



PERAK CORPORATION BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-eighth Annual General Meeting (“**AGM**”) 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, 19 June 2019 at 10.00 a.m. to transact the following businesses:

AGENDA

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Report of the Directors and Auditors thereon. | [Please refer to Note 8] |
| 2. | To approve the payment of Directors’ fees and benefits of RM431,113 in respect of the financial year ended 31 December 2018. | Resolution 1 |
| 3. | To approve the payment of Directors’ fees and benefits up to an amount of RM555,000 from 1 January 2019 until the conclusion of the next AGM to be paid on a monthly basis. | Resolution 2 |
| 4. | To re-elect the following Directors who retire in accordance with Clause 15.9 of the Company’s Constitution:
a) Encik Mohd Ariff bin Yeop Ishak
b) Encik Mohamed Shafeii bin Abdul Gaffoor
c) Encik Mohamed Azni bin Mohamed Ali
d) YB Chong Zhemin
e) YB Ng Shy Ching
f) Encik Hatim bin Musa
g) Encik Khairul Anuar bin Musa | Resolution 3
Resolution 4
Resolution 5
Resolution 6
Resolution 7
Resolution 8
Resolution 9 |
| 5. | To appoint Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 10 |

Special Notice pursuant to Section 322 and 280(2)(b)(ii) of the Companies Act 2016 (“**Act**”) proposing the following ordinary resolution:

“That Messrs PricewaterhouseCoopers PLT be and are hereby appointed as Auditors of the Company in place of the outgoing Auditors, Messrs Ernst & Young, to hold office until the conclusion of the next AGM of the Company at a remuneration to be agreed between the Directors and the Auditors.”

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:

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| 6. | Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | Resolution 11 |
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“That approval be and is hereby given pursuant to Paragraph 10.09 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 30 April 2019, 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 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 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 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. Proposed Rescission and Revocation of Gratuity Policy

Resolution 12

“That the Ordinary Resolution passed by the shareholders at the AGM of the Company held on 30 June 2017 pertaining to the payment of gratuity to the Directors in recognition of their years of services in the event of their retirement or cessation of office as director of the Company to be computed at the rate of 20% of the last annual Director's fee paid to that Director for each completed year of service as a director of the Company, be and is hereby rescinded and revoked retrospectively with effect from 30 June 2017.”

- 8. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

By Order of the Board

Cheai Weng Hoong
Company Secretary

Ipoh
30 April 2019

NOTES:

- 1. A member of the Company entitled to attend and vote at the meeting may appoint any person to be his/her proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy shall have the same rights as the member to speak at the meeting.

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 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.
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 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 13 June 2019 will be entitled to attend and vote at the above Meeting.
7. The registration for the above Meeting will commence on Wednesday, 19 June 2019 at 9.00 a.m.

8. **Audited Financial Statements for financial year ended 31 December 2018**

The audited financial statements under Agenda 1 are meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, Agenda 1 is not put forward for voting.

9. **Resolution 1**

Resolution 1, if passed, will allow the Company to pay the Directors’ fees and benefits in respect of the financial year ended 31 December 2018.

The Directors’ fees payable amounted to RM355,113 in total and the benefits payable to the Directors totalled RM76,000 comprised meeting and travelling allowances.

10. **Resolution 2**

Resolution 2, if passed, will allow the Company to pay the Directors’ fees and benefits in a timely manner, on a monthly basis, for services rendered at the end of each month from 1 January 2019 until the conclusion of the next AGM.

The Directors’ fees payable to each director is RM4,000 per month and the benefits payable to the Directors totalled up to an amount of RM51,000 comprises meeting allowances.

In the event the Directors’ fees and benefits proposed are insufficient (e.g. due to enlarged Board size or additional Board meetings to be convened), approval will be sought at the next AGM for additional fees or benefits to meet the shortfall.

11. **Resolutions 3 to 9**

Resolutions 3 to 9, if passed, will re-elect the following directors as directors of the Company:

- a) Encik Mohd Ariff bin Yeop Ishak
- b) Encik Mohamed Shafeii bin Abdul Gaffoor
- c) Encik Mohamed Azni bin Mohamed Ali
- d) YB Chong Zhemini
- e) YB Ng Shy Ching
- f) Encik Hatim bin Musa
- g) Encik Khairul Anuar bin Musa

Pursuant to Clause 15.9 of the Company’s Constitution, any director appointed during the year shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

The profiles of the directors who retire and are standing for re-election are disclosed on pages 10 to 13 of the Annual Report 2018 of the Company and the details of their interest in the securities of the Company are disclosed under Analysis of Shareholdings on page 58 of the Annual Report 2018 of the Company.

12. **Resolution 10**

The Special Notice pursuant to Section 322 and 280(2)(b)(ii) of the Act in relation to the proposed ordinary resolution for the Appointment of Auditors is set out and marked “Annexure A” in the Annual Report 2018 of the Company.

13. Resolution 11

Resolution 11, if passed, will allow the Company and its subsidiaries to enter into the recurrent related party transactions ("RRPTs") of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the Group. The details of the RRPTs are set out in the Circular to Shareholders dated 30 April 2019 issued together with the Annual Report 2018 of the Company.

14. Resolution 12

Resolution 12, if passed, will rescind and revoke the policy to pay gratuity to a Director upon his or her retirement or cessation as a director of the Company to be computed at the rate of 20% of the last annual Director's fee paid to the outgoing Director for each completed year of service as a director of the Company.