

NOTICE IS HEREBY GIVEN that the Thirtieth ("30th") 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 at <https://paragon-agm.digerati.com.my> (Domain registration number D1A119533) provided by Digerati Technologies Sdn Bhd in Malaysia on Wednesday, 26 June 2024 at 10:30 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 2023 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 RM230,000.00 for the financial year ending 31 December 2024.
Ordinary Resolution 1
(Please refer to Explanatory Note 2)
- To re-elect Mr. Wong Ee-Colin, 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 Tong Siut Moi, who retires by rotation in accordance with Clause 97.1 of the Company's Constitution and who being eligible, has offered herself for re-election.
Ordinary Resolution 3
(Please refer to Explanatory Note 3)
- To re-elect Ms. Teo Siang Ly, 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 4
(Please refer to Explanatory Note 3)
- To re-appoint Messrs. Kreston John & Gan as auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 5
(Please refer to Explanatory Note 4)

AS SPECIAL BUSINESS:

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

7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016
Ordinary Resolution 6
(Please refer to Explanatory Note 5)

"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 of 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 Annual General Meeting 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."

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

"THAT, subject to the provisions of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, approval be and is hereby given to 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 30 April 2024 in relation to the Proposed Renewal of 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 Renewal of 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."

9. Proposed allocations of Share Options and/or Award of Paragon Shares to the Directors of the Company under the Long-Term Incentive Scheme ("LTIS" or "Scheme") ("Proposed Allocations")

"THAT, the Company has an existing LTIS which was effective on 20 April 2023 and shall expire on 19 April 2028, and subject to the approvals of the relevant authorities and/or parties (where required) being obtained, the approval be and is hereby given to the Board to authorise the committee which administer the Scheme in accordance to the By-Laws, to offer and grant, from time to time throughout the duration of the LTIS, such number of new ordinary shares in the Company ("Shares") in the Company which will be vested to the Directors at a future date and to allot and issue such number of options, Shares and/ or the equivalent cash value or combinations thereof comprised in the LTIS granted to the following Directors from time to time:

- Koh Huey Min
- Teong Siang Ly

Ordinary Resolution 8

Ordinary Resolution 9

(Please refer to Explanatory Note 7)

PROVIDED ALWAYS THAT

- he/ she must not participate in the deliberation or discussion of his/ her own allocation to be issued under the LTIS;
- not more than 10% of the total number of Paragon Shares to be issued under the LTIS shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued Paragon Shares (excluding treasury shares, if any);
- not more than 70% of the total number of Shares to be issued under the Scheme shall be allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant subsidiaries) who are Eligible Persons (where "senior management" shall be subject to any criteria as may be determined by the LTIS Committee from time to time);
- it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws; and
- the Directors and senior management of the Group and members of the LTIS Committee who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocations above with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities and to take all such steps and do all acts and things thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocations as above as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.

AND THAT, in connection with the above, pursuant to Section 85 of the Act, to be read together with Article 54 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered under the LTIS and/or any new shares ranking equally to the existing issued shares of the Company"

- 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)
Lim Wen Theng (MAICSA 7073397 / SSM PC No. 202308000441)
Company Secretaries

Kuala Lumpur
Dated this 30 April 2024

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, Alprow Corporate Services Sdn. Bhd, situated at E-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 14 June 2024 (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:

1. Audited Financial Statements for the financial year ended 31 December 2023

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.

2. 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 2024. 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.

3. Ordinary Resolutions 2, 3 and 4: Re-election of Directors

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 (1/3) 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. 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.

The Nomination and Remuneration Committee ("NRC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Director seeking for re-election. Based on the results of the Board Evaluation conducted for the financial year ended 31 December 2023, the performance of each of the retiring Directors was found to be satisfactory and they have effectively discharged their duties and responsibilities well.

The Board, on the recommendation of the NRC, supported the re-election of the retiring Directors.

The profile of the retiring Directors are set out in the Directors' Profile of this Annual Report.

4. Ordinary Resolution 5: 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.

5. Ordinary Resolution 6: Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 6, 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 6, 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 26 June 2023.

6. Ordinary Resolution 7: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

The Ordinary Resolution 7, 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 30 April 2024 in relation to Proposed Renewal of Shareholders' Mandate.

7. Ordinary Resolutions 8 and 9 : Proposed allocations of Share Options and/or Award of Paragon Shares to the Directors of the Company under the Long-Term Incentive Scheme ("LTIS" or "Scheme") ("Proposed Allocations")

The LTIS which obtained via shareholders' approval at the Extraordinary General Meeting of the Company held on 6 January 2023, was implemented on 20 April 2023. Under the terms of the By-Laws governing and constituting the LTIS, Koh Huey Min and Teong Siang Ly (who were appointed as Independent Executive Director of the Company on 1 April 2023 and 30 June 2023 respectively) are eligible to participate in the LTIS. As both Koh Huey Min and Teong Siang Ly are deemed interested in the proposed issue of LTIS, they have abstained and will continue to abstain from all deliberations, discussions or voting of their own allocation as well as that of persons connected with them, if any, under the proposed grant of LTIS.

By voting in favour of Resolutions 8 and 9, shareholders of the Company will agree to waive their pre-emptive rights under Section 85 of the Act and under Article 54 of the Constitution of the Company, over all options granted and/or to be offered/granted and all new shares to be issued pursuant to the LTIS.