



Subject	:	PARAGON UNION BERHAD - NOTICE OF ANNUAL GENERAL MEETING
Date Announced	:	19/04/2001
Reference No.	:	C&-010419-662A4
Type	:	Announcement
Company Name	:	Paragon Union Berhad
Stock Name	:	Paragon

Content:

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of the Company will be held at the Ballroom, Equatorial Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 15 May 2001 at 11.00 a.m. for the following purposes :-

AGENDA

ORDINARY BUSINESS			Resolution 1
1) To receive and adopt the Audited Financial Statements for the year ended 31 December 2000 together with the Directors' and Auditors' Reports thereon.			
2) To approve the payment of Directors' fees for the year ended 31 December 2000.			Resolution 2
3) To re-elect Mr. Tan Hong Kien who is retiring as Director of the Company in accordance with Article 65 of the Company's Articles of Association.			Resolution 3
4) To re-elect Dato' Zainol Abidin Bin Haji A. Hamid who is retiring as Director of the Company in accordance with Article 70 of the Company's Articles of Association.			Resolution 4
5) To re-appoint Messrs Moores Rowland, the retiring Auditors, and to authorise the Board of Directors to fix their remuneration.			Resolution 5
SPECIAL BUSINESS			Resolution 6
To consider and, if thought fit, to pass with or without modifications, the following Special and Ordinary Resolutions :-			
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
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			

<p>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:</p> <p>(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;</p> <p>(ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or</p> <p>(iii) revoked or varied by ordinary resolution of the Shareholders of the Company at a general meeting;</p> <p>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."</p>		
<p>8) Ordinary Resolution - Authority for Directors to Allot and Issue Shares</p> <p>"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."</p>		Resolution 8
<p>ANY OTHER BUSINESS</p> <p>9) 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.</p>		

BY
PARAGON

ORDER

OF
UNION

THE

BOARD
BERHAD

Lim Phooi Kee (MIA2759)
Ng Yim Kong (LS00198)
Company Secretaries

Kuala Lumpur

Dated : 20 April 2001

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.
- The Proxy Form 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 10th Floor-Tower Block, Kompleks Antarabangsa, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

EXPLANATORY NOTES ON SPECIAL BUSINESS

a) Resolution pursuant to the Proposed Adoption of New Articles of Association

The proposed Special Resolution under item 6 above, is to bring the Articles in line with the amendments made to the Companies Act, 1965, the Securities Industry (Central Depositories) Act, 1991 and the revamped Kuala Lumpur Stock Exchange Listing Requirements.

b) Resolution pursuant to the Proposed Shares Buy-Back

The proposed Ordinary Resolution under item 7 above, is to seek the renewal of authority for the Company to purchase and/or hold up to a maximum of 7,000,000 ordinary shares of RM1.00 each representing 10% of the issued and paid-up share capital of the Company of 70,000,000 ordinary shares of RM1.00 each on the Kuala Lumpur Stock Exchange.

c) Resolution pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution under item 8 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, 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 interest of the Company. This authority unless revoked or varied at a General Meeting will expire at the next Annual General Meeting.