

Announcement

Subject : NOTICE OF EXTRAORDINARY GENERAL MEETING
Date Announced : 23/11/2000
Reference No. : C&-001123-AFC6A
Type : Announcement
Company Name : Paragon Union Berhad
Stock Name : Paragon

Content:

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Paragon Union Berhad will be held at CempakaRaya Room, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur on 18 December 2000 at 11.00 a.m. and at any adjournment thereof, for the purpose of considering and if thought fit passing, with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

THAT the following new object clause 3 (58) be inserted immediately after the existing object clause 3 (57):

"To purchase its own shares in the manner and to the extent permitted by and subject to the provisions of the Act and the requirements of the Kuala Lumpur Stock Exchange and any applicable laws, rules, regulations and guidelines for the time being in force, including any modifications, amendments and re-enactments in relation thereto."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT subject to the passing of Special Resolution 1 above, the following new Article 4 (6) be inserted immediately after the existing Article 4 (5):

"The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the KLSE and any other relevant authorities in respect thereof for the time being in force to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the KLSE and any other relevant authorities in respect thereof."

ORDINARY RESOLUTION

PROPOSED SHARE PURCHASE MANDATE

"THAT subject to the passing of Special Resolutions 1 and 2 above, the Act, the Company's Articles of Association, the requirements of the Kuala Lumpur Stock Exchange ["KLSE"] and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company ["Proposed Share Purchase Mandate"] 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 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 31 October 2000 and an amount not exceeding the retained profits and/or share premium account of the Company be allocated by the Company for the Proposed Share Purchase Mandate 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 empowered to do all acts and things to give effect to the Proposed Share Purchase Mandate 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."

BY ORDER OF THE BOARD

LIM PHOOI KEE (MIA2759)
NG YIM KONG (LS00198)
Company Secretaries

Kuala Lumpur

Date: 24 November 2000

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.