



(Registration No.: 194801000095 (1713-A))
(Incorporated in Malaysia)

NOTICE OF POSTPONEMENT OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a postponed Extraordinary General Meeting (“EGM”) of Paragon Globe Berhad (“**Paragon Globe**” or “**Company**”) will be conducted via **FULLY VIRTUAL MEETING** from the Broadcast Venue at Level 32, Paragon Residences, Jalan Tengku Petri 1, Straits View, 80200 Johor Bahru, Johor on Wednesday, 10 June 2020 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

ORDINARY RESOLUTION I

PROPOSED ACQUISITION BY PARAGON GLOBE PROPERTIES SDN BHD (“PARAGON GLOBE PROPERTIES”), A WHOLLY OWNED SUBSIDIARY OF PARAGON GLOBE, OF PART OF THE FREEHOLD LAND HELD UNDER GERAN 507162 LOT 149989 (FORMERLY HELD UNDER HS(D) 484311 PTD 175988), PTD 175989, GERAN 507161 LOT 149991 (FORMERLY HELD UNDER HS(D) 484312 PTD 175990), ALL IN MUKIM OF PULAI, DISTRICT OF JOHOR BAHRU, STATE OF JOHOR, MEASURING APPROXIMATELY 31.1 ACRES IN AREA KNOWN AS PLOT ED-5A AND PLOT ED-5B FROM ISKANDAR CAPITAL SDN BHD (“PROPOSED ACQUISITION”)

“THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to the Company to undertake the Proposed Acquisition upon the terms and conditions set out in the Sale and Purchase Agreement dated 5 December 2019 entered into between Paragon Globe Properties and Iskandar Capital Sdn Bhd for a total cash consideration of RM60,962,220.

AND THAT any one (1) of the director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and instruments and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Acquisition, with full and discretionary power to assent or make to any conditions, variations, revaluations, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents and instruments as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Acquisition.”

ORDINARY RESOLUTION II

THE PROPOSED SUBSCRIPTION OF ORDINARY SHARES IN BUILTECH ACRES SDN BHD (“BUILTECH”) BY THE COMPANY REPRESENTING APPROXIMATELY 99.06% OF THE ENLARGED ISSUED SHARE CAPITAL OF BUILTECH FOR A CASH CONSIDERATION OF RM52,900,000 (“PROPOSED SUBSCRIPTION”)

“THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to the Company to undertake the Proposed Subscription upon the terms and conditions set out in the Subscription Agreement dated 20 December 2019 entered into between Paragon Globe, Dato’ Sri Edwin Tan Pei Seng and BUILTECH for a total cash consideration of RM52,900,000.

AND THAT any one (1) of the Director of the Company be and is hereby empowered and authorised to take all such steps and sign, execute and deliver on behalf of the Company all necessary documents and instruments and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Subscription, with full and discretionary power to assent or make to any conditions, variations, revaluations, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents and instruments as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Subscription.”

LEONG SIEW FOONG, MAICSA No. 7007572 (CCM PC No.: 202008001117)
SANTHI A/P SAMINATHAN, MAICSA No. 7069709 (CCM PC No.: 201908002933)
Company Secretaries

Johor Bahru

Dated: 22 May 2020

Notes:

1. *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting.*
A member of the Company are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the Remote Participation and Voting Facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide and take note of Notes (2) to (9) below in order to participate remotely via RPV.
2. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to participate instead of him/her at the EGM via RPV. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.*
3. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositors) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) or more proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
4. *Where a member of the Company is an Exempt Authorised Nominee (“EAN”) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.*
5. *In the case of a corporate body, the proxy appointed must be in accordance with the Constitution, and the instrument appointing a proxy shall be given under the Company’s Common Seal or under the hand of an officer or attorney duly authorised.*
6. *A member who has appointed a proxy or attorney or authorized representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures for RPV in the Administrative Guide.*
7. *The appointment of a proxy may be made in hard copy form or by electronic form. In case of an appointment made in hard copy form, the Proxy Form must be deposited with the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of electronic appointment, the proxy form must be deposited via TIIH Online at <https://tiih.online>.*
Please follow the procedures as set out in the Administrative Guide for the electronic lodgment of proxy form. All proxy form submitted must be received by the Company not less than 48 hours before the time appointed for holding the meeting or any adjournment hereof at which the person named in the appointment proposes to vote.
The Revised Proxy Form is issued together with the Notice of Postponed EGM dated 22 May 2020 shall supersede the Proxy Form circulated together with the Circular to Shareholders dated 3 March 2020.
The Proxy Form that has been deposited to the Company’s share registrars, prior to the Notice of Postponed EGM dated 22 May 2020 shall remain valid unless a Revised Proxy Form superseding the previous Proxy Form is deposited to the Company’s share registrars. A copy of the said Notice of the Postponed EGM together with the revised proxy form are also available for download at Company website at <https://pgbgroup.com.my>.

8. Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”), all the Resolutions set out in this Notice will be put to vote by poll.

9. *General Meeting Record of Depositors*

For purposes of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Clause 63 of the Constitution of the Company and Paragraph 7.16(2) of the Listing Requirements, a Record of Depositors as at 2 June 2020 and a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his stead.

*With the outbreak of Coronavirus Disease (Covid-19) and as part of the safety measures to curb the spread of Covid-19 pandemic, the EGM will be conducted mainly through live streaming and online remote voting using the Remote Participation and Voting Facilities (“**RPV**”). Having regard to the well-being and the safety our shareholders, we would like to strongly encourage our shareholders to take advantage of this RPV to participate and vote remotely at the EGM. Please submit your request for the RPV Facilities in accordance with the procedures as set out in the Administrative Guide enclosed with this notification.*