

Announcement

GENERAL MEETINGS: Notice of Meeting

PARAGON UNION BERHAD

Type of Meeting Indicator	General
Description	Notice of Meeting PARAGON UNION BERHAD ("PUB" or "the Company") - Notice of Twenty-Ninth ("29th") Annual General Meeting
Date of Meeting	26 Jun 2023
Time	10:00 AM
Venue(s)	Broadcast Venue at Board Room, Lot 14, Jalan CJ 1/1, Kawasan Perindustrian Cheras Jaya, Batu 11, 43200 Cheras, Selangor Darul Ehsan, Malaysia
Date of General Meeting	16 Jun 2023
Record of Depositors	

Resolutions

1. For Information

Description	To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
Shareholder's Action	For Information Only

2. Ordinary Resolution 1

Description	To approve the payment of Directors' fees and other benefits payable of up to RM210,000.00 for the financial year ending 31 December 2023.
Shareholder's Action	For Voting

3. Ordinary Resolution 2

Description	To re-elect Mr Tan Vei Teck, who retires by rotation in accordance with Clause 97.1 of the Company's Constitution and who being eligible, has offered himself for re-election.
Shareholder's Action	For Voting

4. Ordinary Resolution 3

Description	To re-elect Madam Koh Huey Min, who retires by rotation in accordance with Clause 104 of the Company's Constitution and who being eligible, have offered herself for re-election.
Shareholder's Action	For Voting

5. Ordinary Resolution 4

Description	To re-appoint Messrs. Kreston John & Gan as auditors of the Company and to authorise the Directors to fix their remuneration.
Shareholder's Action	For Voting

6. Ordinary Resolution 5

Description	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.
Shareholder's Action	For Voting

7. Ordinary Resolution 6

Description	Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.
Shareholder's Action	For Voting

Announcement Info

Company Name	PARAGON UNION BERHAD
Stock Name	PARAGON
Date Announced	27 Apr 2023
Category	General Meeting
Reference Number	GMA-26042023-00123
Corporate Action ID	MY230426MEET0124

PARAGON UNION BERHAD

(Registration No. 199401000779 (286457-V))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth ("29th") Annual General Meeting ("AGM") of Paragon Union Berhad ("Paragon" or "the Company") will be held and conducted on a virtual basis at Broadcast Venue at Board Room, Lot 14, Jalan CJ 1/1, Kawasan Perindustrian Cheras Jaya, Batu 11, 43200 Cheras, Selangor Darul Ehsan through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities via Cloud AGM Platform operated by ARB WeMeet Sdn Bhd at <https://member.arbwebmeet.com> (Domain registration numbers with MYNIC: D1A457700) on Monday, 26 June 2023 at 10:00 a.m. for the transaction of the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
- To approve the payment of Directors' fees and other benefits payable of up to RM210,000.00 for the financial year ending 31 December 2023.
Ordinary Resolution 1
(Please refer to Explanatory Note 2)
- To re-elect Mr Tan Vei Teck, who retires by rotation in accordance with Clause 97.1 of the Company's Constitution and who being eligible, has offered himself for re-election.
Ordinary Resolution 2
(Please refer to Explanatory Note 3)
- To re-elect Madam Koh Huey Min, who retires by rotation in accordance with Clause 104 of the Company's Constitution and who being eligible, have offered herself for re-election.
Ordinary Resolution 3
(Please refer to Explanatory Note 4)
- To re-appoint Messrs. Kreston John & Gan as auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 4
(Please refer to Explanatory Note 5)

As Special Business

To consider and if thought fit, to pass the following Resolutions: -

- Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
Ordinary Resolution 5
(Please refer to Explanatory Note 6)

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company, at any time to such persons 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 ten per centum (10%) of the total number of issued shares of the Company for the time being or such higher percentage as Bursa Malaysia Securities Berhad may from time to time allow and the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016."

- Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**
Ordinary Resolution 6
(Please refer to Explanatory Note 7)

"THAT, subject to the provisions of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 28 April 2023 in relation to the Proposed Shareholders Mandate which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- the conclusion of the next AGM of the Company following the AGM at which such ordinary resolution for the Proposed Shareholders Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

Tan Tong Lang
(MAICSA 7045482 / SSM PC No. 202208000250)
Tan Lay Khoon
(MAICSA 7077867 / SSM PC No. 202208000544)
Company Secretaries

Kuala Lumpur
Dated this 28 April 2023

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his/her behalf.
- A proxy may but need not be a member of 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 office of the Share Registrar of the Company situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for the taking of poll at the meeting or adjourned meeting.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 June 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

EXPLANATORY NOTES TO ORDINARY BUSINESS:

- Audited Financial Statements for the financial year ended 31 December 2022**
This Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 (the "Act") provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward to the shareholders for voting.
- Ordinary Resolution 1: To approve the payment of Directors' fees and other benefits payable**
Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.
In determining the estimated total amount of Directors' fees and benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the financial year ending 31 December 2023.
In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall
- Ordinary Resolution 2: Re-election of Director who retires in accordance with Clause 97.1 of the Company's Constitution**
Clause 97.1 of the Company's Constitution states that an election of Director shall take place each year at the annual general meeting of the Company, where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
Mr. Tan Vei Teck is standing for re-election as Director of the Company and being eligible, have offered himself for re-election.
For the purpose of determining the eligibility of the Director to stand for re-election at the 29th AGM, the Nomination and Remuneration Committee has considered the requirements under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and recommended Mr. Tan Vei Teck for re-election as Director pursuant to Clause 97.1 of the Company's Constitution.
- Ordinary Resolution 3: Re-election of Director who retire in accordance with Clause 104 of the Company's Constitution**
Clause 104 of the Company's Constitution states that any Directors so appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next following AGM, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
Madam Koh Huey Min is standing for re-election as Director of the Company and being eligible, has offered herself for re-election as Director pursuant to Clause 104 of the Company's Constitution.
- Ordinary Resolution 4: Re-appointment of Auditors**
The Audit Committee and the Board have considered the re-appointment of Messrs. Kreston John & Gan ("Kreston John") as auditors of the Company and collectively agreed that Kreston John have met the relevant criteria as prescribed by Paragraph 15.21 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Ordinary Resolution 5: Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The Ordinary Resolution 5, if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being or such higher percentage as Bursa Malaysia Securities Berhad may from time to time allow for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.
Pursuant to Section 85 of the Act read together with Clause 54 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities. The proposed Ordinary Resolution 5, if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
As at the date of this notice, the Company did not issue any new shares pursuant to the general mandate granted to the Directors at the last AGM held on 29 June 2022.
- Ordinary Resolution 6: Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**
The Ordinary Resolution 6, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.
This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.
For further information on this resolution, please refer to the Circular to Shareholders dated 28 April 2023 in relation to Proposed Shareholders' Mandate.