

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting ("34th AGM") of the Company will be conducted on a fully virtual basis via live streaming from the broadcast venue at Board Meeting Room at Bright Packaging Industry Berhad of No. 23, Jalan Delima 1/3, Subang Hi-Tech Industrial Park, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 27th January 2022 at 9.00 a.m. to transact the following businesses:

A G E N D A**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 August 2021 and the Reports of Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
- To re-elect Mr. Nik Mustapha Bin Muhamad who is retiring as a Director in accordance with Article 131 of the Company's Constitution.
Ordinary Resolution 1
- To re-elect Mr. Yap Kok Eng who is retiring as a Director in accordance with Article 131 of the Company's Constitution.
Ordinary Resolution 2
- To re-appoint Messrs Russell Bedford LC & Company as the Auditors of the Company and authorise the Directors to determine their remuneration.
Ordinary Resolution 3
- To approve the payment of Directors' fees of up to RM108,000 and Directors' benefits of up to RM12,000 from 28 January 2022 to the next Annual General Meeting of the Company.
Ordinary Resolution 4

As Special Business

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

- AUTHORITY TO ISSUE SHARES**
Ordinary Resolution 5
"THAT subject always to the Companies Act 2016 ("the Act"), Constitution 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 75 and Section 76 of the Act to issue not more than ten per centum (10%) of the total number of issued shares 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 RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**
Ordinary Resolution 6
"THAT subject always to compliance with the Companies Act 2016 ("the Act"), the Constitution 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 in the Company's issued 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 number of issued shares 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 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:

- cancel all or part of the shares so purchased; and/or
- retain the shares so purchased in treasury for distribution as dividend to the shareholders or resell on the market of Bursa Securities; and/or
- 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."

- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

Ng Heng Hooi (MAICSA 7048492) (SSM PC No.: 202008002923)
Wong Mee Kiat (MAICSA 7058813) (SSM PC No.: 202008001958)
Jane Ong Su Ping (MAICSA 7059946) (SSM PC No.: 202008002275)
Secretaries

Kuala Lumpur
28 December 2021

Notes:

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 (COVID-19), the 34th AGM will be conducted on a virtual basis entirely through live streaming and online remote voting which are available on <https://vps.megacorp.com.my/OPayxw>. Please follow the procedures provided in the Administrative Guide of 34th AGM in order to register, participate and vote remotely.
- The Broadcast Venue of the 34th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be at the main venue of the meeting. No shareholders/proxies from the public should be physically present at the Broadcast Venue on the day of the 34th AGM.
- Members may submit questions to the Board of Directors prior to the 34th AGM to shaun@brightpack.net no later than 9.00 a.m. on Tuesday, 25 January 2022 or to use the Question and Answer platform to transmit questions to Board of Directors during live streaming.
- Since the 34th AGM will be conducted via a virtual meeting, a member entitled to attend and vote at the meeting may appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- For the purpose of determining who shall be entitled to attend this 34th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 13 January 2022 and only members whose name appear on such Record of Depositors shall be entitled to attend and vote at the meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- The instrument appointing a proxy shall be deposited at the office of the Poll Administrator office, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.BPI@megacorp.com.my not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to a vote by way of a poll.

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 340(1)(a) of the Companies Act 2016 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**
Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of fees and benefits for the period commencing 28 January 2022 up till the next Annual General Meeting of the Company in 2023. The benefits comprise meeting allowances payable to directors.
- Item 6 of the Agenda**
This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilized and accordingly no proceeds were raised.
The proposed Ordinary Resolution 5, if passed, will authorize the Directors of the Company to issue not more than 10% of the total number of issued shares of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorization will expire at the conclusion of the next Annual General Meeting of the Company.
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 7 of the Agenda**
The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilizing the funds allocated which shall not exceed the total retained earnings 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. Further information on the Proposed Share Buy-Back is set out in the Share Buy-Back Statement dated 28 December 2021.



BRIGHT PACKAGING INDUSTRY BERHAD

Registration No: 198701003105 (161776-W)
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
34th ANNUAL GENERAL MEETING (“34th AGM”)**

Date	:	27 January 2022 (Thursday)
Time	:	9.00 a.m.
Broadcast Venue	:	No.23, Jalan Delima 1/3, Subang Hi-Tech Industrial Park, 40000 Shah Alam, Selangor

MODE OF MEETING

In view of the COVID-19 outbreak and as part of our safety measures, the 34th AGM of Bright Packaging Industry Berhad (“the Company”) will be conducted on a fully virtual basis via live streaming and online voting from the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the 34th AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual 34th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES

As no shareholder/proxies should be physically present at the Broadcast Venue, shareholders/proxies who wish to participate the 34th AGM will have to register online and attend remotely. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the 34th AGM online:

1. Open this line <https://vps.megacorp.com.my/OPgyxw> or scan the QR code above and submit all the details requested at least twenty four (24) hours before the time of the 34th AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Form of Proxy at the office of Poll Administrator, Mega Corporate Services Sdn Bhd (“MegaCorp”) at Level 15-2, Bangunan Faber Imperial Court, Jln Sultan Ismail, 50250 Kuala Lumpur or email AGM-support.BPI@megacorp.com.my not less than forty-eight (48) hours before the time for holding the 34th AGM or at any adjournment thereof.
4. For Corporate Shareholders / Nominee Accounts, please follow step (3) above.
5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
6. Registered shareholders/proxies would receive 2 emails:
 - i. Webinar session link (to join the virtual meeting)
 - ii. DBF (for remote voting purposes)

POLL VOTING

The voting will be conducted by poll in accordance with Paragraph 8.31A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the 34th AGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the 34th AGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 34th AGM, the Scrutineers will verify the poll results after which the Chairman of the 34th AGM will announce the results of the resolutions.

RECORD OF DEPOSITORS FOR THE AGM

The date of Record of Depositors for the 34th AGM is 13 Jan 2022. As such, only members whose names appear in the Record of Depositors as at 13 Jan 2022 shall be eligible to participate and vote at the 34th AGM.

NO REFRESHMENTS AND NO DOOR GIFTS

There will be no distribution of refreshments and door gifts for the AGM of the Company.

ENQUIRY

If you have any enquiries prior to the AGM, please contact the following persons during office hours:

Poll Administrator

Mega Corporate Services Sdn. Bhd.
Mr. Alfred Devan John or Encik Norhisham Abdul Hamid
Telephone No. : (03) 2692 4271 / 26948984
Facsimile No. : (03) 2732 5388
E-mail : AGM-support.BPI@megacorp.com.my

Bright Packing Industry Berhad

Telephone No. : (03) 5635 1949
Facsimile No. : (03) 5635 1984
E-mail : shaun@brightpack.net