

# Announcement

**Subject** : PARAGON UNION BERHAD ("Paragon")  
- Notice of the Thirteenth Annual General Meeting

**Date Announced** : 01/06/2007

**Reference No.** : CC-070601-59394

**Type** : Announcement

**Company Name** : Paragon Union Berhad

**Stock Name** : Paragon

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## Content:

We wish to announce that the Thirteenth Annual General Meeting ("13th AGM") of Paragon will be held at the Victorian I, Holiday Villa, No. 9 Jalan SS12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 26 June 2007 at 11.00 a.m..

Attach herewith a copy of the Notice of 13th AGM of Paragon for your kind attention.



**NOTICE IS HEREBY GIVEN THAT** the Thirteenth Annual General Meeting of the Company will be held at the Victorian I, Holiday Villa, No. 9 Jalan SS12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 26 June 2007 at 11.00 a.m. for the following purposes:

#### AGENDA

##### ORDINARY BUSINESS

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|---|--------------|
| 1. To receive the Audited Financial Statements for the year ended 31 December 2006 together with the Directors' and Auditors' Reports thereon.                          | Resolution 1 |
| 2. To approve the payment of Directors' Fees for the year ended 31 December 2006.   | Resolution 2 |
| 3. To approve a First and Final Dividend of 1% less tax at 27% for the year ended 31 December 2006.   | Resolution 3 |
| 4. To re-elect Mr. Tan Onn Poh who is retiring as Director of the Company in accordance with Article 75 of the Company's Articles of Association.                       | Resolution 4 |
| 5. To re-elect Mr. Teoh Tek Siong who is retiring as Director of the Company in accordance with Article 75 of the Company's Articles of Association.                    | Resolution 5 |
| 6. To re-elect Dato' Zainol Abidin Bin Haji A. Hamid who is retiring as Director of the Company in accordance with Article 75 of the Company's Articles of Association. | Resolution 6 |
| 7. To re-appoint Messrs. Moores Rowland, the retiring Auditors and to authorise the Board of Directors to fix their remuneration.                                       | Resolution 7 |

##### SPECIAL BUSINESS

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

###### Ordinary Resolution 1

Resolution 8

###### • Renewal Of Shareholders' Approval For The Proposed Share Buy-Back

"**THAT** subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Twelfth Annual General Meeting of the Company held on 22 June 2006, authorising the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back. The audited retained profits of the Company stood at RM4,830,100.00 for the financial year ended 31 December 2006.

**AND THAT** upon completion of the purchase by the Company of its own shares, the Directors be and are hereby authorised to cancel such shares or retain such shares as the treasury shares or a combination of both. The Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the shareholders of the Company or subsequently cancel the treasury shares or any combination of the three (3).

**AND FURTHER THAT** the Directors be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM 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 occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

###### Ordinary Resolution 2

Resolution 9

###### • 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."

##### Special Resolution

Resolution 10

###### • Amendments To Articles Of Association

"**THAT** the proposed alterations, modifications, amendments or deletions to the Articles of Association of the Company as contained in Appendix A be and are hereby approved."

##### ANY OTHER BUSINESS

To transact any other ordinary 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.

##### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN THAT** the First and Final Dividend of 1% less tax at 27% in respect of the financial year ended 31 December 2006 will be payable on 8 August 2007 to Depositors registered in the Record of Depositors at the close of business on 20 July 2007.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 20 July 2007 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD  
**PARAGON UNION BERHAD**

NG YIM KONG (LS 0008343)  
Company Secretary

Petaling Jaya  
Date: 4 June 2007

##### Notes:

- 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.
- 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.
- 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.
- 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.
- 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) Renewal Of Shareholders' Approval For The Proposed Share Buy-Back

The proposed Resolution 8 above, is to renew the shareholders' approval for the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company on Bursa Malaysia Securities Berhad. Shareholders are requested to refer to the Share Buy-Back Statement dated 4 June 2007 which is despatched together with the Company's Annual Report 2006 for additional information.

###### b) Authority For Directors To Allot And Issue Shares

The proposed Resolution 9 above, if passed, will give the Directors of the Company authority to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company without having to convene a general meeting. This authority, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

###### c) Amendments To Articles Of Association

The proposed Resolution 10 is to amend the Company's Articles of Association in line with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad. The details of the amendments are set out in the circular to shareholders dated 4 June 2007 which is despatched together with the Company's Annual Report 2006 for additional information.