Announcement

Subject	:	SEVENTH ANNUAL GENERAL MEETING
Date Announced	:	15/05/2001
Reference No.	:	C&-010515-4752B
Type	:	Announcement
Company Name	:	Paragon Union Berhad
Stock Name	:	Paragon

Content:

On behalf of the Board of Directors of Paragon Union Berhad, I wish to announce that the following Special Business were approved by the Shareholders at the Seventh Annual General Meeting of Paragon Union Berhad held on Tuesday, 15 May 2001 at 11.00 a.m. at the Ballroom, Equatorial Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur:

SPECIAL BUSINESS:

RESOLUTION 6

Special Resolution
- Proposed Adoption Of New Articles Of Association

"**THAT** the Articles of Association of the Company in the form contained in Appendix II of the Circular to the Shareholders dated 20 April 2001 be and is hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association."

RESOLUTION 7

Ordinary Resolution
- Proposed Purchase By The Company Of Its Own Shares

"**THAT** subject to Companies Act, 1965, the Company's Articles of Association, the requirements of the Kuala Lumpur Stock Exchange ["KLSE"] and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM1.00 each in the Company ["Proposed Purchases"] as may be determined by the Directors of the Company from time to time through the KLSE upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution shall not exceed 7,000,000 ordinary shares of RM1.00 each representing ten per centum (10%) of the total issued and paid-up share capital of the Company as at 21 March 2001 and an amount not exceeding the retained profits and/or share premium account of the Company be allocated by the Company for the Proposed Shares Buy-Back **AND THAT** at the discretion of the Directors of the Company, the shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the KLSE **AND FURTHER THAT** the Directors of the Company be and are hereby authorised and empowered to do all acts and things to give effect to the Proposed Shares Buy-Back **AND FURTHER THAT** such authority shall commence immediately upon passing of this ordinary resolution until:

(i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or

(iii) revoked or varied by ordinary resolution of the Shareholders of the Company at a general meeting;

whichever is earlier but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by the KLSE or any other relevant authorities."

RESOLUTION 8

Ordinary Resolution
- Authority for Directors to Allot and Issue Shares

"**THAT** subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued capital of the Company at the time of issue and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."