



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 Seventh Annual General Meeting of the Company will be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Friday, 13 February 2015 at 9.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 August 2014 and the Reports of Directors and Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To re-elect Lye Jun Fei who is retiring as a Director in accordance with Article 108 of the Company's Articles of Association. | Ordinary Resolution 1 |
| 3. To re-elect Yap Kok Eng who is retiring as a Director in accordance with Article 114 of the Company's Articles of Association. | Ordinary Resolution 2 |
| 4. To re-appoint Messrs UHY as the Auditors of the Company and authorise the Directors to determine their remuneration. | Ordinary Resolution 3 |

As Special Business

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

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| 5. PAYMENT OF DIRECTORS' FEES
"THAT the payment of Directors' Fees and allowances of RM179,250.00 for the financial year ended 31 August 2014 be hereby approved." | Ordinary Resolution 4 |
| 6. RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965
"THAT Nik Mustapha Bin Muhamad, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director to hold office until the next Annual General Meeting." | Ordinary Resolution 5 |
| 7. AUTHORITY TO ISSUE SHARES
"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." | Ordinary Resolution 6 |
| 8. PROPOSED AUTHORITY FOR SHARE BUY-BACK
"THAT subject always to compliance with the Companies Act, 1965 ("Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") or any other regulatory authorities and all other applicable rules, regulations, guidelines or approval for the time being in force or as may be amended from time to time, the Directors be and are hereby authorised to make purchases of ordinary shares of RM0.50 each in the Company's issued and paid-up ordinary share capital as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:
(i) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total issued and paid-up ordinary share capital of the Company for the time being;
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings and share premium, if any, of the Company at the time of the said purchase(s); and
(iii) the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
(b) the expiration of the period within which the next AGM after that date is required by law to be held; or
(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,
whichever is earlier;
AND THAT upon completion of the purchase by the Company of its own shares, the Directors be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:
(i) cancel all the shares so purchased; and/or
(ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders or resell on the market of Bursa Securities; and/or
(iii) retain part thereof as treasury shares and cancel the remainder;
and in any other manner as prescribed by the Act, rules and regulations made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force;
AND THAT authority be and is hereby given to the Directors and/or anyone of them to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors in their discretion deem fit and expedient to give effect to the aforesaid purchase(s) contemplated and/or authorised by this Ordinary Resolution." | Ordinary Resolution 7 |
| 9. 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
21 January 2015

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 6 February 2015. 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 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.

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 5 of the Agenda**
The proposed Ordinary Resolution 4 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 for their services as Directors for the financial year ended 31 August 2014.
- Item 7 of the Agenda**
This is a renewal mandate to be obtained from the members at this Annual General Meeting.
The proposed Ordinary Resolution 6, if passed, will authorize the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorization will empower the Directors of the Company to issue shares notwithstanding that the authorization 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 authorization was in force. This authorization will expire at the conclusion of the next Annual General Meeting of the Company.
As at the date of this notice, 12,985,000 ordinary shares of RM0.50 each were issued via private placement pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was approved at the last AGM held on 24 February 2014 and which will lapse at the conclusion of the 27th AGM to be held on 13 February 2015. The proceeds raised totaling RM7,791,000 have been utilised in the following manner:-

Utilisation of proceeds	RM '000 million
1. Upgrading of existing production lines	3,900
2. Purchase of raw materials	3,794
3. Estimated expenses in relation to the Proposed Private Placement	97
	7,791

The purpose of the renewal 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 8 of the Agenda**
The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the issued and paid up share capital of the Company by utilizing the funds allocated which shall not exceed the total retained earnings and share premium of the Company. The authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.