

# Announcement

**Subject** : PARAGON UNION BERHAD  
-Notice of the Eleventh Annual General Meeting

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

**Reference No.** : CC-050530-189B1

**Type** : Announcement

**Company Name** : Paragon Union Berhad

**Stock Name** : Paragon

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## Content:

**NOTICE IS HEREBY GIVEN THAT** the Eleventh Annual General Meeting of the Company will be held at the 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 11.00 a.m. for the following purposes:

## A G E N D A

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2004 together with the Directors' and Auditors Reports thereon. Resolution 1
2. To approve the payment of Directors' fees for the year ended 31 December 2004. Resolution 2
3. To approve a First and Final Dividend of 1% less tax at 28% for the year ended 31 December 2004. Resolution 3
4. 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 4
5. To re-elect Mr. Teoh Tek Siong 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 Tan Sri Dato' Kamaruzzaman Bin Shariff who is retiring as Director of the Company's Articles of Association. Resolution 5
7. To re-appoint Messrs. Moores Rowland, the retiring Auditors and to authorise the Board of Directors to fix their remuneration. Resolution 6

### SPECIAL BUSINESS

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

**Ordinary Resolution**

Resolution 8

- Authority for Directors to Allot and Issue Shares

“**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 to be in force until the conclusion of the next Annual General Meeting of the Company.”

#### **Special Resolution No. 1**

Resolution 9

- Proposed Amendment to Article 4(d) of the Articles of Association of the Company

**THAT** the existing Article 4(d) of the Company be replaced with the following new Article 4(d):-

“No Director shall participate in a share scheme for employees unless members in general meeting have approved of the specific allotment to be made to such Director.”

#### **Special Resolution No. 2**

- Proposed Amendment to Article 100 of the Articles of Association of the Company

**THAT** the existing Article 100 of the Company be replaced with the following new Article 100:-

“The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the Directors may be held anywhere in the world. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors. The Directors may participate in a Board meeting by means of a conference between Directors who are not all in one place, but each is able, directly or by telephonic, video or other electronic communications to communicate with each of the others simultaneously. Such participation shall be deemed to be present in person. The participating Directors must confirm the matters resolved during such a meeting by signing the minutes of the meeting. For avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.”

### **ANY OTHER BUSINESS**

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.

**BY ORDER OF THE BOARD  
PARAGON UNION BERHAD**

Ng Yim Kong (LS 0008343)  
Company Secretary

Petaling Jaya  
Date: 31 May 2005

Note:

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 (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.

#### **EXPLANATORY NOTES ON SPECIAL BUSINESS**

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

The proposed Ordinary Resolution under item 8 of the Agenda 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.

- b) Resolution pursuant to the Proposed Amendment to Article 4(d) of the Articles of Association of the Company

The proposed Special Resolution No. 1 under item 8 of the Agenda above, if passed, will also allow the Non-Executive Directors (including Independent Directors) to participate in the Employees' Share Option Scheme of the Company.

- c) Resolution pursuant to the Proposed Amendment to Article 100 of the Articles of Association of the Company

The proposed Special Resolution No. 2 under item 8 of the Agenda above, if passed, will also allow the Directors of the Company to participate in a Board Meeting by way of teleconferencing or other electronic communications.