

# Announcement

**Subject** : PARAGON UNION BERHAD  
 - NOTICE OF EIGHTH ANNUAL GENERAL MEETING  
**Date Announced** : 29/04/2002  
**Reference No.** : C&-020429-1ADBD  
**Type** : Announcement  
**Company Name** : Paragon Union Berhad  
**Stock Name** : Paragon

## Content:

**NOTICE IS HEREBY GIVEN THAT** the Eighth Annual General Meeting of the Company will be held at the Cempaka Raya Room, Equatorial Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 23 May 2002 at 11.00 a.m. for the following purposes:

## A G E N D A

<b>ORDINARY BUSINESS</b> 1. To receive the Audited Financial Statements for the year ended 31 December 2001 together with the Directors' and Auditors' Reports thereon.		Resolution 1
2. To approve the payment of Directors' fees for the year ended 31 December 2001.		Resolution 2
3. To approve a First and Final Dividend of 5% less tax at 28% for the year ended 31 December 2001.		Resolution 3
4. To re-elect Mr. Wong Thiam Loy 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. Tan Onn Poh, the Managing Director, 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 Mr. Michael Lim Hee Kiang 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
<b>SPECIAL BUSINESS</b>  To consider and, if thought fit, to pass with or without modifications, the following Ordinary Resolutions: 8. Ordinary Resolution - Proposed Purchase By The Company Of Its Own Shares  <b>"THAT</b> 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,		Resolution 8

<p>the Company be and is hereby authorised to purchase and/or hold up to 4,319,000 ordinary shares of RM1.00 each of the Company ("shares") which together with the 2,681,000 ordinary shares of RM1.00 each already purchased earlier and held as treasury shares, represents 10% of the issued and paid-up share capital of 70,000,000 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 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 <b>AND THAT</b> 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 <b>AND FURTHER THAT</b> 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 <b>AND FURTHER THAT</b> 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."</p>		
<p>9. Ordinary Resolution</p> <p>· Authority for Directors to Allot and Issue Shares</p> <p><b>"THAT</b> 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 9
<p><b>ANY OTHER BUSINESS</b></p> <p>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 ORDER OF THE BOARD  
**PARAGON UNION BERHAD**

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Lim Phooi Kee (MIA 2759)  
Ng Yim Kong (LS 0008343)  
Company Secretaries

Kuala Lumpur

Date: 30 April 2002

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.*
- *A member may appoint more than one Proxy to attend the same Meeting. Where a member appoints two or more Proxies, he shall specify the proportion of his shareholdings to be represented by each Proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one Proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- *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**

### **1. Resolution pursuant to the Proposed Shares Buy-Back**

For further information on the Proposed Shares Buy-Back, please refer to the Circular to Shareholders dated 30 April 2002 enclosed together with the Company's 2001 Annual Report.

### **2. Resolution pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution under item 9 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.