



# PERAK CORPORATION BERHAD

(Company No. : 210915-U)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-second Annual General Meeting of the Company will be held at Dewan Persidangan, Tingkat 4, Wisma Wan Mohamed, Jalan Panglima Bukit Gantang Wahab, 30000 Ipoh, Perak Darul Ridzuan on Wednesday, 26 June 2013 at 11.00 a.m. to transact the following businesses:

### AGENDA

- |  |              |
|--|--------------|
| 1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2012 together with the Report of the Directors and Auditors thereon.                             | Resolution 1 |
| 2. To approve the payment of a first and final dividend of 8.5 sen per share less income tax and a special tax exempt dividend of 1.1 sen per share for the year ended 31 December 2012. | Resolution 2 |
| 3. To approve the increase in Directors' fees for the year ended 31 December 2012 and the payment of Directors' fees thereon.  | Resolution 3 |
| 4. To re-elect the following Directors who retire in accordance with Article 80 of the Company's Articles of Association:  |              |
| a) Tuan Haji Ab Rahman bin Mohammed  | Resolution 4 |
| b) Dato' Abd Karim bin Ahmad Tarmizi   | Resolution 5 |
| 5. To re-elect Dato' Aminuddin bin Md Desa who retires in accordance with Article 87 of the Company's Articles of Association.   | Resolution 6 |
| 6. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.   | Resolution 7 |
| As special business to consider and, if thought fit, to pass the following resolutions:  |              |
| 7. A <b>Ordinary Resolution - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature</b>   | Resolution 8 |

"**THAT** approval be and is hereby given pursuant to Paragraph 10.09, Part E of Chapter 10 of Bursa Malaysia Securities Berhad Main Market Listing Requirements for the Company and/or its subsidiaries to enter into the Recurrent Related Party Transactions of a revenue or trading nature which are necessary for day-to-day operations with the Related Parties, as detailed in Section 2.1.2 of the Circular to Shareholders of the Company dated 31 May 2013, subject to the following:

- the transactions are carried out in the ordinary course of business on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company; and
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year based on the following information:
  - the type of the Recurrent Related Party Transactions made; and
  - the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

**THAT** the approval given in the paragraph above shall only continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed;
  - the expiration of the period within which the next AGM after the date it is required to be held pursuant to section 143(1) of the Companies Act, 1965 ("the Act"), but must not extend to such extension as may be allowed pursuant to section 143(2) of the Act; or
  - revoked or varied by resolution passed by the shareholders in general meeting;
- whichever is the earlier.

**AND THAT** authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

### B **Special Resolution - Proposed Amendments to the Articles of Association of the Company** Resolution 9

"**THAT** the proposed amendments to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders of the Company dated 31 May 2013 be and are hereby approved."

- To transact any other business appropriate to an AGM of which due notice shall have been given in accordance with the Act and the Company's Articles of Association.

By order of the Board

Cheai Weng Hoong  
Chan May Yoke  
Company Secretaries

Ipoh  
31 May 2013

### NOTICE OF FIRST AND FINAL DIVIDEND PAYMENT AND CLOSURE OF REGISTER

Subject to the approval of the shareholders, a first and final dividend of 8.5 sen per share less 25% income tax and a special tax exempt dividend of 1.1 sen per share will be paid on 17 July 2013.

Notice is hereby given that the Register of Members of the Company will be closed on 28 June 2013, to determine shareholders' entitlement to the dividend payment.

A depositor will qualify for entitlement only in respect of:

- Shares transferred into the Depositors' Securities account before 4.00 p.m. on 28 June 2013 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

#### Notes:

- A member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead and Section 149 (1)(b) of the Act shall not apply.
- When a member appoints more than one proxy the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at D-3-7, GreenTown Square, Jalan Dato' Seri Ahmad Said, 30450 Ipoh, Perak Darul Ridzuan at least forty-eight (48) hours before the time appointed for holding the AGM or at any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 19 June 2013 will be entitled to attend and vote at the above Meeting.
- The registration for the above Meeting will commence on Wednesday, 26 June 2013 at 10.30 a.m.

#### Explanatory Note

#### Resolutions 8 and 9

Please refer to the Circular to Shareholders dated 31 May 2013 which is enclosed together with the Annual Report of the Company.