



PERAK CORPORATION BERHAD

(Company No. : 210915-U)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-fifth Annual General Meeting of the Company will be held at Amanjaya Convention Centre, Casuarina@Meru Hotel, No. 1-C, Jalan Meru Casuarina, Bandar Meru Raya, 30020 Ipoh, Perak Darul Ridzuan on Wednesday, 25 May 2016 at 10.00 a.m. to transact the following businesses:

AGENDA

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| 1. | To receive the Audited Financial Statements for the year ended 31 December 2015 together with the Report of the Directors and Auditors thereon. | [Please refer to Explanatory Note] |
| 2. | To approve the increase in Directors' fees for the year ended 31 December 2015 and the payment of Directors' fees thereon. | Resolution 1 |
| 3. | To re-elect the following Directors who retire in accordance with Article 80 of the Company's Articles of Association:
a) Dato' Abd Karim bin Ahmad Tarmizi
b) Dato' Aminuddin bin Md Desa | Resolution 2
Resolution 3 |
| 4. | To re-appoint Tuan Haji Ab Rahman bin Mohammed as Director of the Company to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965. | Resolution 4 |
| 5. | To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |

As special business to consider and, if thought fit, to pass the following resolution:

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| 6. | Ordinary Resolution - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | Resolution 6 |
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“**THAT** approval be and is hereby given pursuant to Paragraph 10.09, Part E of Chapter 10 of Bursa Malaysia Securities Berhad's 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 2.2 of the Circular to Shareholders of the Company dated 29 April 2016, subject to the following:

- (a) 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
- (b) 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:
 - (i) the type of the Recurrent Related Party Transactions made; and
 - (ii) 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:

- (a) 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;

- (b) 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
- (c) 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.”

- 7. 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
Company Secretary

Ipoh
29 April 2016

Notes:

- 1. *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.*
- 2. *Where a member is an Exempt Authorised Nominee which holds ordinary 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. *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.*
- 4. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*
- 5. *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.*
- 6. *Only members whose names appear in the Record of Depositors as at 19 May 2016 will be entitled to attend and vote at the above Meeting.*
- 7. *The registration for the above Meeting will commence on Wednesday, 25 May 2016 at 9.30 a.m.*

Explanatory Note

Audited Financial Statements for financial year ended 31 December 2015

The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders’ approval under the provisions of Section 169(1) and (3) of the Companies Act 1965. Hence, this matter will not be put for voting.

Resolution 6

Please refer to the Circular to Shareholders dated 29 April 2016 which is enclosed together with the Annual Report of the Company.