

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Paramount Corporation Berhad (“**Paramount**” or the “**Company**”) will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 10 July 2019 at 10.30 a.m. for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED SALE BY WHOLLY-OWNED SUBSIDIARY COMPANIES OF PARAMOUNT:**

- (i) **KDU UNIVERSITY COLLEGE (PG) SDN BHD (“KDUPG”) TO DYNAMIC GATES SDN BHD (“DGSB” OR “PURCHASER”) OF:**
- (a) **THE KDU PENANG UNIVERSITY COLLEGE CAMPUS PREMISES HELD UNDER TITLES BEARING PARTICULARS (I) GERAN NO. 103353, LOT NO. 1232; (II) GERAN NO. 103354, LOT NO. 1234 AND (III) GERAN NO. 103100, LOT NO. 1249 (FORMERLY KNOWN AS LOT NO. 1233); ALL LOCATED WITHIN SEKSYEN 13, BANDAR GEORGE TOWN, DAERAH TIMOR LAUT, PULAU PINANG (“JALAN ANSON CAMPUS PROPERTIES”) FOR A DISPOSAL CONSIDERATION OF RM50,000,000 TO BE SATISFIED VIA THE COMBINATION OF RM35,000,000 IN CASH AND ISSUANCE OF 15,000,000 NEW CUMULATIVE REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES (“CRNCPS”) IN DGSB AT AN ISSUE PRICE OF RM1.00 PER CRNCPS AND THE SUBSEQUENT LEASEBACK BY KDUPG OF THE ENTIRE CAMPUS PROPERTIES (“JALAN ANSON CAMPUS PROPERTIES SPA”); AND**
- (b) **THE KDU PENANG UNIVERSITY COLLEGE CAMPUS PREMISES HELD UNDER TITLE BEARING PARTICULARS H.S.(D) 47091, PT NO. 5828, MUKIM 13, DAERAH SEBERANG PERAI SELATAN, PULAU PINANG (“BATU KAWAN CAMPUS PROPERTIES”) FOR A DISPOSAL CONSIDERATION OF RM120,000,000 TO BE SATISFIED VIA THE COMBINATION OF RM84,000,000 IN CASH AND ISSUANCE OF 36,000,000 NEW CRNCPS IN DGSB AT AN ISSUE PRICE OF RM1.00 PER CRNCPS AND THE SUBSEQUENT LEASEBACK BY KDUPG OF THE ENTIRE CAMPUS PROPERTIES (“BATU KAWAN CAMPUS PROPERTIES SPA”); AND**
- (ii) **KDU UNIVERSITY COLLEGE SDN BHD (“KDUUC”) TO DGSB OF THE UTOPOLIS GLENMARIE CAMPUS PREMISES HELD UNDER TITLE BEARING PARTICULARS GERAN NO. 312848, LOT NO. 91902 MUKIM DAMANSARA, DAERAH PETALING, SELANGOR (“UTROPOLIS GLENMARIE CAMPUS PROPERTIES”) FOR A DISPOSAL CONSIDERATION OF RM250,000,000 TO BE SATISFIED VIA THE COMBINATION OF RM175,000,000 IN CASH AND ISSUANCE OF 75,000,000 NEW CRNCPS IN DGSB AT AN ISSUE PRICE OF RM1.00 PER CRNCPS AND THE SUBSEQUENT LEASEBACK BY KDUUC OF THE ENTIRE CAMPUS PROPERTIES (“UTROPOLIS GLENMARIE CAMPUS PROPERTIES SPA”).**

“**THAT**, subject to all the necessary approvals and/or consents having been obtained from the relevant regulatory authorities and/or parties and all the conditions precedent stipulated in the following sale and purchase agreements (“**SPAs**”):

- (i) SPAs entered into between KDU University College (PG) Sdn Bhd (“**KDUPG**”), a wholly-owned subsidiary of the Company, and Dynamic Gates Sdn Bhd (“**DGSB**”) dated 25 October 2018, to dispose of the KDU Penang University College campus premises held under:
- (a) titles bearing particulars (i) Geran No. 103353, Lot No. 1232; (ii) Geran No. 103354, Lot No. 1234 and (iii) Geran No. 103100, Lot No. 1249 (formerly known as Lot No. 1233); all located within Seksyen 13, Bandar George Town, Daerah Timor Laut, Pulau Pinang (“**Jalan Anson Campus Properties**”); and
- (b) title bearing particulars H.S.(D) 47091, PT No. 5828, Mukim 13, Daerah Seberang Perai Selatan, Pulau Pinang (“**Batu Kawan Campus Properties**”); and
- (ii) SPA entered into between KDU University College Sdn Bhd (“**KDUUC**”), a wholly-owned subsidiary of the Company, and DGSB dated 25 October 2018 to dispose of the campus premises held under the title bearing particulars Geran No. 312848, Lot No. 91902, Mukim Damansara, Daerah Petaling, Selangor (“**Utopolis Glenmarie Campus Properties**”); and

having been fulfilled or waived (as the case may be), approval and authority be and is hereby given for the above-mentioned wholly-owned subsidiaries of the Company to dispose of the following campus properties for a total disposal consideration of RM420,000,000:

- (a) the Jalan Anson Campus Properties by KDUPG to DGSB for a disposal consideration of RM50,000,000 to be satisfied via the combination of RM35,000,000 in cash and issuance of 15,000,000 new cumulative redeemable non-convertible preference shares (“**CRNCPS**”) in DGSB at an issue price of RM1.00 per CRNCPS;
- (b) the Batu Kawan Campus Properties by KDUPG to DGSB for a disposal consideration of RM120,000,000 to be satisfied via the combination of RM84,000,000 in cash and issuance of 36,000,000 new CRNCPS in DGSB at an issue price of RM1.00 per CRNCPS; and
- (c) the Utopolis Glenmarie Campus Properties by KDUUC to DGSB for a disposal consideration of RM250,000,000 to be satisfied via the combination of RM175,000,000 in cash and issuance of 75,000,000 new CRNCPS in DGSB at an issue price of RM1.00 per CRNCPS.

(collectively referred to as “**the Proposed Transaction**”)

**THAT** the Board of Directors of the Company (“**the Board**”) be and is hereby authorised to take all necessary steps and do all necessary acts and things to give full effect to the Proposed Transaction with full powers to enter into, deliver and execute all such agreements, arrangements, undertakings, indemnities, guarantees, transfers and/or assignments with any party or parties as may be necessary in connection with the Proposed Transaction, to assent to any terms, conditions, modifications, variations and/or amendments to such agreements, and to deal with all matters relating to the Proposed Transaction in such a manner as the Board may in its absolute discretion deem fit and expedient in the best interest of the Company.

**AND THAT** the aforesaid authority shall be deemed to include a ratification of all previous actions taken by the Board or any Director of the Company in connection with the Proposed Transaction, including the execution of the SPAs, Supplemental SPAs, Master Lease Agreement, Call and Put Option Agreements, CRNCPS Subscription Agreement (SPA Purchase Consideration) and CRNCPS Subscription Agreement as defined in the Definition section and Part A of the Circular to Shareholders dated 17 June 2019.”

**ORDINARY RESOLUTION 2**

**PROPOSED BONUS ISSUE OF UP TO 180,045,328 NEW ORDINARY SHARES AS BONUS SHARES ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY FIVE (5) EXISTING PARAMOUNT SHARES HELD IN THE COMPANY**

“**THAT**, subject to all necessary approvals having been obtained from all the relevant authorities, authority be and is hereby given to the Board of Directors of the Company (“**the Board**”) to allot and issue up to 180,045,328 new ordinary shares in the Company as bonus shares to be credited as fully paid up at no consideration and without any capitalisation of the Company’s reserves (“**Bonus Shares**”) to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined and announced later by the Board (“**Entitlement Date**”) on the basis of two (2) Bonus Shares for every five (5) existing ordinary shares held in the Company on the Entitlement Date (“**Proposed Issue of Bonus Shares**”);

**THAT** all fractional entitlements, if any, arising from the Proposed Issue of Bonus Shares shall be disregarded and dealt with in such a manner as the Board shall in its absolute discretion deem fit and expedient in the best interest of the Company;

**THAT** such Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in the Company on the date of allotment of the Bonus Shares, save and except that the Bonus Shares will not carry any entitlement to participate in any rights, allotments, dividends, and/or other distributions that may be declared, made or paid where the entitlement date of which is before the date of allotment of the Bonus Shares;

**AND THAT** the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Issue of Bonus Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company.”

**ORDINARY RESOLUTION 3**

**PROPOSED ISSUE OF UP TO 180,045,328 FREE WARRANTS IN PARAMOUNT ON THE BASIS OF TWO (2) WARRANTS FOR EVERY FIVE (5) EXISTING ORDINARY SHARES HELD IN THE COMPANY**

“**THAT**, subject to all the necessary approvals having been obtained from all the relevant authorities, authority be and is hereby given to the Board of Directors of the Company (“**the Board**”) to allot and issue up to 180,045,328 free warrants (“**Warrants**”) in a registered form that is duly and constituted by a deed poll to be executed by the Company (“**Deed Poll**”) to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined by the Board (“**Entitlement Date**”) on the basis of two (2) Warrants for every five (5) existing ordinary shares held in the Company on the Entitlement Date (“**Proposed Issue of Free Warrants**”);

**THAT** the Board be and is hereby authorised to allot and issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll (“**Additional Warrants**”);

**THAT** the Board be and is hereby authorised to allot and issue such appropriate number of new ordinary shares in the Company arising from the exercise by the holders of the Warrants of their rights to subscribe for new ordinary shares in accordance with the provisions of the Deed Poll, including such appropriate number of new ordinary shares arising from the exercise of subscription rights represented by the Additional Warrants;

**THAT** all fractional entitlement, if any, arising from the Proposed Issue of Free Warrants shall be disregarded and dealt with in such a manner as the Board shall in its absolute discretion deem fit and expedient in the best interest of the Company;

**THAT** the Board be and is hereby authorised to enter into and execute, for and on behalf of the Company, the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments thereto in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any such adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all necessary steps as the Board deems fit and/or expedient in order to implement, finalise and give full effect to the Deed Poll;

**THAT** the new ordinary shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in the Company, save and except that such new shares shall not carry an entitlement to participate in any rights, allotments, dividends, and/or other distributions that may be declared, made or paid for where the entitlement date is before the date of allotment of such new shares;

**THAT** the Board be and is hereby authorised to utilise the proceeds from the exercise of the Warrants in the manner and for the purposes as set out in Section 2.2.5 of Part B of the Circular to Shareholders dated 17 June 2019.

**AND THAT** the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Issue of Free Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company.”

**ORDINARY RESOLUTION 4**

**PROPOSED DISPOSAL OF EQUITY INTERESTS IN KDU UNIVERSITY COLLEGE SDN BHD, KDU UNIVERSITY COLLEGE (PG) SDN BHD AND KDU COLLEGE (PJ) SDN BHD BY THE COMPANY TO UOWM SDN BHD**

“**THAT**, subject to all the necessary approvals and/or consents having been obtained from the relevant regulatory authorities and/or parties and all the conditions precedent stipulated in the Share Purchase Agreement entered into between the Company and UOWM Sdn Bhd on 19 November 2018 (“**SPA-UOWM**”) having been fulfilled or waived (as the case may be), approval and authority be and is hereby given for the Company to dispose of the Company’s controlling equity interests in KDU University College Sdn Bhd (“**KDUUC**”), KDU University College (PG) Sdn Bhd (“**KDUPG**”) and KDU College (PJ) Sdn Bhd (“**KDUPJ**”) to UOWM Sdn Bhd, Company No. 1303649-W (“**UOWM**”) through the disposal of:

- (i) 9,750,000 ordinary shares in KDUUC representing 65% of the issued ordinary share capital of KDUUC to UOWM for a cash consideration of RM16,000,000;
- (ii) 9,750,000 ordinary shares in KDUPG representing 65% of the issued ordinary share capital of KDUPG to UOWM for a cash consideration of RM22,000,000; and
- (iii) 3,500,000 ordinary shares in KDUPJ representing 70% of the issued ordinary share capital of KDUPJ to UOWM for a cash consideration of RM500,000;
- amounting to a total sale consideration of RM38,500,000 (“**the Proposed Disposal**”).

**THAT** the Board of Directors of the Company (“**the Board**”) be and is hereby authorised to take all necessary steps and do all necessary acts and things to give full effect to the Proposed Disposal with full powers to enter into, deliver and execute all such agreements, arrangements, undertakings, indemnities, guarantees, transfers and/or assignments with any party or parties as may be necessary in connection with the Proposed Disposal, to assent to any terms, conditions, modifications, variations and/or amendments to such agreements, and to deal with all matters relating to the Proposed Disposal in such a manner as the Board may in its absolute discretion deem fit and expedient in the best interest of the Company including, the payment of the Completion Adjustment, disposal of the Initial Shares, disposal of the Call Option Share, disposal of the Put Option Shares and buy-back of the KDUPJ Shares as referred to in the Circular to Shareholders dated 17 June 2019.

**AND THAT** the aforesaid authority shall be deemed to include a ratification of all previous actions taken by the Board or any Director of the Company in connection with the Proposed Disposal, including the execution of the SPA-UOWM, the Supplemental Letter to the SPA-UOWM and all letters, undertakings, confirmation and documents drawn up in connection therewith.”

**BY ORDER OF THE BOARD**

**NG WAI PENG** (MAICSA 7014112)

Company Secretary

Petaling Jaya  
Selangor Darul Ehsan  
17 June 2019

**NOTES:**

- 1. A member entitled to attend, participate, speak and vote at the above meeting is entitled to appoint more than one (1) proxy to attend, speak and vote his/her/its stead 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.*
- 2. Where a member of the Company is an exempt authorised nominee (as defined under the Securities Industry (Central Depositories) Act, 1991), it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.*
- 3. Where a member of the Company is an exempt authorised nominee (as defined under the Securities Industry (Central Depositories) Act, 1991) which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 that it holds.*
- 4. The instrument appointing a proxy (“**Proxy Form**”) must be in writing under the hand of the member or his/her attorney duly authorised in writing, or if the member is a corporation, must be executed under its common seal or under the hand of two (2) authorised officers, one (1) of whom shall be its director or its attorney duly authorised in writing, or if the corporation has only one (1) director, by that sole director in the presence of a witness who attests the director’s signature in accordance with the provisions of Section 66 of the Companies Act, 2016. The power of attorney or a duly certified copy thereof must be deposited at the Company’s Registered Office within the period stated below.*
- 5. The Proxy Form 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 or any adjournment thereof.*
- 6. In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 July 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the meeting.*