

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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 advisers immediately.

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(Company No. 8578-A)
(Incorporated in Malaysia under the Companies Act, 1965)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO
THE PROPOSED ALLOCATION OF
LONG TERM INCENTIVE PLAN AWARD
TO THE GROUP CHIEF EXECUTIVE OFFICER**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Notice of Extraordinary General Meeting ("EGM") and the Form of Proxy of Paramount Corporation Berhad ("Paramount") are set out in this Circular. The EGM will be held as follows:

Date and time of the EGM	: Thursday, 15 January 2015 at 10.30 a.m. or at any adjournment
Venue of the EGM	: Ballroom II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan
Last date and time for lodging the Form of Proxy	: Tuesday, 13 January 2015 at 10.30 a.m.

If you are unable to attend and vote at the EGM, you may appoint a proxy to attend and vote on your behalf. If you wish to do so, you must deposit the Form of Proxy at the registered office of Paramount at Level 8, Uptown 1, 1 Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan by Tuesday, 13 January 2015 at 10.30 a.m. or in the event the EGM is adjourned, not less than 48 hours before the adjourned EGM.

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

This Circular is dated 22 December 2014

DEFINITIONS

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

“Act”	: Companies Act, 1965
“Award(s)”	: The RS Award and PS Award collectively while the singular shall mean any one of them
“Award Date”	: The date on which an Award is granted
“Board”	: Board of Directors of Paramount
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W)
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (165570-W)
“By-Laws”	: The by-laws governing the LTIP
“CDS Account”	: The Central Depository System account established by Bursa Depository for a depositor of securities and for the recording of deposit of securities and dealings in such securities by that depositor
“Circular”	: This Circular to the shareholders of Paramount dated 22 December 2014
“Director(s)”	: A natural person who holds a directorship in the Paramount Group
“Effective Date”	: 17 September 2013, being the date on which the LTIP took effect
“EGM”	: Extraordinary General Meeting
“Eligible Person(s)”	: Employees and Executive Directors of the Paramount Group who meet the criteria of eligibility for participation in the LTIP
“Employee(s)”	: Any person who is employed by any corporation within the Group
“EPS”	: Earnings per share
“Executive Director(s)”	: A natural person who is a director of the Paramount Group in a full-time executive capacity and who is involved in the day to day management of the Group
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 30 November 2014, being the latest practicable date prior to the printing of this Circular
“LTIP” or “Scheme”	: The Long Term Incentive Plan of up to 10% of the issued and paid-up share capital of Paramount at any time during the Plan Period for the Selected Employees
“LTIP Committee”	: A committee comprising such persons as may be appointed and duly authorised by the Board to implement and administer the LTIP in accordance with the By-Laws
“LTIP Conditions”	: Conditions of selection and/or the performance targets and/or other conditions as may be determined from time to time by the LTIP Committee

DEFINITIONS (Cont'd)

“LTIP Share(s)”	: Fully paid Paramount Shares granted to Selected Employees pursuant to the LTIP
“NA”	: Net assets
“Paramount” or “Company”	: Paramount Corporation Berhad (8578-A)
“Paramount Group” or “Group”	: Paramount and its subsidiaries, collectively
“Paramount Share(s)” or “Share(s)”	: Ordinary share(s) of RM0.50 each in Paramount
“Participant(s)”	: Selected Employee(s) who have accepted the Award(s) granted in accordance with the provisions of the By-Laws
“PS Vesting Conditions”	: The conditions to be determined by the LTIP Committee and stipulated in the PS Award which must be fulfilled for the LTIP Shares to be vested in a Senior Participant
“PS Vesting Date”	: The third anniversary of the Award Date or any such duration to be determined by the LTIP Committee on which all or some of the LTIP Shares are vested pursuant to the PS Award
“Persons Connected”	: Has the meaning ascribed to it in Paragraph 1.01 of the Listing Requirements
“Plan Period”	: The duration of the LTIP, which will be in force for a period of seven (7) years from the Effective Date of 17 September 2013, and which may be extended by the Board at its discretion for up to another three (3) years immediately from 16 September 2020, being the expiry date of the seven (7) years, but will not in aggregate exceed ten (10) years from the Effective Date
“PS Award”	: Performance-based share incentive plan
“Proposed Allocation of LTIP Award”	: Proposed allocation of LTIP Award to Mr Chew Sun Teong, the Group Chief Executive Officer of our Company, up to an aggregate of 15% of the total number of new Paramount Shares available under the LTIP to be issued to and vested in him at a future date pursuant to the LTIP
“RM” and “sen”	: Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia
“RS Award”	: Restricted share incentive plan
“Selected Employee(s)”	: Eligible Person(s) selected by the LTIP Committee to whom an Award is made pursuant to the By-Laws
“Senior Participant(s)”	: Executive Directors and selected senior management of the Paramount Group or such rank or position as may be designated by the LTIP Committee from time to time

DEFINITIONS (Cont'd)

All references to “you” in this Circular are to the shareholders of the Company.

All references to “our Company” in this Circular are to Paramount, references to “our Group” are to our Company, our subsidiaries and associated companies collectively, and save where the context requires, shall include our subsidiaries and associated companies.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

All references to the time of day in this Circular are references to Malaysian time, unless otherwise stated.

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FORM OF PROXY Enclosed

PARAMOUNT[®]

CORPORATION BERHAD
(8578-A)

(Company No. 8578-A)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

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

22 December 2014

Board of Directors:

Dato' Md Taib bin Abdul Hamid	<i>(Chairman and Independent Non-Executive Director)</i>
Dato' Teo Chiang Quan	<i>(Executive Deputy Chairman)</i>
Datuk Seri Michael Yam Kong Choy	<i>(Senior Independent Non-Executive Director)</i>
Dato' Haji Azlan bin Hashim	<i>(Independent Non-Executive Director)</i>
Ong Keng Siew	<i>(Independent Non-Executive Director)</i>
Dato' Rohana Tan Sri Mahmood	<i>(Independent Non-Executive Director)</i>
Quah Chek Tin	<i>(Independent Non-Executive Director)</i>

To: Our shareholders

Dear Sir/Madam,

PROPOSED ALLOCATION OF LONG TERM INCENTIVE PLAN AWARD TO THE GROUP CHIEF EXECUTIVE OFFICER

1. INTRODUCTION

On 17 September 2013, our Company implemented the LTIP of up to 10% of the issued and paid-up share capital of our Company at any time during the Plan Period for Selected Employees. Our Board seeks your approval for the Proposed Allocation of LTIP Award to Mr Chew Sun Teong, our Group Chief Executive Officer.

The announcement on the Proposed Allocation of LTIP Award was released on 26 November 2014. The purpose of this Circular is to provide you with the relevant details of the Proposed Allocation of LTIP Award and to seek your approval for the Ordinary Resolution to be tabled at our forthcoming EGM.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ALLOCATION OF LTIP AWARD TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED ALLOCATION OF LTIP AWARD

2.1 Background

Our Company had, at the EGM held on 17 April 2013, obtained your approval for the establishment of the LTIP and to allot and issue Shares to Selected Employees from time to time as may be required for the purpose of the LTIP up to 10% of the issued and paid-up capital of our Company (excluding treasury shares, if any) during the Plan Period.

The LTIP, which was implemented on 17 September 2013 for a duration of seven (7) years, is intended to allow our Company to award LTIP Shares to Selected Employees for the attainment of identified performance objectives of our Group. It also serves to attract, retain, motivate and reward valuable Selected Employees of our Group. A Participant shall be entitled to participate in the LTIP subject to the terms and conditions stipulated in the By-Laws.

The LTIP comprises the following:

(i) RS Award

The RS Award is a share incentive plan for Eligible Persons holding such rank or position as may be designated by our LTIP Committee from time to time. The RS Award entails the award of LTIP Shares which will be vested in the Participants over a duration during the Plan Period as may be determined by our LTIP Committee. The actual number of LTIP Shares to be awarded to a Participant as at the Award Date will be in accordance with the terms and conditions stipulated and determined by our LTIP Committee from time to time.

The LTIP Shares will be awarded to the Selected Employees based on their meeting or achieving the performance targets set by our LTIP Committee from time to time. No performance targets need to be met or achieved by a Participant after the granting of the RS Award and prior to the vesting of the LTIP Shares as the number of Shares to be awarded has been determined on the Award Date.

(ii) PS Award

The PS Award is a performance share plan for Senior Participants. Our LTIP Committee may in addition to the RS Award, grant LTIP Shares to the Senior Participants under the PS Award during the Plan Period. The PS Award shall be subject to the PS Vesting Conditions, being the performance targets under the PS Award, which our LTIP Committee may at its discretion, stipulate from time to time.

The PS Award shall entail the award of LTIP Shares which may be vested in Selected Employees on the PS Vesting Date. The vesting of the actual number of LTIP Shares in a Participant at the PS Vesting Date shall be conditional upon the Participant achieving the conditions to be determined by our LTIP Committee, which shall include, amongst others, shareholder value creation and the long term financial performance of our Group. The vesting of LTIP Shares in the Participants shall be conditional upon the PS Vesting Conditions being fulfilled on the PS Vesting Date.

2.2 Maximum number of LTIP Shares available under the LTIP

Pursuant to the By-Laws, the maximum number of LTIP Shares to be made available under the LTIP and to be allotted and issued and/or acquired and/or transferred upon the vesting of LTIP Shares, will not exceed in aggregate 10% of the issued and paid-up ordinary share capital of our Company (excluding treasury shares, if any) at any point in time when the Award is made during the Plan Period.

2.3 Ranking of and rights to the LTIP Shares

The LTIP Shares to be allotted and issued will, upon allotment and issuance, rank pari passu in all respects with the then existing Paramount Shares in issue and will be entitled to any rights, dividends, allotments and/or distributions attached thereto and/or which may be declared, made or paid to our shareholders, provided that the relevant allotment date of such LTIP Shares is before the entitlement date for any right, allotment or distribution.

2.4 Acceptance of Awards

Upon acceptance of the Awards, the Participants are granted LTIP Shares on a vesting date, without any cash consideration payable by the Participants, subject to such Participants' fulfilment of certain vesting conditions as may be determined by our LTIP Committee from time to time. These vesting conditions may include, but are not limited to, the achievement of key performance indicators in accordance with the performance management systems adopted by our Group and the meeting of performance targets comprising a combination of market and non-market metrics which are aligned to shareholders' interest.

The LTIP Shares to be issued to the Participants will not require any payment (save and except for the non-refundable payment of RM1.00 as a consideration for acceptance of the Award) by the Participants to our Company.

2.5 Costs and expenses of the LTIP

All administrative costs and expenses relating to the LTIP, including but not limited to the costs and expenses arising from the allotment and issuance of the LTIP Shares will be borne by our Company. Nevertheless, the Participants will be liable to bear all other costs, fees, levies, charges and/or taxes (including without limitation, income taxes) arising from the grant of the Awards and the vesting of the LTIP Shares, and any holding or dealing of such LTIP Shares.

As at the LPD, our Company had not granted any Awards and issued any LTIP Shares pursuant to the LTIP.

2.6 Eligibility

An Employee or an Executive Director of our Group who fulfils the following criteria as at any Award Date shall be eligible for consideration and/or selection as a Participant at the discretion of our LTIP Committee:

- (i) has attained the age of 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;
- (ii) has entered into a full-time or fixed-term contract of employment with, and is on the payroll of a company within our Group and has not served a notice of resignation or received a notice of termination;
- (iii) whose service or employment has been confirmed in writing;
- (iv) is not a non-executive or independent director of our Company; and
- (v) has fulfilled any other eligibility criteria as may be determined by our LTIP Committee at its discretion from time to time.

Where the Eligible Person is also an Executive Director, a major shareholder or the chief executive of our Company or a Person Connected with an Executive Director, a major shareholder or the chief executive of our Company, the specific allocation of the Award(s) to be granted by our Company and the related granting of LTIP Shares pursuant to the Award(s) to such person shall have been first approved by our shareholders at a general meeting.

2.7 Proposed Allocation of LTIP Award

Our Board seeks your approval for the Company to award up to 15% of the total number of new Paramount Shares available under the LTIP over the Plan Period to Mr Chew Sun Teong, our Group Chief Executive Officer, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws.

The exact quantum of the LTIP Shares to be awarded to our Group Chief Executive Officer has not been determined at this juncture and shall be at the discretion of our LTIP Committee, after taking into account such criteria as may be determined by the LTIP Committee in its discretion, be subject to the following:

- (i) that the total number of LTIP Shares made available under the LTIP and/ or allotted and issued and/or acquired and/or transferred upon the vesting of LTIP Shares will not exceed in aggregate 10% of the issued and paid up share capital of our Company (excluding treasury shares, if any) at any point in time when the Award is made during the Plan Period; and
- (ii) that the allocation made to any individual Selected Employee who, either singly or collectively through Persons Connected with him, holds 20% or more of the issued and paid-up share capital of our Company (excluding treasury shares, if any), will not exceed 10% of the total number of LTIP Shares at the point when the Award is made.

3. RATIONALE FOR THE PROPOSED ALLOCATION OF LTIP AWARD

The Proposed Allocation of LTIP Award to Mr Chew Sun Teong is in recognition of his position as the Group Chief Executive Officer and his contribution to the long-term growth of our Group, which is in line with the rationale for the establishment of the LTIP that is intended to:

- (i) reward Selected Employees based on their work performance and our Company's future share performance, with the former serving to align their interests to drive longer term shareholder value enhancement;
- (ii) retain key Employees and Executive Directors whose contributions are vital to the operations, long-term growth and profitability of our Group;
- (iii) attract potential employees with relevant skills and experience to join and contribute to our Group via more competitive compensation packages; and
- (iv) motivate each Employee to optimise his performance standards and efficiency and to maintain a high level of contribution through greater dedication and commitment to our Group.

4. APPROVALS REQUIRED

The Proposed Allocation of LTIP Award is subject to the approval of our shareholders at the forthcoming EGM.

The approval for the listing of and quotation for new Shares to be issued from time to time pursuant to the LTIP has been obtained from Bursa Securities on 18 March 2013.

5. EFFECTS OF THE PROPOSED ALLOCATION OF LTIP AWARD

5.1 Share Capital

The Proposed Allocation of LTIP Award is not expected to have an immediate effect on the total issued and paid-up share capital of our Company. The issued and paid-up share capital of our Company may increase progressively depending on when new Paramount Shares are allotted and issued to satisfy the Awards. The maximum number of LTIP Shares shall not at any point in time exceed 10% of the issued and paid-up ordinary shares of our Company (excluding treasury shares, if any) during the Plan Period.

5.2 NA and Gearing

The Proposed Allocation of LTIP Award is not expected to have an immediate effect on the NA and gearing of our Group. The NA and gearing of our Group will not be affected until such time as the new Paramount Shares are issued in connection with the vesting of the LTIP Shares. Any potential effect on the NA and the gearing of our Group will depend on the number of LTIP Shares vested which can only be determined at the point of vesting.

5.3 Earnings and EPS

The Proposed Allocation of LTIP Award is not expected to have an immediate effect on the earnings or EPS of our Group. According to the Financial Reporting Standard 2 on Share-Based Payment ("FRS 2") as issued by the Malaysian Accounting Standards Board, the potential cost of awarding the Awards under the LTIP will need to be measured at fair value on the date of granting the respective Awards and recognised as an expense in the income statement of our Group over the vesting period of such Awards.

The potential effect of the LTIP on the EPS of our Group in the future, as a consequence of the recognition of the expense at each date of the grant of Awards, cannot be determined at this juncture as it would depend on various factors that affect the fair value of the LTIP Shares granted under the LTIP.

Our Board has taken note of the potential impact of FRS 2 on our Group's earnings and will take into consideration the earnings impact on our Group in the vesting of the LTIP Shares pursuant to the LTIP.

5.4 Substantial Shareholders' Shareholdings

The Proposed Allocation of LTIP Award is not expected to have an immediate effect on the substantial shareholders' shareholdings of our Company until and unless new Paramount Shares are issued pursuant to the Awards. Any potential effect on the shareholdings of our Company's substantial shareholders will depend on the number of new Paramount Shares to be issued pursuant to the Awards for delivery to the Participants at the relevant point in time.

5.5 Convertible Securities

As at the LPD, our Company does not have any convertible securities.

6. HISTORICAL SHARE PRICES

The following table sets out the monthly high and low prices of Paramount Shares as traded on the Main Market of Bursa Securities for the past twelve (12) months preceding the LPD:

	High (RM)	Low (RM)
2013		
December	1.64	1.39
2014		
January	1.42	1.38
February	1.50	1.38
March	1.56	1.46
April	1.63	1.55
May	1.57	1.39
June	1.55	1.39
July	1.59	1.48
August	1.72	1.53
September	1.60	1.53
October	1.56	1.43
November	1.52	1.47

Last transacted market price of Paramount Shares prior to the date of announcement of the Proposed Allocation of LTIP Award on 25 November 2014 RM1.49

Last transacted market price of Paramount Shares prior to the LPD on 28 November 2014 RM1.48

(Source: Bloomberg)

7. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances, the Proposed Allocation of LTIP Award is expected to be completed by the first quarter of 2015.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND THE GROUP CHIEF EXECUTIVE OFFICER AND/OR PERSONS CONNECTED WITH THEM

Save as provided below, none of our Directors, major shareholders and/or persons connected to them have any interest, whether direct or indirect, in the Proposed Allocation of LTIP Award.

Mr Chew Sun Teong, who is the Group Chief Executive Officer of our Company, is deemed interested in the Proposed Allocation of LTIP Award to the extent of his allocation. Consequently, Mr Chew Sun Teong will abstain from voting in respect of his direct and/or indirect shareholdings, if any, on the ordinary resolution pertaining to his specific allocation and will also undertake that persons connected with him, if any, will abstain from voting on the ordinary resolution to be tabled at the forthcoming EGM.

9. DIRECTORS' STATEMENT

Our Board, having considered and deliberated all aspects of the Proposed Allocation of LTIP Award, is of the opinion that the Proposed Allocation of LTIP Award is in the best interest of our Company. Accordingly, our Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Allocation of LTIP Award to be tabled at the forthcoming EGM.

10. OTHER CORPORATE PROPOSALS

Our Company does not have any other corporate proposals which has been announced but not yet completed as at the LPD.

11. FURTHER INFORMATION

You are requested to refer to the enclosed Appendix I for further information.

Yours faithfully,
For and on behalf of the Board
PARAMOUNT CORPORATION BERHAD

Dato' Md Taib bin Abdul Hamid
Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

Our Board has seen and approved the contents of this Circular and our Directors collectively and individually accept full responsibility for the accuracy of the information given herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and our Board is not aware of any proceedings, pending or threatened, against our Group or of any facts likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of our Group.

3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**3.1 Material commitments**

Save as disclosed below, as at the LPD, our Board is not aware of any other material commitments incurred or known to be incurred by our Group:

	Unaudited As at the LPD RM'000
Investment properties	
Authorised and contracted for	64,506
Authorised and not contracted for	11,969
	<u>76,475</u>
Property, plant and equipment	
Authorised and contracted for	42,377
Authorised and not contracted for	12,083
	<u>54,460</u>
Land held for property development	
Authorised and contracted for	9,288
Authorised and not contracted for	11,817
	<u>21,105</u>

3.2 Contingent liabilities

As at the LPD, our Board is not aware of any contingent liabilities which upon becoming enforceable, may have a material impact on the profits or NA of our Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our Registered Office at Level 8, Uptown 1, 1 Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Monday to Friday (except for public holidays) from the date of this Circular up to and including the date of our EGM:

- (i) Memorandum and Articles of Association of our Company;
- (ii) Audited consolidated financial statements of our Group for the financial years ended 31 December 2012 and 31 December 2013 and the latest unaudited quarterly financial statements of our Group for the period ended 30 September 2014; and
- (iii) the By-Laws.

PARAMOUNT[®]

CORPORATION BERHAD
(8578-A)

(Company No. 8578-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**”) of Paramount Corporation Berhad (“**Paramount**” or “**Company**”) will be held at Ballroom II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 15 January 2015 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution set out below:

ORDINARY RESOLUTION

PROPOSED ALLOCATION OF LONG TERM INCENTIVE PLAN AWARD TO THE GROUP CHIEF EXECUTIVE OFFICER

“**THAT** the Board of Directors of the Company be and is hereby authorised to, at any time and from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Company’s Long Term Incentive Plan (“**LTIP**”), grant Mr Chew Sun Teong, the Group Chief Executive Officer of the Company, up to an aggregate of 15% of the total number of new ordinary shares of RM0.50 each in the Company available under the LTIP to be issued to and vested in him at a future date pursuant to the LTIP.”

BY ORDER OF THE BOARD

Tay Lee Kong (MAICSA 772833)
Ng Wai Peng (MAICSA 7014112)
Secretaries

Petaling Jaya
Selangor Darul Ehsan
22 December 2014

NOTES:

1. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf. 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 which holds shares in the Company for multiple beneficial owners in one securities account (**omnibus account**), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
3. *The Form of Proxy must be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its attorney or officer duly authorised in writing. The power of attorney or a duly certified copy thereof must be deposited at the Company’s Registered Office within the period stated below.*
4. *The Form of Proxy 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.*

FORM OF PROXY

I/We _____
(name of shareholder as per NRIC or name of company, in capital letters)

NRIC No./ID No./Company No. _____ (New) _____ (Old)

of _____
(full address)

being a Member of Paramount Corporation Berhad (“the Company”) hereby appoint

_____ (name of proxy as per NRIC, in capital letters)

NRIC No. _____ (New) _____ (Old)

of _____
(full address)

or failing him/her the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at Ballroom II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 15 January 2015 at 10.30 a.m., and at any adjournment thereof.

I/We direct my/our proxy to vote (see Note 4) for or against the resolution to be proposed at the meeting as hereunder indicated.

		For	Against
Ordinary Resolution	Proposed Allocation of Long Term Incentive Plan Award to the Group Chief Executive Officer		

Dated this _____ day _____ 2014 / 2015.

CDS ACCOUNT NO.

NO. OF SHARES HELD

Signature/Common Seal

NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf. 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 which holds shares in the Company for multiple beneficial owners in one securities account (**omnibus account**), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
3. The Form of Proxy must be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its attorney or officer duly authorised in writing. The power of attorney or a duly certified copy thereof must be deposited at the Company’s Registered Office within the period stated below.
4. Please indicate with an “X” in the appropriate box against the resolution how you wish your proxy to vote. If this Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
5. The Form of Proxy 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 January 2015 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretary
Paramount Corporation Berhad
Level 8, Uptown 1
1, Jalan SS21/58
Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Malaysia

1st fold here
