

Announcement

Subject : GENERAL MEETINGS: Notice of Meeting
Date Announced : 28 May 2015
Reference No. : GMA-28052015-00057
Type : Annual General Meeting
Company Name : Paragon Union Berhad
Stock Name : Paragon

Content:

Description Notice of Twenty-First Annual General Meeting
Date of Meeting 29 Jun 2015
Time 10:30 AM
Venue Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur
Date of General Meeting 22 Jun 2015
Record of Depositors

Please refer attachment below.



PARAGON UNION BERHAD

(Company No. 286457-V)

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 29 June 2015 at 10.30 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 2014 together with the Reports of the Directors and Auditors thereon. | Please refer to Note B on this Agenda |
| 2. To approve the increase of Directors' Fees for the financial year ended 31 December 2014. | Resolution 1 |
| 3. To re-elect Mr. Lau Yoke Keen who is retiring as a Director of the Company in accordance with Article 75 of the Company's Articles of Association. | 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. | Resolution 3 |

SPECIAL BUSINESS

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

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| 5. Authority for Mr. Michael Lim Hee Kiang to continue in office as Independent Non-Executive Director | Resolution 4 |
| "THAT authority be and is hereby given to Mr. Michael Lim Hee Kiang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next annual General Meeting in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012." | |
| 6. Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965 | Resolution 5 |
| "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 does not exceed 10% of the issued and paid-up share capital of the Company (excluding treasury shares) for the time being, subject always to the approvals of the relevant regulatory authorities." | |
| 7. 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, 1965. | |

By Order Of The Board
PARAGON UNION BERHAD

NG YIM KONG (LS0009297)

Company Secretary
Selangor Darul Ehsan
29 May 2015

Notes:

A. Appointment of Proxy

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies 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 to 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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

B. Audited Financial Statements for the Financial Year ended 31 December 2014

This Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

a) Authority for Mr. Michael Lim Hee Kiang to continue in office as Independent Non-Executive Director

Mr. Michael Lim Hee Kiang has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. However, he has met the criteria under the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR"). Thus, the Board had considered him to have exercised his independency in all matters and recommend that he should be retained as an Independent Non-Executive Director.

b) Authority For Directors To Allot And Issue Shares

The proposed Resolution 5 under item 6 of the Agenda, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to allot and issue 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 allot and issue of shares is a renewal of the mandate that was approved by the shareholders at the Twentieth Annual General Meeting held on 25 June 2014. 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 Twentieth Annual General Meeting as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 52(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 June 2015. Only a depositor whose name appears on the Record of Depositors as at 22 June 2015 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.