bright Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yap Kok Eng, as long as Yap Kok Eng either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Bright (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 5**PROPOSED GRANTING OF SIS OPTIONS TO LYE JUN FEI**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Lye Jun Fei, being the Independent Non-Executive Director of the Company, options to subscribe for new

Bright Shares and if such options are accepted and exercised, to allot and issue such number of new Bright Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Lye Jun Fei, as long as Lye Jun Fei either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Bright (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 6**PROPOSED GRANTING OF SIS OPTIONS TO TEE WEE KEAT**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Tee Wee Keat, being the Independent Non-Executive Director of the Company, options to subscribe for new Bright Shares and if such options are accepted and exercised, to allot and issue such number of new Bright Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Tee Wee Keat, as long as Tee Wee Keat either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Bright (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 7**PROPOSED GRANTING OF SIS OPTIONS TO YEONG SIEW LEE**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yeong Siew Lee, being the Independent Non-Executive Director of the Company, options to subscribe for new Bright Shares and if such options are accepted and exercised, to allot and issue such number of new Bright Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yeong Siew Lee, as long as Yeong Siew Lee either singly or collectively through persons connected with her (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Bright (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 8**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

"THAT subject to the passing of the Special Resolution below, the authorised share capital of the Company be increased from RM100,000,000 divided into 200,000,000 ordinary shares of RM0.50 each to RM200,000,000 divided into 400,000,000 ordinary shares of RM0.50 each by the creation of 200,000,000 additional ordinary shares of RM0.50 each."

**SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")**

"THAT subject to the passing of the Ordinary Resolution 8 above, the Memorandum and Articles of Association of the Company be amended as follows:

Existing	Proposed Amendments
Memorandum of Association Clause 5	Clause 5
The authorised share capital of the Company is RM100,000,000 divided into 200,000,000 shares of RM0.50 each.	The authorised share capital of the Company is RM200,000,000 divided into 400,000,000 shares of RM0.50 each.
Articles of Association Article 3	Article 3
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.	The authorised capital of the Company is Ringgit Malaysia Two Hundred Million (RM200,000,000.00) divided into 400,000,000 ordinary shares of Fifty Sen (RM0.50) each.

**BY ORDER OF THE BOARD
BRIGHT PACKAGING INDUSTRY BERHAD**

**WONG WEI FONG (MAISCA 7006751)
ANG HONG PENG (MAISCA 7052695)**
Company Secretaries

Kuala Lumpur
6 May 2014

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 20 May 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 not be used 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 of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies 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 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.
- 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.