

# Announcement

## GENERAL MEETINGS: Notice of Meeting

### PARAGON UNION BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	Paragon Union Berhad Twenty-Third Annual General Meeting
Date of Meeting	08 Jun 2017
Time	10:30 AM
Venue	Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur
Date of General Meeting	02 Jun 2017
Record of Depositors	

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### Announcement Info

Company Name	PARAGON UNION BERHAD
Stock Name	PARAGON
Date Announced	27 Apr 2017
Category	General Meeting
Reference Number	GMA-27042017-00057



# PARAGON UNION BERHAD

(Company No. 286457-V)

## NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting ("AGM") of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian Club, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 8 June 2017 at 10.30 a.m. for the following purposes:-

### AGENDA

- |                                                                                                                                                               |                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. | <b>Please refer to Note B on this agenda</b> |
| 2. To approve the payment of Directors' fees for the financial year ended 31 December 2016.                                                                   | <b>Resolution 1</b>                          |
| 3. To approve the payment of Directors' fees for the financial year ending 31 December 2017.                                                                  | <b>Resolution 2</b>                          |
| 4. To re-elect Mr. Fung Beng Ee who is retiring as a Director of the Company in accordance with Article 75 of the Company's Articles of Association.          | <b>Resolution 3</b>                          |
| 5. To re-appoint Messrs. Morison Anuarul Azizan Chew, the retiring Auditors and to authorise the Board of Directors to fix their remuneration.                | <b>Resolution 4</b>                          |

### SPECIAL BUSINESS

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

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 6. <b>Authority for Mr. Michael Lim Hee Kiang to continue in office as Senior Independent Non-Executive Director</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Resolution 5</b> |
| <p>"THAT authority be and is hereby given to Mr. Michael Lim Hee Kiang who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next annual General Meeting in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012."</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                     |
| 7. <b>Authority for Directors to issue and allot shares in the Company pursuant to Section 75 of the Companies Act, 2016</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Resolution 6</b> |
| <p>"THAT, subject to the Companies Act, 2016, the Articles of Association of the Company and the approval from the relevant authorities, where such approval is necessary, the Directors be and are hereby authorised, pursuant to Section 75 of the Companies Act, 2016, to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company (excluding treasury shares) for the time being <b>AND THAT</b> the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued."</p> |                     |
| 8. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                     |

By Order Of The Board

**PARAGON UNION BERHAD**

**WONG YOUN KIM (MAICSA 7018778)**

Company Secretary  
Kuala Lumpur

28 April 2017

### Notes:-

#### A. Appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
3. A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he(she) shall specify the proportion of his(her) shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
5. The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 2 June 2017 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his(her) behalf.

#### B. Audited Financial Statements for the Financial Year ended 31 December 2016

The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1) (a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

#### (a) Authority for Mr. Michael Lim Hee Kiang to continue in office as Senior Independent Non-Executive Director

Mr. Michael Lim Hee Kiang has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. However, he has met the criteria under the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR"). He has at all times exercised his independency in all matters in the best interest of the Company. He has been with the Company long and therefore understands the Company's operations which enable him to contribute actively and effectively during deliberations or discussions at the meeting. Thus, the Board has recommended that he should be retained as an Independent Non-Executive Director.

#### (b) Authority for Directors to Allot and Issue Shares

The proposed Resolution 6 under item 7 of the Agenda, if passed, from the date of the above Annual General Meeting, will empower the Directors of the Company, with the authority to allot and issue shares in the Company up to an amount not exceeding 10% of the issued capital of the Company (excluding treasury shares) for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate sought to grant authority to Directors to allot and issue of shares is a renewal of the mandate that was approved by the shareholders at the Twenty-Second Annual General Meeting held on 8 June 2016. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twenty-Second Annual General Meeting as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.