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If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. If you have sold all your shares in Paramount Corporation Berhad, you should at once hand this Circular together with the accompanying Form of Proxy to the agent through whom you effected the sale for immediate transmission to the purchaser.

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PARAMOUNT CORPORATION BERHAD

(Company No. 8578-A)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

- **PROPOSED GENERAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
- **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Notice of an Extraordinary General Meeting to be held at Zamrud Room I, Ground Floor, Hyatt Regency Saujana, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on 18 January 2002 at 10.00 a.m. is set out in this Circular. Shareholders are advised to refer to the Notice of the Extraordinary General Meeting and the Form of Proxy which are enclosed. The Form of Proxy should be lodged 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 48 hours before the time stipulated for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting at the meeting if you are subsequently able to do so.

This Circular is dated 27 December 2001

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

AGM	—	Annual General Meeting
Articles of Association	—	The Articles of Association of Paramount
Board or Board of Directors	—	The Board of Directors of the Company
EGM	—	Extraordinary General Meeting
Recurrent Transactions or Recurrent Related Party Transactions	—	Recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and in the ordinary course of business
Related Parties	—	Syarikat Ong Yoke Lin Sdn Bhd and Paramount's non-wholly owned subsidiary companies, including KDU
KDU	—	KDU College Sdn Bhd (formerly known as Kolej Damansara Utama Sdn Bhd) (Company No. 76997-T), an 85% subsidiary company of Paramount
KLSE	—	Kuala Lumpur Stock Exchange
Listing Requirements	—	The new KLSE Listing Requirements issued by KLSE on 22 January 2001
NTA	—	Net tangible assets
Paramount or Company	—	Paramount Corporation Berhad (Company No. 8578-A)
Paramount Group	—	Paramount and its subsidiaries
Proposals	—	Proposed General Mandate and Proposed Amendments
Proposed Amendments	—	Proposed Amendments to the Articles of Association
Proposed General Mandate	—	The proposed shareholders' general mandate pursuant to Chapter 10.09 of the KLSE Listing Requirements permitting the Paramount Group to enter into Recurrent Transactions with Related Parties
RM and sen	—	Ringgit Malaysia and sen respectively
Share(s)	—	Ordinary shares of RM1.00 each in Paramount

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NOTICE OF EXTRAORDINARY GENERAL MEETING

ENCLOSED

FORM OF PROXY

ENCLOSED



PARAMOUNT CORPORATION BERHAD

(Company No. 8578-A)
(Incorporated in Malaysia)

Registered Office:-

Level 8, Uptown 1
1 Jalan SS21/58,
Damansara Uptown
47400 Petaling Jaya,
Selangor Darul Ehsan

27 December 2001

Directors:-

Dato' Md. Taib bin Abdul Hamid
Teo Chiang Quan
Ong Keng Siew
Tan Sri Dato' Ahmad Sabki bin Jahidin
Dato' Haji Azlan Bin Hashim
Rohana Tan Sri Mahmood
Geh Cheng Hooi
Brian Shoy Teng To

To: THE SHAREHOLDERS OF PARAMOUNT CORPORATION BERHAD

Dear Sir/Madam

- **PROPOSED GENERAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
- **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

(COLLECTIVELY KNOWN AS "PROPOSALS")

1. INTRODUCTION

Pursuant to Chapter 10.09 of the KLSE's Listing Requirements which allows the Company to seek a shareholders' general mandate for recurrent related party transactions of a revenue or trading nature, the Board of Directors of Paramount had on 7 September 2001 and 30 November 2001 announced that the Company proposed to seek an approval from its shareholders to adopt a general mandate with regards to recurrent related party transactions of a revenue and trading nature involving the procurement/provision of goods and services from/to related parties that may occur in the ordinary course of business that are equal to or exceed 5% pursuant to Paragraph 3 of Practice Note 12 issued in relation to 10.08 and 10.09 of the Listing Requirements.

On 30 November 2001, the Board announced its intention to seek shareholders' approval for the Proposed Amendments to the Articles of Association in compliance with Chapter 7 of the Listing Requirements as well as to reflect the current business and practices of the Company.

The purpose of this Circular is to set out the details of the Proposals to seek your approval for the resolutions to be tabled at the forthcoming EGM.

2. PROPOSED GENERAL MANDATE

The Board of Directors of Paramount hereby seeks the approval from the shareholders for recurrent related party transactions of a revenue or trading nature, which are necessary for its day-to-day operations, on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders, between the following parties:-

- Paramount Group with Syarikat Ong Yoke Lin Sdn Bhd; and
- Paramount and its wholly owned subsidiaries with its non wholly owned subsidiary companies.

If approved at the EGM, the Proposed General Mandate, which is subject to annual review, will take effect from the passing of the ordinary resolution relating thereto at the EGM, and will continue in force until:-

- the conclusion of the next AGM of Paramount following the EGM at which such Proposed General Mandate was passed, at which time it will lapse, unless the authority is renewed at the said AGM; or
- the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA")(but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
- revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

Approval from shareholders will be sought for the renewal of the Proposed General Mandate at the next AGM and at each subsequent AGM of the Company, subject to satisfactory review by the Audit Committee of the Company of the continued requirement for a general mandate for recurrent related party transactions.

3. THE RECURRENT TRANSACTIONS

Paramount Corporation Berhad is an investment holding company. The Company, through its subsidiaries, operates in property investment and development, construction and educational services. The list of subsidiary and associated companies of Paramount are tabulated below.

Company	Effective equity interest (%)	Principal activities
<u>SUBSIDIARY COMPANIES</u>		
<u>Incorporated in Malaysia</u>		
Berkeley Sdn. Bhd.	100.00	Property investment and development
Berkeley Maju Sdn. Bhd.	100.00	Inactive
Berlian Sakti Sdn. Bhd.	100.00	Building and engineering contractor
Arah Teknik Sdn. Bhd.	100.00	Building and engineering contractor
Zenbilt Sdn. Bhd.	100.00	Building and engineering contractor
Bilsys Sdn. Bhd.	100.00	Building and engineering contractor
Current Connection Sdn. Bhd.	100.00	Inactive
KDU College Sdn Bhd (formerly known as Kolej Damansara Utama Sdn. Bhd.)	85.00	Educational services
KDU Smart School Sdn Bhd	85.00	Educational services
Janahasil Sdn. Bhd.	85.00	Inactive
Rajinas Intelek Sdn. Bhd.	43.35	Educational services
Maju Gading Development Sdn. Bhd.	100.00	Inactive
Perumahan Berjaya Sdn. Berhad	100.00	Property investment and development
Patani Jaya Sendirian Berhad	100.00	Property development
Kelab Bandar Laguna Merbok Sdn Bhd	100.00	Club Management
Adegan Dinamik Sdn. Bhd.	70.00	Property development
Wangsa Merdu Sdn. Bhd.	100.00	Property investment

Company	Effective equity interest (%)	Principal activities
<u>SUBSIDIARY COMPANIES</u>		
Incorporated in Malaysia		
Paramount Global Assets Sdn. Bhd.	100.00	Investment holding
Paramount Electronics Industries Sdn. Bhd.	100.00	Inactive
Incorporated in Singapore		
SMT Circuit Assembly Pte Ltd	76.94	Inactive
Incorporated in Hong Kong		
Paramount Corporation Limited	100.00	Investment holding
PCM (HK) Limited	80.56	Inactive
<u>ASSOCIATED COMPANIES</u>		
Suci Teguh Holdings Sdn. Bhd.	27.00	Inactive
ASMC Sdn. Bhd.	21.60	Inactive
Jerneh Insurance Berhad	20.00	General insurance business

It is anticipated that the Paramount Group would, in the ordinary course of business, enter into transactions with its related parties as set out below.

3.1 Nature of the Recurrent Transactions

The nature of the transactions within the Recurrent Transactions is set out below:-

	Customer/ Supplier	Supplier/ Customer	Nature of Transactions	Relationship
(a)	Paramount Group	Syarikat Ong Yoke Lin Sdn Bhd	<p>Purchase by Paramount Group of air conditioners and the related installation, repairs and maintenance services.</p> <p>For the 11 months ended 30 November 2001, the transaction value amounted to approximately RM3.2 million.</p>	Tun Dato' Seri Haji Omar Yoke Lin Ong was a director of Paramount within the last 12 months and is a substantial shareholder of Syarikat Ong Yoke Lin Sdn Bhd.
(b)	Paramount and its wholly owned subsidiaries	Non-wholly owned subsidiary and associated companies of Paramount	<p>Rental of premises and maintenance from Paramount and its wholly owned subsidiaries by non-wholly owned subsidiaries and associated companies and vice versa.</p> <p>Currently, there is ongoing rental of premises by KDU (a 85% subsidiary) from Perumahan Berjaya Sdn Bhd (a wholly owned subsidiary) at a monthly rental of RM235,000. The tenancy will be formalized from January 2002 onwards.</p>	Rohana Tan Sri Mahmood is a director of Paramount and a director and substantial shareholder of KDU

	Customer/ Supplier	Supplier/ Customer	Nature of Transactions	Relationship
(c)	Paramount and its wholly owned subsidiaries	Non-wholly owned subsidiary and associated companies of Paramount	Granting or award of various construction and development contracts to Paramount and its wholly owned subsidiaries by non-wholly owned subsidiary and associated companies and vice versa. For the 11 months ended 30 November 2001, KDU (a 85% Paramount subsidiary) has granted a construction contract amounting to RM12.3 million for the construction and completion of KDU's addition and extension to its Penang campus college building to Berlian Sakti Sdn Bhd, a 100% Paramount subsidiary.	Rohana Tan Sri Mahmood is a director of Paramount and a director and substantial shareholder of KDU

3.2 Review Procedures for the Recurrent Transactions

The Paramount Group has internal control systems to ensure that the Recurrent Transactions are undertaken on an arm's length basis and on normal commercial terms consistent with Paramount's usual business practices and policies, which are no more favourable to the Related Parties than those extended to third parties/public and are not to the detriment of the minority shareholders. These include transacting at the prevailing market rates/prices of the service or product provider (including where appropriate, preferential rates and discounts accorded for bulk purchases – the same are also accorded to third-party bulk purchases), on the service or product provider's usual commercial terms, and otherwise in accordance with applicable industry norms.

The Audit Committee has the overall responsibility for determining the review procedures with the authority to delegate to individuals within the Company as they deem appropriate. The Audit Committee will review the guidelines and procedures to ensure that the Recurrent Transactions are on an arm's length basis and on normal commercial terms consistent with Paramount's usual business practices and policies, which are no more favourable to the Related Parties than those extended to third parties/public and are not to the detriment of the minority shareholders. If the Audit Committee is of the view that such guidelines and procedures are insufficient, it will take such actions as it deems appropriate and/or institute additional procedures as necessary to ensure that future transactions of a similar nature do meet such objectives.

3.3 Rationale for and Benefit of the Recurrent Transactions

The Proposed General Mandate, subject to annual renewal, will enhance the ability of Paramount and its subsidiaries to pursue business opportunities, which are time sensitive in nature and will eliminate the need for the Company to announce and convene separate general meetings on each occasion to seek shareholders' prior approval for the entry by the Company into such transactions. This will substantially reduce the expenses associated with the convening of general meetings on ad hoc basis, improve administrative efficiency and allow human resources and time to be channeled towards attaining corporate objectives.

Disclosure shall be made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year based on information, such as the type of the Recurrent Transactions made, and the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Company.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the current business practices of the Company and numerous amendments now required under Chapter 7 of the Listing Requirements, the Board recommends that the Proposed Amendments to the Articles of Association as set out in Appendix I herewith, be made.

The Proposed Amendments to the Articles of Association are now subject to the approval of the shareholders of the Company.

5. DIRECTORS' INTERESTS IN THE PROPOSALS

Save as disclosed below, none of the directors and substantial shareholders of the Paramount Group or persons connected to these parties has any interest, direct or indirect, in the Proposals.

Rohana Tan Sri Mahmood, a director of Paramount is also a director and a substantial shareholder with a 15% equity interest in KDU.

Tun Dato' Seri Haji Omar Yoke Lin Ong, a past director of Paramount who had resigned as a director of Paramount on 20 July 2001 (within the last 12 months) is a substantial shareholder with a 51% equity interest in Syarikat Ong Yoke Lin Sdn Bhd.

Both Rohana Tan Sri Mahmood and Tun Dato' Seri Haji Omar Yoke Lin Ong ("Interested Directors") do not have any interest, direct or indirect in Paramount.

Rohana Tan Sri Mahmood has abstained and will continue to abstain from all deliberations and voting on the Proposed General Mandate at all Board Meetings. The Interested Directors shall undertake to ensure that persons connected to them (as defined under Section 122A of the Companies Act, 1965) and having interest in Paramount shall abstain from voting in respect of their direct and indirect shareholdings in Paramount in relation to the Proposed General Mandate.

6. DIRECTORS' RECOMMENDATION

Your Board, having considered all aspects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company and its shareholders.

Save for Rohana Tan Sri Mahmood, who is an Interested Director, your directors recommend that you vote in favour of the resolutions to be tabled at the forthcoming EGM.

7. EGM

The EGM, notice of which is enclosed in this Circular, will be convened at Zamrud Room I, Ground Floor, Hyatt Regency Saujana, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on 18 January 2002 at 10.00 a.m. for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposals.

If you are unable to attend and vote at the EGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein so as to arrive at the Registered Office of the Company as soon as possible and in any event not later than forty-eight (48) hours before the time fixed for the EGM.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

8. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendices for further information.

Yours faithfully

**For and on behalf of the Board of
PARAMOUNT CORPORATION BERHAD**

Dato' Md Taib bin Abdul Hamid
Chairman

APPENDIX I : AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association of the Company are proposed to be amended in the following manner:

1. Article 2

The existing definitions be amended in the following manner:

"Central Depositories Act	The Securities Industry (Central Depositories) Act 1991 as amended from time to time and include any re-enactment thereof."
"Exchange	Kuala Lumpur Stock Exchange and such other Stock Exchange if any upon which the shares of the Company may be listed and quoted."
"Market day	means a day on which the stock market of the Exchange is open for trading in securities."
"Member/Members	includes a depositor who shall be treated as if he were a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Central Depository in its capacity as a bare trustee."

The following definitions be incorporated to the existing Article 2:

"Authorised Nominee	a person who is authorised to act as a nominee as specified under the Rules."
"Approved Market Place	a stock exchange which is specified to be an approved market place in Securities Industry (Central Depositories)(Exemption)(No 2) Order 1998."
"Books closing date	means the specified time and date set by a listed issuer for the purpose of determining entitlements to dividends, interest, new securities or other distribution or rights of holders of its securities."
"Listing Requirements	The Listing Requirements of Kuala Lumpur Stock Exchange including any amendments to the Listing Requirements that may be made from time to time."
"Securities	shall have the meaning given in Section 2 of the Securities Commission Act, 1993."

The existing interpretation provision be amended in the following manner:

"Subject as aforesaid, any words or expressions defined in the Act and/or the Central Depositories Act shall, except where the subject or context forbids, bear the same meanings in these Articles."

The following interpretation provision be incorporated to the existing Article 2:

"Any references to statutes or provisions of statutes are references to those statutes, or those provisions, as from time to time amended, replaced or re-enacted. Any references to statutes shall be deemed also to include any statutory instrument, order or regulation made thereunder as from time to time amended or replaced."

2. Article 5(c)

To insert the following new Article 5(c) immediately after Article 5(b):

- 5(c)** "The rights attaching to shares of a class other than ordinary shares shall be expressed at the time of issue."

3. Article 7

To delete the existing Article 7 and substituting it with the following new Article 7:

- 7.** "Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited accounts and attending general meetings of the Company but shall have the right to vote only at any meeting convened for the purpose of reducing the Company's share capital or winding up of the Company or sanctioning a disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is in arrears for more than six (6) months. Preference shareholders shall also have the right to vote during the winding up of the Company and be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up."

4. Article 12

To delete the existing Article 12 and substituting it with the following new Article 12:

- 12.** "Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall:

- (a) within fifteen (15) market days of the final applications closing date in respect of a rights issue or such other period as may be prescribed by the Exchange, allot and/or issue securities, despatch notices of allotment to the allottees and apply for quotation of such securities, where applicable;
- (b) within ten (10) market days of the book closing date in respect of a bonus issue or of the date of receipt of a notice of an exercise of an option for shares or securities in the Company or of the date of receipt of a subscription form for warrants or other convertible securities in the Company together with the requisite payment or such other period as may be prescribed by the Exchange, allot and issue securities, despatch notices of allotment to the allottees and apply for quotation of such securities."

5. Article 26

To delete the existing Article 26 and substituting it with the following new Article 26:

- 26.** The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities. Subject to the restriction of these Articles and the Central Depositories Act and the Rules, all transfers of shares may be effected by an instrument in writing in the form prescribed and approved by the Exchange, the Registrar of Companies, the Act and the Rules, where applicable.

6. **Article 27**

Article 27 of the Articles of Association is amended by deleting the phrase "The instrument of transfer of a share" appearing in line 1 and substituting it with the phrase "Subject to the provisions of the Act, the Central Depositories Act and the Rules an instrument of transfer referred to in Article 26 lodged with the Company" AND THAT the amended Article 27 shall read as follows:

27. **Subject to the provisions of the Act, the Central Depositories Act and the Rules an instrument of transfer referred to in Article 26 lodged with the Company** shall be signed both by the transferor and transferee. Save that the Directors may determine on terms necessary that such signatures may also be affixed by some method or system of mechanical signature. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members or Record of Depositors in respect thereof.

7. **Articles 30 (a) and (b)**

To delete the existing Article 30 (a) and (b) and substituting them with the following new Article 30:

30. (a) "The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine provided always that the suspension will not exceed thirty (30) market days in any year. At least twelve (12) market days' notice of intention to close the said register shall be published in a daily newspaper circulating in Malaysia and shall be also given to the Exchange. The said notice shall state the purpose or purposes for which the register is being closed. At least three (3) market days prior notice shall be given to the Central Depository to prepare the appropriate Record of Depositors."

8. **Article 35**

Article 35 of the Articles of Association is amended by adding the phrase "Subject to the provisions of the Act, the Central Depositories Act and Rules" at the beginning of the said Article AND THAT the amended Article 35 shall read as follows:

35. **Subject to the provisions of the Act, the Central Depositories Act and Rules**, in the case of the death of a member, the survivors or survivor, where the deceased was a joint holder and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares: but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any shares jointly held by him.

9. **Article 36**

To delete the existing Article 36 and substituting it with the following new Article 36:

36. "Any person becoming entitled to a share or securities in consequence of the death or bankruptcy of a member may, upon producing such evidence being produced, as may from time to time properly be required by the Directors and/or the Central Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors and/or the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Subject to the Rules, the Act, the Central Depositories Act and the Listing Requirements, a transfer of the shares or securities may be carried out by the person becoming so entitled. Subject to any other provisions of these Articles and the Rules, if the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a Deposited Security and the person becoming so entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. If he shall elect to transfer to some other person, he shall execute an instrument of transfer of such share or securities in accordance with the provisions of these Articles and the Rules relating to transfer of shares."

10. Articles 37 and 38

To delete the existing Articles 37 and 38 and substituting them with the following new Articles 37 and 38:

37. "A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share."

38. (1) Where:

- (a) the securities of the Company are listed on an Approved Market Place; and
- (b) the Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities;

the Company shall, upon request of a Securities holder, permit a transmission of securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such Securities.

- (2) For the avoidance of doubt and notwithstanding the fulfilment of the requirements of subparagraph 1(a) and (b) above, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

11. Article 39

Article 39 of the Articles of Association is amended by adding the phrase "relating to or affecting the title to any shares" at the end of the Article AND THAT the amended Article 39 shall read as follows:

39. The Company shall be entitled to charge a fee not exceeding Ringgit Three (RM3.00) or such sum as may from time to time be permitted by the Exchange on the registration of every probate, letter of administration, certificate of death or marriage, power of attorney or other instrument relating to or affecting the title to any shares.

12. Article 47(a)

To insert the following new Article 47(a) immediately after Article 47:

47(a) "If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assigns or as he directs."

13. Article 48

Article 48 of the Articles of Association is amended by adding the phrase "the Central Depositories Act and Rules" immediately after the word "Act" as appearing in the last sentence of the said Article AND THAT the amended Article 48 shall read as follows:

48. "The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the shares, and all other rights and liabilities incidental to the shares as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act, the Central Depositories Act and Rules given or imposed in the case of past members.

14. Article 56

To delete the existing Article 56 and substituting it with the following new Article 56:

56. "Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such members as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article. Notwithstanding the foregoing, the Company may apply to the Stock Exchange on which the Company's shares are listed for waiver of convening extraordinary general meeting to obtain shareholders approval for further issues of shares (other than bonus or rights issues) where in accordance with Section 132D of the Act, there is still in effect a resolution approving the issuance of shares by the Company and the aggregate issues of which in any one (1) financial year do not exceed ten per cent (10%) of the issued share capital."

15. Article 57(a)

To insert the following new Article 57(a) immediately after Article 57:

57(a) "The Company must ensure that all new issues of shares or securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such shares or securities with Central Depository, save and except where the Company is specifically exempted from compliance with section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees."

16. Article 57(b)

To insert the following new Article 57(b) immediately after Article 57(a):

57(b) "The Company must not cause or authorise its registrar to cause the securities accounts of the allottees to be credited with the additional shares or securities until after it has filed with the Exchange an application for listing of such additional shares and been notified by the Exchange that they have been authorised for listing."

17. Article 58

To delete the existing Article 58 and substituting it with the following new Article:

58. "If at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes of shares, the repayment of preference capital other than redeemable preference capital or all or any of the rights and privileges attached to each class may, subject to the provisions of the Act, be modified, varied, altered or abrogated with the sanction of a special resolution passed by such holders at a separate general meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be two (2) members holding or representing by proxy at least one-third of the issued shares of that class. Provided however that in the event of the necessary majority for such a special resolution not having been obtained in the manner aforesaid consent in writing may be secured from holders of at least three-fourths of the issued shares of the class concerned and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a resolution duly carried by a vote in person or by proxy.

18. Article 58(a)

To insert the following new Article 58(a) immediately after Article 58:

58(a) "Subject to the provisions of the Act, the Company may from time to time by ordinary resolution of a general meeting purchase its own shares or securities and thereafter to deal with the shares or securities purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Stock Exchange and any other relevant authority in respect thereof."

19. Article 62

Article 62 of the Articles of Association is amended by adding the phrase "An annual general meeting or" at the beginning of the said article AND THAT the new Article 62 shall read as follows:

62. "An annual general meeting or a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least. Any other meeting of the Company shall be called by fourteen days' notice in writing at the least. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed by all the members entitled to attend and vote at such meeting."

20. Article 63

Article 63 of the Articles of Association is amended by adding the phrase "of every such meeting, or 21 days' notice in the case where any special resolution is proposed or where it is the annual general meeting," immediately after the word "notice" as appearing in Line 6 AND THAT the amended Article 63 shall read as follows:

63. "The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement of the general nature of the business and the effect of any proposed resolution in respect of such special business. In addition 14 days' notice of every such meeting, or 21 days' notice in the case where any special resolution is proposed or where it is the annual general meeting, shall be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed."

21. **Article 66(a)**

To insert the following new Article 66(a) immediately after Article 66:

- 66(a)** "Where a member of the Company is an 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 of the Company standing to the credit of the said securities account."

22. **Articles 68(a) and 68(b)**

To delete the existing Articles 68(a) and 68(b) and substituting them with the following new Article 68(a) and 68(b):

- 68(a)** "The Company shall request the Central Depository in accordance with the Rules to issue a Record of Depositors to whom notices of general meetings shall be given by the Company."

- 68(b)** "The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at a date not less than 3 market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of share or securities of the Company eligible to be present and vote at such meetings."

23. **Article 68(c)**

To insert the following new Article 68(c) immediately after Article 68(b):

- 68(c)** "Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors."

24. **Article 82(a)**

To insert the following new Article 82(a) immediately after Article 82:

- 82(a)** "Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercisable."

25. **Article 91**

Article 91 of the Articles of Association is amended by inserting the phrase "shall be natural person and" immediately after the word "Director" as appearing in Line 1 of the said Article AND THAT the amended Article 91 shall read as follows:

- 91.** "A Director shall be natural person and shall not be required to hold any share in the Company but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of, the holders of any class of shares in the company."

26. **Article 92**

Article 92 of the Articles of Association is amended by deleting the words "not disapproved" in line 2 and replacing it with the word "approved" and removing the brackets in line 2 and deleting the phrase "An Alternate Director so appointed shall not be entitled to receive any remuneration from the Company" as appearing in Line 4 of the said article and substituting it with "An Alternate Director so appointed shall not be entitled to receive remuneration otherwise than out of the remuneration of the Director appointing him" AND THAT the amended Article 92 shall read as follows:

92. "Any Director may from time to time and at any time appoint any person **approved** by a majority of the other Directors for the time being to be an alternate Director, and may at any time remove the alternate Director so appointed by him from office. **An Alternate Director so appointed shall not be entitled to receive remuneration otherwise than out of the remuneration of the Director appointing him** but shall be entitled (subject to his giving to the Company an address within Malaysia or the Republic of Singapore at which notices may be served on him) to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An Alternate Director may be removed from office by resolution of the Board, and shall ipso facto cease to be alternate Director if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Director made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the office."

27. **Article 95(a)**

To delete the existing Article 95(a) and substituting it with the following new Article 95(a):

- 95(a) "If he becomes a bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors."

28. **Article 95(c)**

To delete the existing Article 95(c) and substituting it with the following new Article 95(c):

- 95(c) "If he is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company

29. **Article 97**

To delete the existing Article 97 and substituting it with the following new Article 97:

97. "Any such appointment or appointments shall be for a fixed term not exceeding three (3) years at any one time, with power to the Directors to reappoint thereafter, at such remuneration and upon such terms as the Directors think fit. A Managing Director or Executive Director shall be subject to the control of the Board of Directors but subject thereto the Directors may from time to time entrust to and confer upon such appointee or appointees any of the power exercisable by them as Directors upon such terms and conditions and with such restriction as they think fit and may from time to time revoke, withdraw or vary all or any of such power."

30. Article 99

To delete the existing Article 99 and substituting it with the following new Article 99:

99. "The Managing Director or Managing Directors or Executive Director or Executive Directors shall, while he continues to hold such office, be subject to retirement by rotation and be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or fixing the number of Directors to retire. In addition thereto he shall be subject to the provisions of any contract between him and the Company and the same provisions as to resignation and removal as the other Directors of the Company and if he ceased to hold the office of director for any reason whatsoever he shall ipso facto and immediately cease to be the Managing Director or Managing Directors or Executive Director or Executive Directors."

31. Article 100

Article 100 is amended by deleting the word "ratification" in line 13 and substituting it with the phrase "the prior approval" AND THAT the amended Article 100 shall read as follows:

100. The management and control of the business and affairs of the Company shall be vested in the Directors who in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Provided further that any sale or disposal by the Directors of the Company's main undertaking shall be subject to **the prior approval** by the members in general meeting.

32. Article 102(a)

To delete the existing Article 102(a) and substituting it with the following new Article 102(a):

- 102(a) "The Directors may from time to time exercise all the powers of the Company to borrow money, and subject to the Act, the Rules and Listing Requirements to mortgage or charge its undertaking, property and uncalled capital, or any part thereto, and to issue debentures whether at par, at a discount or premium, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any person or persons or of any company, whether or not having objects or engaged or intending to engage in business similar to those of the Company, including (without limitation) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary (as defined in Section 5 of the Companies Act, 1965) or an associated company."

33. Article 103

Article 103 of the Articles of Association is amended by adding the phrase "except in an emergency" immediately after the word "but" as appearing in Line 6 AND THAT the amended Article 103 shall read as follows:

103. "The continuing Directors may act at any time notwithstanding any vacancy in their body: Provided Always that in case the number of Directors shall at any time be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting of the Company, but, **except in an emergency**, not for any other purpose."

34. **Article 105(a)**

Article 105(a) is amended by inserting the words "or arrangement" immediately after the word "proposed contract" as appearing in Line 2 of the said Article and by deleting the phrase "a Director shall not vote in respect of any contract or arrangement in which he is interested" as appearing in Line 5 of the said article and substitute it with the phrase "a Director shall not vote in regard to any contract or proposed contract or arrangement in which he has directly or indirectly, an interest" AND THAT the amended Article 105(a) shall read as follows:

105(a) "A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract **or arrangement** with the Company shall declare the nature of his interest in accordance with the provisions of the Act. Save as by the next following paragraph of this Article otherwise provided, **a Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest** (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to:

- (i) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
- (ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.
- (iii) any contract or arrangement with any other company in which he is interested only as a director or other officer or creditor of or as a shareholder in or beneficially interested in the shares of the company.

35. **Article 105(d)**

To delete the existing Article 105(d).

36. **Article 109**

To delete the existing Article 109 and substituting it with the following new Article 109:

109. "The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes, each Director having one (1) vote. In case of an equality of votes the Chairman shall have a second or casting vote provided that where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote."

37. **Article 109(a)**

To insert the following new Article 109(a) immediately after Article 109:

109(a) "Notwithstanding any provisions to the contrary contained in these regulations, any Director may participate at a meeting of Directors by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such Director shall be deemed to be physically present at the meeting whether for the purpose of these regulations or otherwise. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting PROVIDED that at least one of the Directors present at the meeting was at such place for the duration of that meeting."

38. Article 114(a)

To insert the following new Article 114(a) immediately after Article 114:

114(a) "Notwithstanding any provisions to the contrary contained in these regulations, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purpose of these regulations or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting PROVIDED that at least one of the members present at the meeting was at such place for the duration of that meeting."

39. Article 119(a)

To delete the existing Article 119(a) and substituting it with the following new Article 119(a):

119(a) "An election of Directors shall take place each year. At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year, 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 one-third (1/3) shall retire from office. Subject to Article 99 all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election."

40. Article 133

To delete the existing Article 133 and substituting it with the following new Article 133:

133. "The Directors shall from time to time in accordance with section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the said Section. The interval between the close of a financial year of the company and the issue of accounts relating to it shall not exceed four (4) months from the close of the financial year of the Company. A copy of each of such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Stock Exchange shall at the same time be likewise sent to the Stock Exchange. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office."

41. Article 143

Article 143 of the Articles of Association is amended by replacing the phrase "shall be ratified" as appearing in Line 4 of the said Article with the phrase "have been approved" AND THAT the amended Article 143 shall read as follows:

143. "In the event of there being a sale of all or any of the Company's assets on a voluntary liquidation of the Company no commission or fees or other remuneration shall be payable to any Director or Liquidator in respect of any such sale on liquidation unless the payment thereof **have been approved** by the members by resolution at an extraordinary general meeting. Specific notice of any such proposed payment and the amount thereof shall be given to the members in the notice convening the meeting at which such proposed payment is to be considered and such notice shall be given not less than seven days before the meeting is to be held."

42. Article 145

The following new Article 145 be inserted immediately after Article 144:

EFFECTS OF THE LISTING REQUIREMENTS

145. (1) "Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.
- (5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.
- (6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.
- (7) Notwithstanding the above, nothing herein shall prevent the Company from applying to the Exchange for any waiver of any of the Listing Requirement and in the event the compliance or observance of any of the Listing Requirement is waived by the Exchange, the Company shall be exempted from such compliance.

APPENDIX II : FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the directors collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

Neither Paramount nor its subsidiary companies are engaged in any litigation, claims and arbitration, either as plaintiff or defendant, which has a material effect on the financial statements of the Paramount Group and the directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially affect the financial position or business of the Paramount Group.

3. MATERIAL CONTRACT

Save as disclosed below, there are no contract which may be material (not being contracts entered into in the ordinary course of business) which have been entered into by Paramount or its subsidiaries during the past two(2) years preceding the date of this Circular:-

- (i) On 28 December 1999, Paramount entered into a Sale and Purchase Agreement with Thamass Sdn Bhd for the acquisition of 1,248,000 shares representing 3.53% equity share capital in Paramount Global Assets Sdn Bhd for a cash consideration of RM2,402,130.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Level 8, Uptown 1, 1 Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan, following the publication of this Circular from Mondays to Fridays (except public holidays) during business hours up to and including the date of the EGM:-

- (i) the Memorandum and Articles of Association of Paramount;
- (ii) the audited accounts of the Paramount Group for the three (3) financial years ended 31 December 2000 and the latest unaudited quarterly accounts ended 30 September 2001;
- (iii) the material contract referred to in section (3) above; and
- (iv) the letter of award from KDU College Sdn Bhd to Berlian Sakti Sdn. Bhd.



PARAMOUNT CORPORATION BERHAD

(Company No. 8578-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be convened at Zamrud Room I, Ground Floor, Hyatt Regency Saujana, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on 18 January 2002 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:-

ORDINARY RESOLUTION

- PROPOSED GENERAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT approval be and is hereby given pursuant to Chapter 10.09 of the Listing Requirements of Kuala Lumpur Stock Exchange, for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of Recurrent Transactions, particulars of which are set out in the Company's Circular to Shareholders dated 27 December 2001 (the "Circular") with Related Parties described in the Circular, provided that such transactions are of a revenue or trading nature which are necessary for its day-to-day operation, made on an arm's length basis and on normal commercial terms which are no more favourable to the Related Parties than those extended to the public and are not detrimental to the minority shareholders of the Company; and any other arrangements and/or transactions as are incidental thereto, and that, for the avoidance of doubt, any such transactions entered into by the Company or its subsidiaries with a director(s), major shareholder(s) or person(s) connected with a director(s) or major shareholder(s) of the Company prior to the date of this resolution as mentioned in the Circular be and are hereby approved and ratified.

AND THAT the approval given in the paragraph above shall continue in force until:-

- the conclusion of the next AGM of Paramount following the EGM at which such Proposed General Mandate was passed, at which time it will lapse, unless the authority is renewed at the said AGM; or
- the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.

AND THAT the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed General Mandate described in the Circular and/or this Resolution."

SPECIAL RESOLUTION

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

"THAT subject to the approval of the relevant authorities, the proposed amendments to the Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 27 December 2001 be and are hereby approved and adopted AND THAT the directors of the Company be and are hereby authorised to make such further amendments to the Articles of Association of the Company as may be required by the relevant authorities."

BY ORDER OF THE BOARD

Tay Lee Kong
Company Secretary
Petaling Jaya
Selangor Darul Ehsan
27 December 2001

Notes:-

- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy and in the case of a corporation a duly authorised representative to attend and vote in his stead.
- A proxy may but need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Level 8, Uptown 1, 1 Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.



PARAMOUNT CORPORATION BERHAD

(Company No. 8578-A)
(Incorporated in Malaysia)

No. of shares held

FORM OF PROXY

I/We NRIC/Company No.

of

being a member of PARAMOUNT CORPORATION BERHAD hereby appoint

of

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be convened at Zamrud Room I, Ground Floor, Hyatt Regency Saujana, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on 18 January 2002 at 10.00 a.m..

This proxy is to vote on the resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces below. Unless voting instructions are specified herein, the proxy will vote or abstain from voting as he/she thinks fit.

	FOR	AGAINST
ORDINARY RESOLUTION Proposed General Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature		
SPECIAL RESOLUTION Proposed Amendments to the Articles of Association		

Signature of Member(s) or Common Seal

Dated this day of 2001/2002

Notes:-

- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy and in the case of a corporation a duly authorised representative to attend and vote in his stead.
- A proxy may but need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Level 8, Uptown 1, 1 Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding this meeting or at any adjournment thereof.



Fold this flap for sealing



PARAMOUNT CORPORATION BERHAD

(Incorporated in Malaysia)
(Company No. 8578-A)

1st fold here

FOR THE YEAR

Then fold here

**AFFIX
STAMP**

The Company Secretary
PARAMOUNT CORPORATION BERHAD (8578-A)
Level 8, Uptown 1
1 Jalan SS21/58, Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan

1st fold here