

# Announcement

**Subject** : PARAGON UNION BERHAD ("PUB" or the "Company")  
Notice of Extraordinary General Meeting

**Date Announced** : 30/05/2005

**Reference No.** : OD-050530-65617

**Type** : Announcement

**Company Name** : Paragon Union Berhad

**Stock Name** : Paragon

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## Content:

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Paragon Union Berhad ("PUB" or "Company") will be held at Classics 2 Room, Level 3, Holiday Villa, No 9, Jalan SS12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 22 June 2005 at 11.30 a.m., or immediately following the conclusion or adjournment (as the case may be) of the Eleventh Annual General Meeting ("AGM") of PUB, which will be held at the same venue and the same day at 11.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions:

## ORDINARY RESOLUTION 1

### **PROPOSED PURCHASE BY PUB OF ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

**"THAT** subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of PUB from time to time through Bursa Securities upon such terms and conditions as the Directors of PUB 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 Share Buy-Back. The audited retained profits of the Company stood at RM3,652,945 for the financial year ended 31 December 2004.

**AND THAT** upon completion of the purchase by the Company of its own shares, the Directors of PUB be and are hereby authorised to cancel such shares or retain such shares as the treasury shares or a combination of both. The Directors of PUB are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the shareholders of PUB or subsequently cancel the treasury shares or any combination of the three.

**AND FURTHER THAT** the Directors of PUB be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;

- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of PUB deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES’ SHARE OPTION SCHEME**

“**THAT** approval be and is hereby given to the Directors of the Company to:

(i) establish and administer an employees’ share option scheme (“ESOS”) in accordance with the By-Laws of the ESOS as set out in Appendix I of the Circular to Shareholders dated 31 May 2005 (“Circular”) for the benefit of the eligible employees and directors (including both executive and non-executive directors) of PUB and its subsidiaries (“PUB Group”) which are not dormant under which options will be granted to such eligible employees and directors to subscribe for new PUB Shares and to give effect to the ESOS with full powers to assent to any modifications and/or amendments as may be required by any relevant authorities as the Directors may in their discretion deem fit;

(ii) allot and issue such number of new ordinary shares in the share capital of the Company, from time to time during the duration of the ESOS, pursuant to the exercise of the options granted under the ESOS provided that the total number of new PUB Shares to be issued under the ESOS shall not exceed fifteen percent (15%), or any such amount or percentage as may be permitted by the relevant authorities, of the total issued and paid-up ordinary share capital of the Company at any one time during the existence of the ESOS and such new PUB shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing PUB Shares of the Company provided that the new PUB Shares so allotted and issued, shall not be entitled to any dividends, rights, allotments and/or other distributions declared, the entitlement date of which is prior to the date of allotment and issuance of the said new PUB Shares;

(iii) do all things necessary including but not limited to the application to Bursa Securities for approval to deal in and for the listing of and quotation for the new PUB Shares to be allotted and issued upon exercise of options granted under the ESOS;

(iv) modify and/or amend the By-Laws of the ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws of the ESOS as contained in the Circular and to enter into all such transactions, arrangements and/or agreements as may be necessary or expedient in order to give full effect to the ESOS; and

(v) to extend the ESOS, if the Board of Directors of PUB deems fit, for up to a maximum period of an additional five (5) years (“ESOS Extension”) and that the Board of Directors be and are hereby authorised to implement the ESOS Extension and to do all such acts including entering into all such transactions, arrangements and/or agreements as may be necessary or expedient in order to give full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.

**AND THAT** the proposed By-Laws of the ESOS of PUB as set out in Appendix I of the Circular, which is in compliance with the Listing Requirements of Bursa Securities, be hereby approved.”

### **ORDINARY RESOLUTION 3**

#### **PROPOSED GRANT OF OPTIONS TO Tan Sri Dato’ Kamaruzzaman Bin Shariff**

“**THAT** subject to the passing of Ordinary Resolution 2 above, the Company and the Directors of PUB be and are hereby authorised, at any time and from time to time during the duration of the ESOS, to offer and to grant to Tan Sri Dato’ Kamaruzzaman bin Shariff, being the Independent Non-Executive Chairman of the Company, options to subscribe for new PUB Shares in accordance with the provisions of the By-Laws of the ESOS as set out in Appendix I of the Circular, subject to:

(i) not more than 50% of the ordinary shares which are available to be allotted under the ESOS are allotted, in aggregate, to eligible directors and members of the senior management of the PUB Group; and

(ii) not more than 10% of the ordinary shares which are available to be allotted under the ESOS are allotted to any individual eligible director or employee who either singly or collectively through persons connected (as defined in paragraph 1.01 of the Listing Requirements), holds 20% or more of the issued and paid-up share capital of the Company.”

### **ORDINARY RESOLUTION 4**

#### **PROPOSED GRANT OF OPTIONS TO TAN ONN POH**

“**THAT** subject to the passing of Ordinary Resolution 2 above, the Company and the Directors of PUB be and are hereby authorised, at any time and from time to time during the duration of the ESOS, to offer and to grant to Tan Onn Poh, being the Managing Director of the Company, options to subscribe for new PUB Shares in accordance with the provisions of the By-Laws of the ESOS as set out in Appendix I of the Circular, subject to:

(i) not more than 50% of the ordinary shares which are available to be allotted under the ESOS are allotted, in aggregate, to eligible directors and members of the senior management of the PUB Group; and

(ii) not more than 10% of the ordinary shares which are available to be allotted under the ESOS are allotted to any individual eligible director or employee who either singly or collectively through persons connected (as defined in paragraph 1.01 of the Listing Requirements), holds 20% or more of the issued and paid-up share capital of the Company.”

### **ORDINARY RESOLUTION 5**

#### **PROPOSED GRANT OF OPTIONS TO TAN HONG KIEN**

“**THAT** subject to the passing of Ordinary Resolution 2 above, the Company and the Directors of PUB be and are hereby authorised, at any time and from time to time during the duration of the ESOS, to offer and to grant to Tan Hong Kien, being the Executive Director of the Company, options to subscribe for new PUB Shares in accordance with the provisions of the By-Laws of the ESOS as set out in Appendix I of the Circular, subject to:

(i) not more than 50% of the ordinary shares which are available to be allotted under the ESOS are allotted, in aggregate, to eligible directors and members of the senior management of the PUB Group; and

(ii) not more than 10% of the ordinary shares which are available to be allotted under the ESOS are allotted to any individual eligible director or employee who either singly or collectively through persons connected (as defined in paragraph 1.01 of the Listing Requirements), holds 20% or more of the issued and paid-up share capital of the Company.”

## **ORDINARY RESOLUTION 6**

### **PROPOSED GRANT OF OPTIONS TO YAP KIANG SIANG**

“**THAT** subject to the passing of Ordinary Resolution 2 above, the Company and the Directors of PUB be and are hereby authorised, at any time and from time to time during the duration of the ESOS, to offer and to grant to Yap Kiang Siang, being the Executive Director of the Company, options to subscribe for new PUB Shares in accordance with the provisions of the By-Laws of the ESOS as set out in Appendix I of the Circular, subject to:

(i) not more than 50% of the ordinary shares which are available to be allotted under the ESOS are allotted, in aggregate, to eligible directors and members of the senior management of the PUB Group; and

(ii) not more than 10% of the ordinary shares which are available to be allotted under the ESOS are allotted to any individual eligible director or employee who either singly or collectively through persons connected (as defined in paragraph 1.01 of the Listing Requirements), holds 20% or more of the issued and paid-up share capital of the Company.”

## **ORDINARY RESOLUTION 7**

### **PROPOSED GRANT OF OPTIONS TO MICHAEL LIM HEE KIANG**

“**THAT** subject to the passing of Ordinary Resolution 2 above, the Company and the Directors of PUB be and are hereby authorised, at any time and from time to time during the duration of the ESOS, to offer and to grant to Michael Lim Hee Kiang, being the Independent Non-Executive Director of the Company, options to subscribe for new PUB Shares in accordance with the provisions of the By-Laws of the ESOS as set out in Appendix I of the Circular, subject to:

(i) not more than 50% of the ordinary shares which are available to be allotted under the ESOS are allotted, in aggregate, to eligible directors and members of the senior management of the PUB Group; and

(ii) not more than 10% of the ordinary shares which are available to be allotted under the ESOS are allotted to any individual eligible director or employee who either singly or collectively through persons connected (as defined in paragraph 1.01 of the Listing Requirements), holds 20% or more of the issued and paid-up share capital of the Company.”

## **ORDINARY RESOLUTION 8**

### **PROPOSED GRANT OF OPTIONS TO TEOH TEK SIONG**

“**THAT** subject to the passing of Ordinary Resolution 2 above, the Company and the Directors of PUB be and are hereby authorised, at any time and from time to time during the duration of the ESOS, to offer and to grant to Teoh Tek Siong, being the Independent Non-Executive Director of the Company, options to subscribe for new PUB Shares in accordance with the provisions of the By-Laws of the ESOS as set out in Appendix I of the Circular, subject to:

(i) not more than 50% of the ordinary shares which are available to be allotted under the ESOS are allotted, in aggregate, to eligible directors and members of the senior management of the PUB Group; and

(ii) not more than 10% of the ordinary shares which are available to be allotted under the ESOS are allotted to any individual eligible director or employee who either singly or collectively through persons connected (as defined in paragraph 1.01 of the Listing Requirements), holds 20% or more of the issued and paid-up share capital of the Company.”

## **ORDINARY RESOLUTION 9**

### **PROPOSED GRANT OF OPTIONS TO Dato' Zainol Abidin bin Haji A. HAMID**

“**THAT** subject to the passing of Ordinary Resolution 2 above, the Company and the Directors of PUB be and are hereby authorised, at any time and from time to time during the duration of the ESOS, to offer and to grant to Dato' Zainol Abidin bin Haji A. Hamid, being the Independent Non-Executive Director of the Company, options to subscribe for new PUB Shares in accordance with the provisions of the By-Laws of the ESOS as set out in Appendix I of the Circular, subject to:

(i) not more than 50% of the ordinary shares which are available to be allotted under the ESOS are allotted, in aggregate, to eligible directors and members of the senior management of the PUB Group; and

(ii) not more than 10% of the ordinary shares which are available to be allotted under the ESOS are allotted to any individual eligible director or employee who either singly or collectively through persons connected (as defined in paragraph 1.01 of the Listing Requirements), holds 20% or more of the issued and paid-up share capital of the Company.”

By Order of the Board  
**PARAGON UNION BERHAD**

Ng Yim Kong (LS 0008343)  
Company Secretary

Petaling Jaya  
Date: 31 May 2005

*Notes:*

- 1. 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.*
- 2. 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.*
- 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 shall specify the proportion of his shareholdings to be represented by each proxy.*
- 4. 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, must be executed under its common seal or by its duly authorised attorney or officers.*
- 5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Unit 07-02, Level 7, Menara Luxor, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.*