



BRIGHT PACKAGING INDUSTRY BERHAD

[Registration No.:198701003105 (161776-W)]

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Sixth Annual General Meeting ("36th 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 Wednesday, 24th January 2024 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 2023 and the Reports of Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To elect Ms. Chong Lai Fong who is retiring as a Director in accordance with Article 116 of the Company's Constitution. **Ordinary Resolution 1**
- To re-elect Mr. Lye Jun Fei who is retiring as a Director in accordance with Article 131 of the Company's Constitution. **Ordinary Resolution 2**
- To re-elect Encik Nik Mustapha Bin Muhamad who is retiring as a Director in accordance with Article 131 of the Company's Constitution. **Ordinary Resolution 3**
- To re-appoint Messrs. ChengCo PLT as the Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 4**
- To approve the payment of Directors' fees of up to RM212,400 and Directors' benefits of up to RM12,000 from 25 January 2024 to next Annual General Meeting of the Company. **Ordinary Resolution 5**

As Special Business

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

- AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS** **Ordinary Resolution 6**

"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.

AND FURTHER THAT pursuant to Section 85 of the Act read together with Rule 76.1 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act; AND THAT the Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** **Ordinary Resolution 7**

"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:

- 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;
- 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
- the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:
 - 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;
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - 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)
Secretaries

Kuala Lumpur
26 December 2023

Notes:

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 (COVID-19), the 36th 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/9rDC8>. Please follow the procedures provided in the Administrative Guide of the 36th AGM in order to register, participate and vote remotely.
- The Broadcast Venue of the 36th 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 36th AGM.
- Members may submit questions to the Board of Directors prior to the 36th AGM to shaun@brightpack.net not later than 9.00 a.m. on Wednesday, 24 January 2024 or to use the Question and Answer platform to transmit questions to Board of Directors during live streaming.
- Since the 36th 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 36th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 10 January 2024 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 Notes 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 6 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 25 January 2024 up till the next Annual General Meeting of the Company in 2025. The benefits comprise meeting allowances payable to directors.
- Item 7 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 6, 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.
The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 ("the Act") shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Rule 76.1 of the Constitution of the Company, which will result in a dilution to their shareholding percentage in the Company.
- 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 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 26 December 2023.



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**ADMINISTRATIVE NOTES
FOR THE 36th ANNUAL GENERAL MEETING ("36th AGM")**

Date : **Wednesday, 24 January, 2024**
Time : **0900 hours**
Broadcast Venue : **No. 23, Jalan Delima 1/3, Subang Hi-Tech Industrial Park, 40000 Shah Alam, Selangor Darul Ehsan**

Voting via Digital Ballot Form at a Virtual 36th AGM

1. **Shareholders will not be allowed to attend the 36th AGM in person at the Broadcast Venue on the day of the meeting.** Shareholders who wish to participate the AGM will therefore have to do so remotely. Pre-registration of attendance is required via the online registration <https://vps.megacorp.com.my/j9rDC8> (please refer to para 4 for further details). After the registration is validated and accepted, Shareholders will receive an email on the meeting link and to grant access to the **Digital Ballot Form ("DBF")**.
2. With the DBF and meeting link, you may exercise your right as a shareholder of the Company to vote during the AGM, at the comfort of your home or from any location.
3. Shareholders may use the *Questions' Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the AGM:
AGM-support.BPI@megacorp.com.my

Registration Procedure

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the 36th AGM online:
 - a. Open this link <https://vps.megacorp.com.my/j9rDC8>, or scan the QR code at the top right corner of this document, and submit all requisite details at least forty-eight (48) hours before the date of the AGM.
 - b. Only Shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator:

Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan **or**;
Submit via e-mail to:
AGM-support.BPI@megacorp.com.my
 - d. For corporate Shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
 - e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** – for the Live-Streaming Session
 - ii. **DBF** – for Voting Purposes

Record of Depositors (“ROD”) for the 36th AGM

5. The date of ROD for the 36th AGM is Wednesday, 10 January, 2024. As such, only Shareholders whose name appear in the ROD shall be entitled to participate, speak and vote at the AGM or appoint proxy(ies) / corporate representative(s) to participate, speak and vote on his / her behalf

Poll Voting

6. The voting of the 36th AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

Enquiry

If you have any enquiries on the above, please contact the following during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.BPI@megacorp.com.my
Tel : +60 (3) 2692 4271
Alfred : +60 (12) 912 2734
Hisham : +60 (12) 252 9136