

# PARAMOUNT

Paramount Corporation Berhad (8578-A)

## NOTICE OF FORTY-SEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Seventh Annual General Meeting of the Company will be held at Ballroom I, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18 May 2017 at 10.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon. (Please see Explanatory Note A)
- To approve the declaration of a single-tier final dividend of 6.0 sen per share in respect of the year ended 31 December 2016. **Resolution 1**
- To approve the payment of Directors' fees of RM635,163.95 for the year ended 31 December 2016. **Resolution 2**
- To re-elect the following Directors who retire pursuant to Article 119(a) of the Company's Articles of Association:  
(a) Dato' Teo Chiang Quan **Resolution 3**  
(b) Dato' Rohana Tan Sri Mahmood **Resolution 4**
- To re-elect Mr Quah Poh Keat who retires pursuant to Article 119(e) of the Company's Articles of Association. **Resolution 5**
- To re-appoint Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

### AS SPECIAL BUSINESS

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

- Re-appointment of Tan Sri James Foong Cheng Yuen as a Director**  
"That Tan Sri James Foong Cheng Yuen, whose term of office shall expire at the conclusion of the meeting in accordance with the resolution passed at the Annual General Meeting of the Company held on 25 May 2016 pursuant to Section 129(6) of the Companies Act, 1965, which was then in force, be and is hereby re-appointed as a Director of the Company." (Please see Explanatory Note B) **Resolution 7**
- Authority for Mr Quah Chek Tin to continue in office as an Independent Non-Executive Director**  
"That authority be and is hereby given to Mr Quah Chek Tin who has served as an Independent Non-Executive Director of the Company for a term of more than nine years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Please see Explanatory Note C) **Resolution 8**
- Authority to Directors to allot and issue shares**  
"That subject always to the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant governmental or regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Board of Directors pursuant to Section 75 of the Companies Act, 2016, to allot and issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution does not exceed ten per centum (10%) of the issued share capital of the Company as at the date of such allotment, and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." (Please see Explanatory Note D) **Resolution 9**

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders, a single-tier final dividend of 6.0 sen per share in respect of the year ended 31 December 2016, will be paid on 15 June 2017 to shareholders whose names appear in the Record of Depositors on 31 May 2017.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 31 May 2017 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**TAY LEE KONG**  
**NG WAI PENG**

Secretaries  
Petaling Jaya  
Selangor Darul Ehsan  
26 April 2017

### NOTES

#### Record of Depositors

In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 May 2017 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the Forty-Seventh Annual General Meeting (AGM).

#### Appointment of Proxy

- A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf provided that the member specifies in the instrument appointing a proxy the proportion of the member's shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds shares in the Company for multiple beneficial owners in one securities account (**omnibus account**), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 8, Uptown 1, 1, Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 24 hours before the time appointed for holding the above meeting.

#### Explanatory Note A

Item 1 on the Agenda is meant for discussion only as the Audited Financial Statements do not require the formal approval of the shareholders pursuant to Sections 248(2) and 340(1)(a) of the Companies Act, 2016. Hence, the matter will not be put forward for voting.

#### Explanatory Note B

Upon re-appointment as a Director of the Company, Tan Sri James Foong Cheng Yuen shall be subject to retirement by rotation in accordance with Article 119(a) of the Company's Articles of Association.

#### Explanatory Note C

The Board had, through the Nominating Committee, conducted an assessment on the independence of all Independent Non-Executive Directors (**INED**) of the Company including Mr Quah Chek Tin who has served as an INED for more than nine (9) years and had recommended that Mr Quah Chek Tin be authorised to remain as an INED of the Company based on the justifications as set out in the Statement on Corporate Governance on pages 57 and 58 of this annual report.

#### Explanatory Note D

The Ordinary Resolution proposed under item 9, if passed, will renew the powers given to the Directors at the last AGM, authority to allot and issue up to ten per centum (10%) of the issued share capital of the Company as at the date of such allotment for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the Forty-Sixth AGM held on 25 May 2016, which will lapse at the conclusion of the Forty-Seventh 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), working capital and/or acquisitions without having to convene a general meeting.

#### Voting by poll

In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice shall be voted by poll.