THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.

PGB

PARAGON GLOBE BERHAD

百 丽 环 球

194801000095 (1713-A)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolution in respect of the above proposal will be tabled as Special Business at the Annual General Meeting ("AGM") of Paragon Globe Berhad ("PGB" or "Company"). The AGM will be held at Level 2, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor Darul Takzim, Malaysia on **Friday, 28 August 2026 at 9.00 a.m.**, or at any adjournment thereof. The Notice of AGM together with the Form of Proxy are set out in the Annual Report 2026 of the Company which are published at the Company's website at **www.pgbgroup.com.my** or Bursa Malaysia Securities Berhad's website at **www.bursamalaysia.com.**

A member of the Company entitled to attend, participate, speak and vote at the AGM is entitled to appoint a proxy or proxies to attend, participate, speak and vote on his/her behalf. The Form of Proxy shall be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or in the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit proxy appointment electronically via Vistra Share Registry and IPO (MY) portal ("The Portal") at **https://srmy.vistra.com** not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof or no later than **Wednesday, 26 August 2026 at 9.00 a.m.** Please follow the procedures as set out in the Administrative Guide for the 79th AGM for the electronic lodgement of the Form of Proxy. The lodging of the Form of Proxy will not preclude you from participating and voting at the AGM should you subsequently decide to do so.

Date and time of the AGM	: **Friday, 28 August 2026 at 9.00 a.m.** or at any adjournment thereof
Last date and time for lodging the Form of Proxy	: **Wednesday, 26 August 2026 at 9.00 a.m.**

This Circular is dated 30 July 2026

DEFINITIONS

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

Act	:	Companies Act 2016
AGM	:	Annual General Meeting
AC	:	Our Audit Committee
Board	:	Our Board of Directors
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	:	This circular to the shareholders of our Company dated 30 July 2026
CMSA	:	Capital Market Securities Act 2007
Dato' Sri Edwin Tan	:	Dato' Sri Edwin Tan Pei Seng, Executive Chairman of our Company
Dato' Sri Godwin Tan	:	Dato' Sri Godwin Tan Pei Poh, Group Executive Director of our Company
Directors	:	Directors of our Company have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of our Company, its subsidiaries or holding company
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	1 July 2026, being the latest practicable date prior to the printing of this Circular
Major Shareholder(s)	:	A person who has an interest or interests in one or more voting shares in our Company and the number or the aggregate of those shares, is: (a) 10% or more of the total number of voting shares in our Company; or (b) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of our Company, its subsidiaries or holding company
Person	:	Includes a body of persons, corporate or unincorporated (including a trust)

Person(s) Connected	:	In relation to any person (referred to as "said Person") means such person who falls under any one of the following categories: (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person; or such other persons as defined under Paragraph 1.01 of the Listing Requirements
PGB Group or Group	:	Collectively, our Company and our subsidiaries
PGB or Company	:	Paragon Globe Berhad (Registration No. 194801000095 (1713-A))
PGB Share(s) or Share(s)	:	Ordinary shares in PGB
Proposed Renewal of Shareholders' Mandate	:	Proposed renewal of the Shareholders' Mandate for RRPT to be entered into by our Group from the date of the forthcoming 79th AGM until the conclusion of the next AGM
Related Party(ies)	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s) of our Company
Related Party Transaction(s) ("RPT")	:	Transaction(s) entered into by our Group which involve(s) the interest, direct or indirect, of the Related Party(ies) of our Company
Recurrent Related Party Transaction(s) ("RRPT")	:	Related Party Transaction(s) involving recurrent transactions of a revenue or trading nature that are necessary for the day-to-day operations and are in the ordinary course of business of our Group

RM and sen	:	Ringgit Malaysia and sen respectively
Shareholders' Mandate	:	The existing shareholders' mandate granted to our Group to enter into RRPT with Related Parties in the ordinary course of business which are necessary for the day-to-day operations of our Group
Substantial Shareholder	:	A person who has an interest in one or more voting shares in our Company and the number or the aggregate number of such shares is 5% or more of the total number of voting shares in our Company as defined in Section 136(2) of the Act

All references to "you" or "Shareholder" in this Circular are to the shareholders of PGB. All references to "we", "us", "our" and "ourselves" are in respect of PGB or the PGB Group, where relevant. References to persons shall include corporations, unless otherwise specified.

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

Any reference in this Circular to any enactment, rules and regulations is a reference to that enactment, rules and regulations as may be amended or re-enacted from time to time.

Any reference to time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables between the amount listed, actual figures and the totals in this Circular are due to rounding.

This Circular includes forward-looking statements. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. All statements other than statements of historical facts included in this Circular including, without limitation, those regarding our Group's financial position, business strategies, prospects, plans and objectives of our Company for future operations, are forward-looking statements. There can be no assurance that such forward-looking statements will materialise, be fulfilled or be achieved.

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LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL SHAREHOLDERS' MANDATE:

PARAGON GLOBE BERHAD
百 丽 环 球
194801000095 (1713-A)
(Incorporated in Malaysia)

Registered Office:
Level 10-02, Grand Paragon Hotel,
No. 18, Jalan Harimau,
Taman Century,
80250 Johor Bahru,
Johor Darul Takzim

30 July 2026

Board of Directors

Dato' Sri Edwin Tan Pei Seng *(Executive Chairman)*
Dato' Sri Godwin Tan Pei Poh *(Group Executive Director)*
Leong Siew Foong *(Executive Director)*
Tee Boon Hin *(Senior Independent Non-Executive Director)*
Dato' Haji Ismail Bin Karim *(Independent Non-Executive Director)*
Tan Sri Datuk Wira Dr. Hj. Mohd Shukor Bin Hj. Mahfar *(Independent Non-Executive Director)*
Dato' Jeffrey Lai Jiun Jye *(Non-Independent Non-Executive Director)*

To: Our Shareholders

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 2 September 2025, our Company obtained a Shareholders' Mandate to allow our Group to enter into RRPT on terms that are not more favourable to the Related Parties than those generally available to the public. In accordance with the Listing Requirements, the authority conferred by the Shareholders' Mandate shall, unless renewed, lapse at the conclusion of the forthcoming 79th AGM of our Company.

In this regard, our Company had, on 23 July 2026, announced its intention to seek shareholders' approval at the forthcoming 79th AGM for the Proposed Renewal of Shareholders' Mandate to enable our Group to continue entering into the existing RRPT with the Related Parties. There are no new RRPT and no changes to the existing RRPT approved at the 78th AGM. The Proposed Renewal of Shareholders' Mandate is sought to renew the authority for the existing RRPT on the same terms and conditions.

Further details of the Proposed Renewal of Shareholders' Mandate are set out in the ensuing sections of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION TO BE TABLED AT OUR FORTHCOMING 79th AGM. THE NOTICE OF THE 79th AGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THE ANNUAL REPORT 2026.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSAL FOR RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING 79th AGM.

2. DETAILS OF THE PROPOSED RENEWAL SHAREHOLDERS' MANDATE

2.1 Introduction

Pursuant to Part E, Paragraph 10.09(2) of Chapter 10 of Listing Requirements, our Company may seek a mandate from our shareholders for RRPT subject to the following:

(a) the transactions are in the ordinary course of business of our Group and are on terms not more favourable to the Related Party than those generally available to the public;

(b) the Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year where:

(i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or

(ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher;

(c) the Circular to shareholders for the Shareholders' Mandate includes the information as may be prescribed by Bursa Securities.

(d) in a meeting to obtain shareholders' mandate, where the interested Director, interested Major Shareholder or interested Person Connected to a Director or Major Shareholder and where the interest of an interested Person Connected to a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolution to approve the transactions and an interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and

(e) our Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by our Company, exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2), the provisions of Paragraph 10.08 will not apply.

It is anticipated that the RRPT are conducted in the ordinary course of our Group's business, are likely to occur and are necessary for the day-to-day operations.

In this respect, our Company is currently seeking approval from our shareholders for the Proposed Renewal of Shareholders' Mandate to allow our Group, in our ordinary course of business, to enter into RRPT listed in **Section 2.4** of this Circular with the Related Parties where the transactions are revenue or trading in nature and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the interests of the minority shareholders of our Company.

The Proposed Renewal of Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall take effect from and including 28 August 2026, being the date of the forthcoming 79th AGM, and shall continue to be in force until:

(a) the conclusion of the next AGM following the 79th AGM, at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or

(b) the expiration of the period within which the next AGM after this date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by our shareholders in general meeting,

whichever is the earlier.

If the Proposed Renewal of Shareholders' Mandate is approved, we are required to disclose the aggregate value of the RRPT conducted during the financial year pursuant to the Proposed Renewal of Shareholders' Mandate in our Annual Report 2027. In making such disclosure, we will provide a breakdown of the aggregate value of the RRPT made during the financial year pursuant to the Proposed Renewal of Shareholders' Mandate based on the following information:

(a) type of RRPT made; and

(b) names of the Related Parties involved in each type of the RRPT made and their relationship with our Company.

Details of the RRPT of our Group which is in accordance with Paragraph 10.09(1) of the Listing Requirements are set out in the ensuing paragraphs.

The RRPT of our Group contemplated under the Proposed Renewal of Shareholders' Mandate comply with Paragraph 10.09(2) of the Listing Requirements as well as the relevant provisions under Sections 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

2.2 Principal Business

The principal activity of our Company is an investment holding company whilst the principal activities of our subsidiaries comprise the following:

No.	Name of Company	Principal Activities	Effective Ownership Interest (%)
1.	Paragon Bizhub Sdn. Bhd.	Properties development and hostel management services	100.00
2.	PGBG Construction Sdn. Bhd.	Properties development and building contractors	100.00
3.	Builtech Acres Sdn. Bhd.	Properties investment	99.06
4.	Paragon Globe Properties Sdn. Bhd.	Properties development	100.00
5.	Paragon Platinum Sdn. Bhd.	Properties development and properties investment	100.00
6.	Paragon Business Hub Sdn. Bhd.	Properties development	100.00
7.	PGB Innovation Sdn. Bhd.	Properties development	100.00
8.	PGB Iconic Sdn. Bhd.	Properties development	100.00
9.	PGB Landmark Sdn. Bhd.	Properties development	100.00
10.	PGB Desa Heights Sdn. Bhd.	Properties development	100.00
11.	PGB Gardens Sdn. Bhd.	Dormant	100.00
12.	PGB Development Sdn. Bhd. *(Formerly known as PGB Parkland Sdn. Bhd.)* *(Date of incorporation: 6 June 2025)*	Dormant	100.00
13.	PGBG Resources Sdn. Bhd. *(Date of incorporation: 10 December 2025)*	Dormant	100.00

2.3 Classes of Related Parties

The Proposed Renewal of Shareholders' Mandate will apply to the following classes of Related Parties:

(a) Interested Directors;

(b) Interested Major Shareholders; and

(c) Persons Connected with our Directors and/or Major Shareholders.

2.4 Class and Nature of the RRPT for the Proposed Renewal of Shareholders' Mandate

The details of the RRPT entered or to be entered into by our Group pursuant to the Proposed Renewal of Shareholders' Mandate are as follows:

No.	Nature of Recurrent Related Party Transaction	Parties Involved	Related Parties	Interested Directors, Interested Major Shareholders and Person Connected	Estimated value from 2 September 2025 to our 79th AGM on 28 August 2026 (RM'000)	Actual value transacted from 2 September 2025 up to the LPD (RM'000)	Estimated value*5 from 79th AGM on 28 August 2026 up to the next AGM (RM'000)
1	Rental of Office Premises*1	PGB	Castle Inn Realty Sdn. Bhd.	Dato' Sri Edwin Tan Dato' Sri Godwin Tan	620	551	620
2	Administration Support Services*2	PGB Group	Hotel Grand Paragon Sdn. Bhd.	Dato' Sri Edwin Tan Dato' Sri Godwin Tan	450	286	700
3	Construction and Related Services*3	PGBG Construction Sdn. Bhd.	Paragon Earth Sdn. Bhd.	Dato' Sri Edwin Tan Dato' Sri Godwin Tan Dato' Jeffrey Lai Jiun Jye	90,000	-	200,000
4	Tenancy Agreement for Office Premises*4	PGB	Dato' Sri Edwin Tan	Dato' Sri Edwin Tan	200	154	220

Notes:

[*1] *PGB entered into a tenancy agreement with Castle Inn Realty Sdn. Bhd. for the rental of office space located at Level 10-02, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor. The office space has a net floor area of approximately 5,327.38 square feet, at a rental rate of RM9.40 per square foot, for a monthly rental of RM50,077. The tenancy is renewed for a period of three (3) years, commencing on 1 May 2025 and expiring on 30 April 2028.*

[*2] *PGB Group receives administrative support services from Hotel Grand Paragon Sdn. Bhd. ("**Grand Paragon Hotel**"). The services provided may vary depending on the specific needs and arrangements between our Group and Grand Paragon Hotel. Common administrative support services provided include meeting and conference facilities, accommodation services, catering and food services, parking services and other related services.*

[*3] *The subsidiary of PGB, PGBG Construction Sdn. Bhd. ("**PGBG**"), provides a range of construction and related services to Paragon Earth Sdn. Bhd., which may include site preparation, building construction, project management, structural works and other related services. The transactions are in the ordinary course of PGBG's business, are likely to occur and are necessary for the day-to-day operations.*

[*4] *PGB entered into a tenancy agreement with Dato' Sri Edwin Tan for the rental of all that premises located at No. 9, Lorong Gurney, Off Jalan Semarak, 54100 Kuala Lumpur, erected on GRN 27901 Lot 300, Seksyen 87A, Mukim Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan. The premises has an approximate built-up area of 990.183 square meters, at a rental rate of RM14.11 per square meter, for a monthly rental of RM15,378. The tenancy is renewed for a period of two (2) years, commencing on 15 April 2025 and expiring on 14 April 2027.*

[*5] *The estimated value is subject to actual transaction value, which may vary from the estimated value disclosed, as the actual value cannot be ascertained at this juncture. In accordance with Paragraph 10.09(2)(e) of the Listing Requirements, our Company shall immediately announce to Bursa Securities if the actual value of the RRPT exceeds the estimated value by 10% or more.*

All transacted values are exclusive of Sales and Services Tax or any other applicable taxes prevailing at the time of the transactions.

[*6] *The details of the service providers and recipients of the above transactions are as follows:*

No.	***Nature of Recurrent Related Party Transaction***	***Provider***	***Recipient***
1	*Rental of Office Premises*	*Castle Inn Realty Sdn. Bhd.*	*PGB*
2	*Administration Support Services*	*Hotel Grand Paragon Sdn. Bhd.*	*PGB Group*
3	*Construction and Related Services*	*PGBG Construction Sdn. Bhd.*	*Paragon Earth Sdn. Bhd.*
4	*Tenancy Agreement for Office Premises*	*Dato' Sri Edwin Tan*	*PGB*

2.5 Nature and Extent of Interest

The nature and extent of the interests of the interested Directors and Major Shareholders as disclosed in the table in **Section 2.4** above are as follows:

(a) Dato' Sri Edwin Tan is the Executive Chairman of PGB. He is also a director and substantial shareholder of both Castle Inn Realty Sdn. Bhd. and Hotel Grand Paragon Sdn. Bhd. through his 50% direct shareholding in each company.

He is also a director and substantial shareholder of Paragon Earth Sdn. Bhd., with a 64% deemed interest held through Paragon Link Sdn. Bhd. and a 1% deemed interest held through T&T Enterprise Sdn. Bhd.

(b) Dato' Sri Godwin Tan is the Group Executive Director of PGB. He is a director and shareholder of Castle Inn Realty Sdn. Bhd. through his 20% direct shareholding. He is also a director of Hotel Grand Paragon Sdn. Bhd.

He is also a director and substantial shareholder of Paragon Earth Sdn. Bhd., with a 64% deemed interest held through Paragon Link Sdn. Bhd.

(c) Dato' Jeffrey Lai Jiun Jye is the Non-Independent Non-Executive Director of PGB. He is also a director and shareholder of Paragon Earth Sdn. Bhd., with a 35% deemed interest held through Kuopacific Properties Sdn. Bhd.

2.6 Amount Due and Owing by Related Parties

As at the LPD, there were no amounts due and owing to our Group under the RRPT which exceeded the credit limit.

2.7 Review Procedures in relation to RRPT

Our Group has established various procedures to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with our Group's normal business practices and policies, which are not more favourable to the Related Parties than those extended to third parties or the public, and are not detrimental to the interests of the minority shareholders of our Company.

The RRPT will be undertaken based on prevailing market rates and in accordance with normal commercial terms, business practices and policies or otherwise in accordance with applicable industry norms and considerations.

The procedures established by our Group are as follows:

(a) Records of RRPT will be retained and compiled for review by the AC to ascertain that the guidelines and procedures established to monitor the RRPT have been complied with, and such review shall be undertaken at least once every quarter during the AC meetings;

(b) Any significant RRPT involving a Related Party with an annual transaction value exceeding RM1,000,000 shall be subject to prior review and approval by the AC. RRPT below this threshold will be reported to the AC during its meetings;

(c) In reviewing and determining whether to recommend the RRPT for approval, the AC shall consider, among others, the terms and commercial reasonableness of the transaction, its business purpose, the extent of the Related Party's interest, the materiality of the transaction and the applicable percentage ratios pursuant to Chapter 10 of the Listing Requirements, as well as the justification for entering into the transaction with the Related Party;

(d) where practicable, at least two (2) contemporaneous transactions with unrelated third parties for similar products, services and/or quantities shall be used for comparison to determine whether the pricing and terms offered to or by the Related Party are fair and reasonable and comparable to those offered to or by other unrelated third parties for the same or substantially similar products, services and/or quantities.

Where quotation or comparative pricing from unrelated third parties is not available, for instance where there are no unrelated third-party vendors or customers of similar products or services, or where the product or service is proprietary in nature, the transaction shall be conducted on prevailing commercial terms, supported by Management's justification or such other reasonable basis as may be appropriate, and in all cases on terms which are not detrimental to our Group; and

(e) Any member of the AC who has an actual, potential or perceived interest, whether direct or indirect, in any RRPT shall recuse himself or herself and abstain from deliberation, review, approval or ratification of such RRPT and shall not participate in the AC's discussions thereof. Any Director who has an interest, whether direct or indirect, in any RRPT shall likewise abstain from deliberation, approval or ratification of such RRPT and shall not participate in the Board's discussions thereof. The interested Director shall also abstain from deliberating at Board meetings in respect of RRPT in which Persons Connected with him are interested.

2.8 Audit Committee Statement

The AC has reviewed the procedures and is of the view that such procedures are sufficient to ensure that the RRPT are conducted on an arm's length basis and on normal commercial terms consistent with our Group's normal business practices and policies, and are not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the interests of the minority shareholders of our Company.

The AC is also of the view that our Group has put in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. These procedures will be reviewed as and when necessary, and any recommendations for improvement will be implemented where appropriate.

3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The RRPT set out in **Section 2.4** of this Circular are undertaken in the ordinary course of business and are necessary to meet the business and operational requirements of our Group. The transactions are expected to provide operational efficiencies and facilitate timely execution of transactions necessary for day-to-day operations.

The RRPT are conducted with Related Parties with whom our Group has established business relationships, allowing our Group to benefit from familiarity with the counterparties' business operations, reliability and efficiency in service delivery.

Given the recurrent and time-sensitive nature of the RRPT, it would be impractical to seek shareholders' approval on a case-by-case basis prior to entering into them. Accordingly, the Proposed Renewal of Shareholders' Mandate would substantially reduce administrative time, inconvenience and expenses associated with the convening of separate meetings for each transaction. This would enable our Group to allocate its resources more efficiently and focus on its business operations and growth opportunities.

The Proposed Renewal of Shareholders' Mandate will also ensure that the RRPT are conducted on an arm's length basis and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of our Company.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any effect on the share capital and the Substantial Shareholders' shareholdings in our Company, and is not expected to have material effect on the net assets, gearing and earnings of our Group for the financial year ending 31 March 2027.

5. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of our shareholders at the forthcoming 79th AGM to be convened.

6. INTERESTS OF THE INTERESTED DIRECTORS, INTERESTED MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The direct and indirect interests of the interested Directors and Major Shareholders in PGB Shares as of the LPD are as follows:

Interested Directors and Major Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Dato' Sri Edwin Tan	175,200	0.023	424,048,100[*1]	56.794
Dato' Sri Godwin Tan	8,000	0.001	424,048,100[*1]	56.794
Dato' Jeffrey Lai Jiun Jye	-	-	-	-

Note:

[*1] *Deemed interest by virtue of his substantial indirect interest in Paragon Adventure Sdn. Bhd.*

The above interested Directors and interested Major Shareholders have and will continue to abstain from the Board deliberations and voting of the Proposed Renewal of Shareholders' Mandate in respect of their direct and/or indirect shareholdings in our Company at the forthcoming 79th AGM to be convened.

In addition, the interested Directors and interested Major Shareholders have undertaken to ensure that Persons Connected with them shall abstain from voting in respect of their direct and/or indirect shareholdings in our Company in relation to the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled in the forthcoming 79th AGM.

7. OPINION AND RECOMMENDATION FROM DIRECTORS

Save for the interested Directors namely, Dato' Sri Edwin Tan, Dato' Sri Godwin Tan and Dato' Jeffrey Lai Jiun Jye, the Board has considered all aspects of the Proposed Renewal of Shareholders' Mandate and is of the opinion that it is in the best interest of our Company and shareholders. Accordingly, the Board would recommend you to vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 79th AGM.

8. ANNUAL GENERAL MEETING

The 79th AGM of the Company will be held at Level 2, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor Darul Takzim, Malaysia on Friday, 28 August 2026 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modification, the resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend, participate, speak and vote in person at the 79th AGM, please complete, sign and return the Form of Proxy which is attached together with the Annual Report 2026 of PGB in accordance with the instructions contained therein as soon as possible and, in any event, so as to arrive at the office of our Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or in the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, to submit proxy appointment electronically via Vistra Share Registry and IPO (MY) portal ("The Portal") at **https://srmy.vistra.com** not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Please follow the procedures as set out in the Administrative Guide for the 79th AGM for the electronic lodgement of the Form of Proxy.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 79th AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendix for further information.

Yours faithfully,
For and on behalf of the Board of
PARAGON GLOBE BERHAD

Dato' Haji Ismail Bin Karim
Independent Non-Executive Director

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Neither PGB nor its subsidiaries have entered into any material contracts, other than those entered into in the ordinary course of business, during the past two (2) years preceding the date of this Circular, except for the following:

(a) On 17 November 2023, PGB Landmark Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into eight (8) conditional sale and purchase agreements ("SPA(s)") with Nusajaya Rise Sdn. Bhd. and Nusajaya Heights Sdn. Bhd. (collectively known as "Vendors"), as well as Symphony Hills Sdn. Bhd. ("Proprietor"), to purchase seven (7) parcels of freehold lands located in the Mukim of Tanjung Kupang and one (1) parcel of freehold land in the Mukim of Pulai, all in the District of Johor Bahru, State of Johor measuring approximately 46.90 hectares at a purchase price of RM146,071,898.47.

The acquisitions were completed on 13 June 2024, 19 July 2024, 6 September 2024 and 4 September 2025, respectively, pursuant to the terms of the SPAs.

(b) On 8 May 2024, Paragon Business Hub Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional sale and purchase agreement with Bridge Data Centres Malaysia IV Sdn. Bhd. to dispose part of a parcel of freehold agriculture land held under Geran 80943 Lot 2699, in the Mukim of Plentong, District of Johor Bahru, State of Johor, measuring approximately 47.86 acres for a cash consideration of RM238,317,195.60. Subject to the terms and conditions stipulated in the sale and purchase agreement, the transaction has not been completed as at the LPD.

(c) On 30 May 2024, Paragon Business Hub Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional sale and purchase agreement with Semenang Realty Sdn. Bhd. to purchase one (1) parcel of freehold industrial land held under HSD 631308 PTD 250799, in the Mukim of Plentong, District of Johor Bahru, State of Johor, measuring approximately 14.85 acres at a purchase price of RM28,563,133.20. The transaction was completed on 31 December 2024, pursuant to the terms of the sale and purchase agreement.

(d) On 29 July 2024, Paragon Business Hub Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional sale and purchase agreement with EKL Holdings Sdn. Bhd. to purchase two (2) parcels of freehold agriculture land held under GM 757 Lot 90 and GM 1083 Lot 923, both in the Mukim Plentong, District of Johor Bahru, State of Johor measuring 4.49 hectares (approximately 11.09 acres) and 3.34 hectares (approximately 8.24 acres) respectively at a purchase price of RM34,957,133.78. The transaction was completed on 20 January 2025, pursuant to the terms of the sale and purchase agreement.

(e) On 2 August 2024, Paragon Business Hub Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional sale and purchase agreement with Bridge Data Centres Malaysia VI Sdn. Bhd. to dispose part of a parcel of freehold agriculture land held under Geran 80943 Lot 2699, in the Mukim of Plentong, District of Johor Bahru, State of Johor, measuring approximately 19.76 acres for a cash consideration of RM98,980,734.60. The transaction was completed on 20 January 2026, pursuant to the terms of the SPA.

(f) On 14 August 2024, PGB Desa Heights Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional development rights agreement with Tropicana Danga Bay Sdn. Bhd. ("TDBSB") in relation to the development of two (2) parcels of freehold land held under HS(D) 577114 PTB 24234 and HS(D) 577113 PTB 24233, both in the Township of Johor Bahru, District of Johor Bahru, State of Johor owned by TDBSB, measuring 14,213.58 square meters (approximately 3.51 acres) and 14,630.85 square meters (approximately 3.62 acres) respectively. The transaction was completed on 4 September 2025, pursuant to the terms of the development rights agreement.

(g) On 12 November 2024, Paragon Globe Properties Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional development rights agreement with Iskandar Capital Sdn. Bhd. ("ICSB") in relation to the development of three (3) parcels of freehold land held under HS(D) 609000 PTD 217844, HS(D) 609004 PTD 217850 and HS(D) 609024 PTD 217881, all in the Mukim of Pulai, District of Johor Bahru, State of Johor owned by ICSB, measuring 16,596 square meters (approximately 4.10 acres), 46,535 square meters (approximately 11.50 acres) and 19.429 hectares (approximately 48.01 acres), respectively. Subject to the terms and conditions stipulated in the development rights agreement, the transaction has not been completed as at the LPD.

(h) On 16 April 2025, PGB Landmark Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional sale and purchase agreement with Buildcon Concrete Sdn. Bhd. to dispose part of a parcel of freehold land held under HSD 306839, PTD 3006 (currently held under HS(D) 640887 PTD 11501), in the Mukim of Tanjung Kupang, District of Johor Bahru, State of Johor, measuring approximately 3.531 acres for a cash consideration of RM19,226,295.00. The transaction was completed on 24 September 2025, pursuant to the terms of the SPA.

(i) On 13 October 2025, Paragon Globe Properties Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a sale and purchase agreement with Common Development (M) Sdn. Bhd. to purchase three (3) parcels of freehold land held under GM 716 Lot 1428, GM 715 Lot 1430 and GM 718 Lot 1431, all located in the Mukim of Rengam, District of Kluang, State of Johor, measuring approximately 3.51 hectares, 3.90 hectares and 4.43 hectares respectively for a total cash consideration of RM11,475,253.86. Subject to the terms and conditions stipulated in the SPA, the transaction has not been completed as at the LPD.

(j) On 4 December 2025, PGB Landmark Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional sale and purchase agreement with GSP Automotive Malaysia Sdn. Bhd. to dispose all that parcel of freehold land held under HS(D) 306837 PTD 3003, in the Mukim of Tanjung Kupang, District of Johor Bahru, State of Johor, measuring approximately 5.4451 hectares for a cash consideration of RM64,471,625.90. Subject to the terms and conditions stipulated in the SPA, the transaction has not been completed as at the LPD.

(k) On 23 June 2026, PGB Landmark Sdn. Bhd., a wholly-owned subsidiary of our Company, entered into a conditional sale and purchase agreement with DayOne Data Centers Malaysia III Sdn. Bhd. to dispose two (2) parcels of freehold land held under HS(D) 646688 PTD 5868 (previously known as HS(D) 602898 PTD 5868) and HS(D) 646687 PTD 5401 (previously known as HS(D) 602455 PTD 5401), in the Mukim of Tanjung Kupang, District of Johor Bahru, State of Johor, measuring approximately 22.5736 hectares and 3.8446 hectares respectively for a cash consideration of RM398,107,091.20. Subject to the terms and conditions stipulated in the SPA, the transaction has not been completed as at the LPD.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims and arbitration, either as plaintiff or defendant, and the 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 may materially and adversely affect the financial position or business of our Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are made available for inspection at our registered office at Level 10-02, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor during normal business hours between Monday and Friday (except public holidays), from the date of this Circular up to and including the date of the forthcoming 79th AGM:

(a) Our Company's constitution;

(b) Material contracts as set out in **Section 2** of **Appendix I** of this Circular; and

(c) Our Company's audited consolidated financial statements for the past two (2) financial years ended 31 March 2025 and 31 March 2026.