

Announcement

GENERAL MEETINGS: Notice of Meeting

PARAGON UNION BERHAD

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| Type of Meeting | Annual General Meeting |
| Indicator | Notice of Meeting |
| Description | Paragon Union Berhad Twenty-Fifth Annual General Meeting |
| Date of Meeting | 19 Jun 2019 |
| Time | 11:30 AM |
| Venue | Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur |
| Date of General Meeting | 12 Jun 2019 |
| Record of Depositors | |

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| Company Name | PARAGON UNION BERHAD |
| Stock Name | PARAGON |
| Date Announced | 29 Apr 2019 |
| Category | General Meeting |
| Reference Number | GMA-29042019-00010 |



PARAGON UNION BERHAD

(Company No. 286457-V)

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting ("AGM") of the Company will be held at Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 19 June 2019 at 11.30 a.m. for the following purposes:-

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. | Please refer to Note B on this agenda |
| 2. To approve the Directors' fees payable up to an amount of RM 192,000.00 for the financial year ending 31 December 2019. | Ordinary Resolution 1 |
| 3. To re-elect Mr. Lee Choon Hee who is retiring as a Director of the Company in accordance with Article 75 of the Company's Articles of Association. | Ordinary Resolution 2 |
| 4. To re-appoint Messrs. Morison Anuarul Azizan Chew, the retiring Auditors and to authorise the Board of Directors to fix their remuneration. | Ordinary Resolution 3 |

SPECIAL BUSINESS

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

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| 5. Proposed Retention of Independent Non-Executive Director "THAT Mr Fung Beng Ee be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director notwithstanding that he has been on the Board of the Company for a cumulative term of more than nine (9) years. | Ordinary Resolution 4 |
| 6. Authority for Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016 "THAT subject always to the Companies Act, 2016 ("Act"), Articles of Association of the Company, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 76 of the Companies Act, 2016, to issue and allot shares in the Company at any time 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 pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | Ordinary Resolution 5 |
| 7. Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution") "THAT the existing Company's Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Appendix A to Shareholders accompanying the Company's 2018 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect. AND THAT the Directors of the Company be and are hereby authorised to do all such acts and take such steps that may be necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications, and/or amendments as may be required by any relevant authorities." | Special Resolution |
| 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
30 April 2019

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 12 June 2019 (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 2018

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

Ordinary Resolution 4 - Proposed Retention of Independent Non-Executive Director

The Board through the Nominating Committee (NC), has determined that Mr. Fung Beng Ee is fair and impartial in carrying out his duties to the Company. As Director, he continues to bring independent and objective judgements to Board deliberations and decision-making process as a whole. He also has vast and diverse range of experiences and brings the right mix of skills to the Board. The Board therefore, endorsed the NC's recommendation for him to be retained as Independent Director.

Ordinary Resolution 5 - Authority For Directors To Issue and Allot Shares

The proposed Ordinary Resolution 5 under item 6 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 issue and allot 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 issue and allot of shares is a renewal of the mandate that was approved by the shareholders at the Twenty-Fourth Annual General Meeting held on 5 June 2018. 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-Fourth Annual General Meeting as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.

Special Resolution - Proposed Adoption of New Constitution

The Special Resolution will align the Constitution of the Company with the relevant provisions of the Companies Act, 2016, the updated Main Market Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The proposed New Constitution is set out in the Appendix A accompanying the Annual Report.

This special resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.