



PARAGON GLOBE BERHAD
 [Formerly known as GOH BAN HUAT BERHAD]
 (Company No. 1713-A) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventy-First Annual General Meeting ("71st AGM") of the Company will be held at Level 2, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru Johor, Malaysia on Thursday, 30 August 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

AGENDA

ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire in accordance with Article 87 of the Company's Articles of Association and who being eligible offers themselves for re-election:
 - Dato' Tan Eng Boon
 - Dato' Sri Edwin Tan Pei Seng
 - Dato' Sri Godwin Tan Pei Poh
 - Tee Boon Hin
 - Dato' Haji Ismail Bin Karim
 - Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar
- To approve the payment of the Non-Executive Directors' Fees of RM178,750 and Benefits of RM16,354 for the financial year ended 31 March 2018.
- To approve the payment of the Non-Executive Directors' Fees of RM300,000 and Benefits of RM10,000 for the financial year ending 31 March 2019.
- To re-appoint PCCO PLT as Auditors of the Company and to authorize the Directors to fix their remuneration.

Please refer
Explanatory Note A

- ORDINARY RESOLUTION 1**
- ORDINARY RESOLUTION 2**
- ORDINARY RESOLUTION 3**
- ORDINARY RESOLUTION 4**
- ORDINARY RESOLUTION 5**
- ORDINARY RESOLUTION 6**
- ORDINARY RESOLUTION 7**
- ORDINARY RESOLUTION 8**
- ORDINARY RESOLUTION 9**

SPECIAL BUSINESS

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

6. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the total number of shares of the Company (excluding treasury shares) for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION 10

7. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("Proposed Mandate")

"THAT approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties mentioned under section 2.4.1 of the Circular to Shareholders dated 27 July 2018 which are necessary in the course of business of the Company and/or its subsidiaries for day-to-day operations and on normal commercial terms which are not more favorable to the related parties than those available to the public and not detrimental to the minority shareholders of the Company and such approval shall continue to be in force until:-

ORDINARY RESOLUTION 11

- the conclusion of the next Annual General Meeting of the Company at which such Proposed Mandate is passed, at which time will lapse, unless by ordinary resolution passed at the Annual General Meeting whereby the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016, ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever occurs first."

8. PROPOSED ALTERATION OF AMENDMENT OF CONSTITUTION OF THE COMPANY SPECIAL RESOLUTION

"THAT approval be and is hereby given to alter or amend the existing Constitution of the Company by replacing it entirely with a new Constitution of the Company as set out in Appendix II with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

- To transact any other business appropriate to an Annual General Meeting, due notice of which shall have been previously given in accordance with the Companies Act 2016 and the Company's Articles of Association.

BY ORDER OF THE BOARD

LEONG SIEW FOONG (MAICSA NO. 7007572)
ZARINA BINTI AHMAD (LS0009964)
 Company Secretaries

Johor Bahru
 27 July 2018

Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote on his/her behalf.
- Where a member appoints two (2) or more Proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each Proxy.
- The Proxy Form 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 officer.
- Where a member of the Company is an exempt authorised nominee which holds ordinary 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 authorized nominee may appoint in respect of each omnibus account it holds.
- A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the members to speak at the meeting.
- The Proxy Form shall be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

ORDINARY BUSINESS:-

Audited Financial Statements for financial year ended 31 March 2018 - Explanatory Note A

- This Agenda item is meant for discussion only as the audited financial statements do not require formal approval of shareholders pursuant to 340 (1)(a) of the Companies Act, 2016. Hence, the matter will not be put for voting.

Re-election of Directors who retire in accordance with Article 87 of the Company's Articles of Association ("AA")

- Article 87 of the AA provides that the Board shall have the power to appoint any person to be a Director to fill a casual vacancy or as an addition to the existing Board, and that any Director so appointed shall hold office until the next following AGM and shall then be eligible for re-election. With the current Board size of six (6), six (6) Directors are to retire in accordance with Article 87 of the AA.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 71st AGM, the Nominating Committee ("NC") has considered the following:

- The assessment of the individual Director's level of contribution to the Board through each of their skills, experience and strength in qualities; and
- The level of independence demonstrated by each of the Non-Executive Directors ("NEDs"), and their ability to act in the best interests of the Company in decision-making, to ensure that they are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests of the Company.

In line with the Malaysian Code on Corporate Governance ("MCCG"), the Board has conducted an assessment of independence of the NEDs, and also other criteria i.e. character, integrity, competence, experience and time commitment in effectively discharging their respective roles as Directors of the Company. The individual Directors were assessed based on performance criteria set in the areas of Board dynamics and participation, competency and capability, independence and objectivity, probity and personal integrity, contribution and performance together with their ability to make analytical inquiries and offer advice and guidance. Each of the NEDs has also provided his/her annual declaration/confirmation of independence is annually of 2018.

The Board accepted the NC's recommendation that the Directors who retire in accordance with Article 87 of the AA are eligible to stand for re-election. All these retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

Directors' remuneration

- The Board recommended to shareholders for approval the following two (2) separate resolutions in accordance with Section 230 CA 2016:-
 - Ordinary Resolution 7 on payment of Non-Executive Directors' fees and benefits in respect of the financial year ended 31 March 2018; and
 - Ordinary Resolution 8 on payment of Non-Executive Directors' fees and benefits in respect of the current year 2018 and until the next AGM ("Relevant Period").

Directors' fees

- The Board decided that the Non-Executive Directors' fees for financial year ended 31 March 2018 be maintained as the previous FY subject to the performance of the Company and the current global economy. The detailed Non-Executive Directors' fees are contained in page 51 of Corporate Governance Overview.

Directors' remuneration (excluding Directors' fees)

- The Directors' remuneration (excluding Directors' fees) comprises the allowances and other emoluments payable to Non-Executive Directors. Benefits of RM are to reimburse Non-Executive Directors' travelling expenses to attend meetings of the Company. Payment of benefits to the NEDs will be made by the Company as and when incurred, after they have discharged their responsibilities and rendered their services to the Company of the Relevant Period, based on the proposed benefits, if the proposed Ordinary Resolutions 7 and 8 are passed at the forthcoming Annual General Meeting. The benefits payable to the Directors (excluding Directors' fees) comprises meeting allowances payable to all the Directors. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' benefits (excluding Directors' fees) as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company for year ending 30 November 2018.

Appointment of Auditors

- Pursuant to Section 273(b) of the Act, the term of office of the present Auditors, Messrs PCCO PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office Messrs PCCO PLT, have indicated their willingness to continue their service until the conclusion of the 71st AGM. The re-appointment of Messrs PCCO PLT as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR. This proposed Ordinary Resolution 9, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 Of The Companies Act 2016

- The Ordinary Resolution 10, if passed, is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This is a renewal of a general mandate.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.

The authority will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limiting to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate")

- The Proposed Mandate under Ordinary Resolution 11 is seeking for shareholders' approval at the forthcoming Annual General Meeting of the Company.

The Proposed Mandate is to facilitate transactions in the normal course of business of the Company and its subsidiaries ("the Group") which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining the shareholders' mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Further information on Proposed Mandate is set out in the Circular to Shareholders of the Company which is dispatched together with the Annual Report of the Company for the financial year ended 31 March 2018.

Proposed alteration or amendment of the Constitution of the Company

- The Memorandum and Articles of Association of the Company shall have effect and enforceable under Companies Act 2016 pursuant to Section 619(3) of Companies Act 2016.

The Company is proposing a new Constitution to replace its existing Memorandum & Articles of Association (deemed as Constitution by Companies Act 2016) in order to bring the Constitution in line with Companies Act 2016 and Bursa Securities Malaysia Berhad Listing Requirement besides to enhance administrative efficiency. The proposed new Constitution is attached hereto and identified as Appendix I. The Appendix I on the Proposed alteration or amendment of the Constitution of the Company which is circulated together with the Notice 71st Annual General Meeting (AGM) dated 27 July 2018, shall take effect once the Proposed Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the said AGM.