



## APPENDIX I

# DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF PARAMOUNT CORPORATION BERHAD

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This is the Appendix I referred to in the Special Resolution of the Notice of the Thirty-Seventh Annual General Meeting of Paramount Corporation Berhad.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

| Article   | Existing Articles   | Amended Articles   |
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| 2   | <p>"Approved Market Place" means A stock exchange which is specified to be an approved market place <u>in Securities Industry (Central Depositories)(Exemption) (No 2) Order 1998.</u></p> <p>"Central Depository" means <u>Malaysian Central Depository Sdn Bhd.</u></p> <p>"Depositor" means A holder of securities account.</p> <p>"Exchange" means <u>Kuala Lumpur Stock Exchange and such other Stock Exchange if any upon which the shares of the Company may be listed and quoted.</u></p> <p>"Listing Requirements" means The Listing Requirements of <u>Kuala Lumpur Stock Exchange</u> including any amendments to the Listing Requirements that may be made from time to time."</p> <p>"Securities Account" means An account established by <u>a central depository</u> for a depositor for the recording of deposit <u>or withdrawal</u> of securities and for dealing in such securities by the depositor.</p> | <p>"Approved Market Place" means A stock exchange which is specified to be an approved market place <b>pursuant to an exemption order made under section 62A of the Securities Industry (Central Depositories) Act 1991.</b></p> <p>"Depository" means <b>Bursa Malaysia Depository Sdn Bhd.</b></p> <p>"Depositor" means A holder of securities account <b>established by the Depository.</b></p> <p>"Exchange" means <b>Bursa Malaysia Securities Berhad.</b></p> <p>"Listing Requirements" means The Listing Requirements of <b>Bursa Malaysia Securities Berhad</b> including any <b>modifications or</b> amendments to the Listing Requirements that may be made from time to time.</p> <p>"Securities Account" means An account established by <b>the Depository</b> for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor.</p> |
| Note: All references to the above definitions throughout the Articles of Association of the Company shall be changed accordingly. |   |  |
| 6   | <p>"The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provision of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit <u>PROVIDED THAT the total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time.</u>"</p>  | <p>"The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provision of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit."</p>   |

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| 7  | <p>"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 <u>and be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.</u>"</p>  | <p>"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."</p>   |
| 12 | <p>"Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall:</p> <p>(a) within <u>fifteen (15)</u> 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 <u>securities, where applicable;</u></p> <p>(b) within <u>ten (10)</u> 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."</p> | <p>"Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall:</p> <p>(a) within <b>eight (8)</b> market days <b>after</b> the final applications closing date in respect of a rights issue or such other period as may be prescribed <b>or allowed</b> by the Exchange, allot and issue the <b>Rights Securities</b>, despatch notices of allotment to the allottees and apply for quotation of such <b>Right Securities;</b></p> <p>(b) within <b>eight (8)</b> market days <b>after</b> the books 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 <b>or allowed</b> by the Exchange, allot and issue securities, despatch notices of allotment to the allottees and apply for quotation of such securities."</p> |
| 30 | <p>"(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 <u>twelve (12)</u> market days' notice of intention to close the said register shall be published in a daily newspaper</p>   | <p>"(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 <b>ten (10)</b> market days' notice of intention to close the said register shall be published in a daily newspaper circulating in</p>   |

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|    | <p>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 <u>Central Depository</u> to prepare the appropriate Record of Depositors."</p>  | <p>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 Depository to prepare the appropriate Record of Depositors."</p>   |
| 38 | <p>"(1) Where:</p> <p>(a) the securities of the Company are listed on an <u>Approved Market Place</u>; and</p> <p>(b) the Company is exempted from compliance with section 14 of the <u>Central Depositories Act</u> 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;</p> <p>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 <u>Approved Market Place (hereinafter referred to as "the Foreign Register")</u>, to the register of holders maintained by the registrar of the Company in Malaysia (<u>hereinafter referred to as "the Malaysian Register"</u>) provided that there shall be no change in the ownership of such Securities.</p> <p><u>(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."</u></p> | <p>"(1) Where:</p> <p>(a) the securities of the Company are listed on <b>another stock exchange</b>; and</p> <p>(b) the Company is exempted from compliance with section 14 of the <b>Securities Industry (Central Depositories) Act 1991</b> 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;</p> <p>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 <b>other stock exchange</b>, to the register of holders maintained by the registrar of the Company in Malaysia and <b>vice versa</b> provided that there shall be no change in the ownership of such Securities."</p> |
| 63 | <p>"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 <u>the daily press</u> and in writing to each stock exchange upon which the Company is listed."</p>   | <p>"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 <b>at least one nationally circulated Bahasa Malaysia or English daily newspaper</b> and in writing to each stock exchange upon which the Company is listed."</p>  |

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| New Article 64(a) | None  | "Subject to the compliance with the requirements of the Exchange and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory ("CD ROM") or digital video disc read-only memory format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever."  |
| 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"). <u>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.</u> " | "The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). Subject to the Securities Industry Act (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 seek and vote thereat unless his name appears in the General Meeting Record of Depositors."  |
| 82                | "Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, <u>every member present in person or by proxy or represented by attorney shall have one vote on a show of hands and upon a poll every such member shall have one vote for every share held by him.</u> A proxy or attorney need not be a member of the Company."                          | Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, at meetings of members or classes of members, every member shall be entitled to be present and vote at any general meeting in respect of any share or shares upon which all calls to the Company have been paid. Such member shall be entitled to vote in person or by proxy or represented by attorney or other duly authorised representative, and on a show of hands, every person who is a member or proxy or attorney of a member or other duly authorised representative shall have one vote and upon a poll every such member present in person or by proxy or represented by attorney or other duly authorised representative shall have one vote for every share held by him. A proxy or attorney need not be a member of the Company." |
| 90                | "The Company in general meeting may, subject to the provisions of these Articles, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their  | "The Company in general meeting may, subject to the provisions of these Articles, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their  |

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|                    | <p>qualifications. <u>All Directors of the Company shall be natural persons and</u> until otherwise determined by a general meeting, the number of Directors shall not be less than three and the maximum number shall be fifteen."</p>  | <p>qualifications. Until otherwise determined by a general meeting, the number of Directors shall not be less than three and the maximum number shall be fifteen."</p>  |
| 91                 | <p>"A Director <u>shall be natural person and</u> 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."</p>   | <p>"A Director 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."</p>   |
| 95                 | <p>"The office of a Director shall be vacated:</p> <ul style="list-style-type: none"> <li>(a) If he becomes a bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors;</li> <li>(b) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;</li> <li>(c) <u>If he is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company;</u></li> <li>(d) If he is removed by a resolution of the Company in general meeting;</li> <li>(e) If he is prohibited from being a Director by any order made under any provision of the Act;</li> <li>(f) If by notice in writing given to the Company he resigns his office." </li></ul> | <p>"The office of a Director shall be vacated:</p> <ul style="list-style-type: none"> <li>(a) If he becomes a bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors <b>during his term of office;</b></li> <li>(b) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder <b>during his term of office;</b></li> <li>(c) If he is removed by a resolution of the Company in general meeting;</li> <li>(d) If he is prohibited from being a Director by any order made under any provision of the Act;</li> <li>(e) If by notice in writing given to the Company he resigns his office." </li></ul>  |
| New Article 126(a) | None   | <p><b>"Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant payable to the Member registered in the Register and/or the Record of Depositors or by electronic or other methods of funds transfer or such other means to or through such person. In addition, any such dividend, instalment of dividend, bonus or interest may be paid by any bank through direct transfer or other funds transfer system or such other means to or through such person as the Member or person entitled thereto in consequence of the death or bankruptcy of the Member may in writing direct, and the Company shall have no responsibility for any sums lost or delayed in the course of any such transfer or where the Company has acted on any such directions."</b></p> |