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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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CIRCULAR TO SHAREHOLDERS IN RELATION TO:

PROPOSED ACQUISITION BY PARAMOUNT PROPERTY DEVELOPMENT SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF PARAMOUNT CORPORATION BERHAD, OF APPROXIMATELY 524.70336 ACRES OF FREEHOLD LAND LOCATED IN THE MUKIM OF KLANG, SHAH ALAM, SELANGOR DARUL EHSAN, FROM SYARIKAT PEMBANGUNAN HARTANAH GUTHRIE SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF GUTHRIE PROPERTY DEVELOPMENT HOLDINGS SDN BHD, WHICH IN TURN IS A 79.54% EFFECTIVE EQUITY INTEREST OWNED SUBSIDIARY OF KUMPULAN GUTHRIE BERHAD, FOR A TOTAL CASH CONSIDERATION OF RM169,134,979.88.

Advised by:



Aseambankers Malaysia Berhad (15938-H)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Notice convening the Extraordinary General Meeting to be held at Topas Room, Ground Floor, Hyatt Regency Saujana, 2km, Off Sultan Abdul Aziz Shah Airport Highway, Saujana, 47200 Subang, Selangor Darul Ehsan on Tuesday, 27 May 2003 at 10.30 a.m. or immediately upon the conclusion or adjournment of the Thirty-Third Annual General Meeting, together with the Form of Proxy are enclosed herein. 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 12 May 2003

DEFINITIONS

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

“Ascambankers”	:	Aseambankers Malaysia Berhad (15938-H)
“BIMB”	:	Bank Islam Malaysia Berhad (98127-X)
“Board”	:	Board of Directors of the Company
“EGM”	:	Extraordinary General Meeting
“FIC”	:	Foreign Investment Committee
“GPDH”	:	Guthrie Property Development Holdings Sdn Bhd (15631-P), (a 55%-owned subsidiary of KGB and 45%-owned subsidiary of H&L. KGB owns 54.53% of H&L, thus resulting in KGB having an effective equity interest in SPHG of 79.54%)
“H&L” or “the Proprietor”	:	Highlands & Lowlands Berhad (24817-H), (a 54.53%-owned subsidiary of KGB)
“HGD”	:	Hicom-Gamuda Development Sdn Bhd (285780-D)
“JLW”	:	Jones Lang Wootton [Proprietor : Singham Sulaiman Sdn Bhd (78217-X)]
“KGB”	:	Kumpulan Guthrie Berhad (4001-P)
“KLSE”	:	Kuala Lumpur Stock Exchange (30632-P)
“PCB Group” or “the Group”	:	PCB and its subsidiary companies
“PCB” or “the Company”	:	Paramount Corporation Berhad (8578-A)
“PPD”	:	Paramount Property Development Sdn Bhd (587910-U), a wholly owned subsidiary of PCB
“NTA”	:	Net tangible assets
“Proposed Acquisition”	:	Proposed acquisition by PPD of the Subject Lands from SPHG for a total cash consideration of RM169,134,979.88 based on the terms and conditions of the SPA
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission
“SC Guidelines”	:	Policies and Guidelines on Issue/Offer Of Securities, Securities Commission
“SPA”	:	Conditional Sale And Purchase Agreement between PPD and SPHG dated 24 January 2003
“SPHG” or “The Vendor”	:	Syarikat Pembangunan Hartanah Guthrie Sdn Bhd (102210-T), a wholly owned subsidiary of GPDH
“the Acquired Lands”	:	Portions of the Master Land measuring 53.62324 acres

DEFINITIONS (Continued)

- “the HGD Portion” : Comprised the disposal of 7.39000 acres forming part of the Master Land to HGD
- “the Master Land” : Comprises sixteen (16) pieces of freehold lands totalling 585.71660 acres in the Mukim of Klang, Shah Alam, Selangor Darul Ehsan
- “Subject Lands” : Sixteen (16) pieces of freehold lands measuring approximately 524.70336 acres located at Mukim of Klang, Shah Alam, Selangor Darul Ehsan held under the following titles :

Schedule 1

No	Title No	Lot No	Mukim	A *Master Land (Acres)	B *Acquired Lands (Acres)	C *HGD Portion (Acres)	D=A-B-C Subject Lands (Acres)
1.	GM3381	1327 ^(b)	Klang	4.50000	-	-	4.50000
2.	GM3380	1328 ^(b)	Klang	4.50000	-	-	4.50000
3.	GM3382	1329 ^(b)	Klang	3.81250	-	-	3.81250
4.	GM3384	2190 ^(b)	Klang	3.56250	-	-	3.56250
5.	GM3386	2849 ^(b)	Klang	4.00000	-	-	4.00000
6.	GM3383	2850 ^(b)	Klang	4.50000	-	-	4.50000
7.	GM3387	3397 ^(a)	Klang	3.21875	0.04694	-	3.17181
8.	GM3388	3398 ^(a)	Klang	2.96875	0.32370	-	2.64505
9.	GM3385	138 ^(a)	Klang	1.96250	-	-	1.96250
10.	G41195	72120 ^(b)	Klang	70.15311	20.58000	-	49.57311
		72121 ^(a)	Klang	68.27511	10.33000	-	57.94511
		72117 ^(b)	Klang	16.26199	-	-	16.26199
11.	G43123	11468 ^(a)	Klang	91.54260	-	-	91.54260
12.	G43124	48639 ^(a)	Klang	54.70905	18.57920	7.39000	28.73985
13.	G43125	72113 ^(b)	Klang	197.68400	-	-	197.68400
14.	G43126	72114 ^(b)	Klang	1.07417	-	-	1.07417
15.	G43128	72118 ^(b)	Klang	2.96032	-	-	2.96032
16.	G48379	3010 ^(b)	Klang	50.03125	3.76340	-	46.26785
Total				585.71660	53.62324	7.39000	524.70336

Note : The valuation report by JLW dated 3 January 2003 makes reference to eighteen (18) parcels of land. This is due to one (1) of the sixteen (16) pieces of land, which is held under Geran 41195, being subdivided into three (3) lots namely, lot no 72120, 72121, & 72117.

* As defined herein

(a) Vacant lands with undergrowth

(b) Planted with oil palm trees

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