

Announcement

Subject : PARAGON UNION BERHAD ("Paragon")
- Notice of the Sixteenth Annual General Meeting ("16th AGM")

Date Announced : 03/06/2010

Reference No. : CC-100603-40A73

Type : Announcement

Company Name : Paragon Union Berhad

Stock Name : Paragon

Content:

We wish to announce that the 16th AGM of Paragon will be held at the Classics 2, Holiday Villa, No. 9 Jalan SS12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 June 2010 at 10.00 a.m..

The Board of Directors of Paragon is proposing to amend its Articles of Association in line with the implementation of the Electronic Dividend Payment ("eDividend"). The relevant resolution on the proposed amendment to the Articles of Association of the Company would be tabled for the shareholders' consideration at the forthcoming 16th AGM.

Attached herewith a copy of the Notice of 16th AGM of Paragon for your kind attention.



NOTICE IS HEREBY GIVEN THAT the Sixteenth (16th) Annual General Meeting of the Company will be held at the Classics 2, Holiday Villa, No.9 Jalan 5512/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 June 2010 at 10.00 a.m, for the following purposes:-

AGENDA
ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2009 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' Fees for the year ended 31 December 2009. **Resolution 1**
3. To re-elect Mr. Toh Hong Wooi who is retiring as Director of the Company in accordance with Article 75 of the Company's Articles of Association. **Resolution 2**
4. To re-appoint Messrs. Anuarul Azizan Chew & Co., the retiring Auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 3**

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modifications, the following Resolution:-
 - 5.1 **Ordinary Resolution** **Resolution 4**
 - **Authority For Directors To Allot And Issue Shares**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue 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 and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities."
 - 5.2 **Special Resolution** **Resolution 5**
 - **Proposed Amendment to the Articles of Association**

"THAT the existing Article 129 in the Articles of Association of the Company be deleted in its entirety and the following be substituted in lieu thereof:

Any dividend or other money payable in cash on or in respect of a share may be paid by cheque or warrant sent through post to the registered address of the member or person entitled thereto, or, if several persons are entitled in consequence of the death or bankruptcy of the holder, to anyone of such persons or to such persons and such address as such persons may by writing direct or by directly crediting the dividend entitlement into the member's bank account as provided to the Central Depository from time to time. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or such person as the holder may direct and payment of the cheque or the direct crediting to the member's bank account shall be a good discharge to the Company. Every such cheque or warrant shall be sent or directly credited to the member's bank account at the risk of the person entitled to the money represented thereto. Where the members have provided to the Central Depository the relevant contact details for purposes of electronic notifications, the Company shall notify them electronically once the Company has paid the cash dividends into the member's bank account."

ANY OTHER BUSINESS

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, 1965.

BY ORDER OF THE BOARD PARAGON UNION BERHAD

NG YIM KONG (LS 0009297)
Company Secretary

Petaling Jaya
Date: 4 June 2010

Notes:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his(her) behalf.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1){b) of the Companies Act, 1965 shall not apply to the Company.
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. 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, must be executed under its common seal or by its duly authorised attorney or officers.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Unit 07-02, Level 7, Menara Luxor, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

a) Authority For Directors To Allot And Issue Shares

The proposed Resolution 4 under item 5.1 of the Agenda, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued capital of the Company 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 Fifteenth Annual General Meeting held on 29 June 2009. 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 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 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 Fifteenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

b) Proposed Amendment To The Articles Of Association

The proposed Resolution 5 under item 5.2 of the Agenda is to amend Article 129 of the Company's Articles of Association in line with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad in relation to the implementation of eDividend.