



## **PERAK CORPORATION BERHAD**

Registration No.: 199101000605 (210915-U)  
(Incorporated in Malaysia)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Perak Corporation Berhad ("**Perak Corp**" or "**Company**") will be held fully virtual through the TIIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd on Monday, 31 January 2022 at 10.30 a.m. for the purposes of considering, and, if thought fit, passing the following resolutions, with or without any modifications:

#### **ORDINARY RESOLUTION I**

#### **PROPOSED SETTLEMENT OF THE DEBT OWING BY PERAK CORP TO CIMB BANK BERHAD ("**CIMB**") VIA CASH SETTLEMENT AND ISSUANCE OF 20,900,309 REDEEMABLE PREFERENCE SHARES ("**RPS-A1**") AT AN ISSUE PRICE OF RM1.00 PER RPS A1**

**"THAT** subject to the passing of the Special Resolution I and the relevant approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Company to settle the debt owing to CIMB via cash settlement and issuance of RPS-A1 at an issue price of RM1.00 per RPS-A1. The Company had on 8 November 2021 entered into a debt settlement agreement with CIMB for the proposed debt settlement of the debt owing by Perak Corp to CIMB amounting to RM34,717,826.86 based on the amount outstanding as at the cut-off date as at 31 December 2021 ("**CIMB Debt Settlement Agreement**") ("**Proposed Debt Settlement I**") to be settled via cash settlement of RM13,817,517.86 and issuance of 20,900,309 RPS-A1 at an issue price of RM1.00 per RPS-A1.

**AND THAT** the Board of Directors of Perak Corp ("**Board**") be and is hereby authorised and empowered to give full effect to the Proposed Debt Settlement I, the CIMB Debt Settlement Agreement and such other agreements arising therefrom with full power to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the CIMB Debt Settlement Agreement and all such other agreements, deeds, arrangements, power of attorney, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all things, acts and matters as they may deem fit, necessary and/or expedient or in the best interests of the Company and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Debt Settlement I under the terms and conditions of the CIMB Debt Settlement Agreement with full powers to negotiate, approve, agree and assent to any conditions, revaluations, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or in the best interest of the Company, including to enter into any supplemental agreement(s) in connection with the Proposed Debt Settlement I, and to deal with all matters relating thereto."

## **ORDINARY RESOLUTION II**

### **PROPOSED SETTLEMENT OF THE DEBT OWING BY PERAK CORP TO AFFIN ISLAMIC BANK BERHAD ("AFFIN ISLAMIC") VIA CASH SETTLEMENT AND ISSUANCE OF 14,914,671 REDEEMABLE PREFERENCE SHARES ("RPS-A2") AT AN ISSUE PRICE OF RM1.00 PER RPS-A2**

**"THAT** subject to the passing of the Special Resolution II and the relevant approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Company to settle the debt owing Affin Islamic via cash settlement and issuance of RPS-A2 at an issue price of RM1.00 per RPS-A2. The Company had on 8 November 2021 entered a debt settlement agreement with Affin Islamic for the proposed debt settlement of the debt owing by Perak Corp Group to Affin Islamic amounting to RM53,867,709.75 based on the amount outstanding as at the cut-off date as at 31 March 2022 to be settled via cash settlement of RM38,953,038.75 and issuance of 14,914,671 RPS-A2 at an issue price of RM1.00 per RPS-A2 ("**Affin Islamic Debt Settlement Agreement**") ("**Proposed Debt Settlement II**").

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Debt Settlement II, the Affin Islamic Debt Settlement Agreement and such other agreements arising therefrom with full power to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the Affin Islamic Debt Settlement Agreement and all such other agreements, deeds, arrangements, power of attorney, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all things, acts and matters as they may deem fit, necessary and/or expedient or in the best interests of the Company and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Debt Settlement II under the terms and conditions of the Affin Islamic Debt Settlement Agreement with full powers to negotiate, approve, agree and assent to any conditions, revaluations, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or in the best interest of the Company, including to enter into any supplemental agreement(s) in connection with the Proposed Debt Settlement II, and to deal with all matters relating thereto."

## **SPECIAL RESOLUTION I**

### **PROPOSED AMENDMENTS TO THE CONSTITUTION OF PERAK CORP RELATING TO THE ISSUANCE OF RPS-A1 ("PROPOSED AMENDMENTS I")**

**"THAT** subject to the passing of the Ordinary Resolution I and the relevant approvals being obtained from the relevant authorities/parties, approval be and is hereby given for the existing Constitution of the Company to be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Appendix V (A) of the Circular to Shareholders dated 7 January 2022;

**AND THAT** the Board and the Secretary of the Company be and are hereby empowered and authorised to do all such acts, deeds, and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and steps as they may deem necessary, expedient and/or appropriate to implement, to give full effect to the Proposed Amendments I, with full powers to assent and/or accept any conditions, modifications, variations, arrangements and/or amendments in any manner as may be in the interests of the Company and/or as may be required by the relevant authorities in connection with the Proposed Amendments I."

## **SPECIAL RESOLUTION II**

### **PROPOSED AMENDMENTS TO THE CONSTITUTION OF PERAK CORP RELATING TO THE ISSUANCE OF RPS-A2 ("PROPOSED AMENDMENTS II")**

"**THAT** subject to the passing of the Ordinary Resolution II and the relevant approvals being obtained from the relevant authorities/parties, approval be and is hereby given for the existing Constitution of the Company to be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Appendix V (B) of the Circular to Shareholders dated 7 January 2022;

**AND THAT** the Board and the Secretary of the Company be and are hereby empowered and authorised to do all such acts, deeds, and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and steps as they may deem necessary, expedient and/or appropriate to implement, to give full effect to the Proposed Amendments II, with full powers to assent and/or accept any conditions, modifications, variations, arrangements and/or amendments in any manner as may be in the interests of the Company and/or as may be required by the relevant authorities in connection with the Proposed Amendments II."

### **BY ORDER OF THE BOARD**

**Cheai Weng Hoong**  
Company Secretary

Ipoh  
7 January 2022

#### **Notes:**

1. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online platform is located in Malaysia. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**Participate**") remotely at this EGM via Remote Participation and Voting ("**RPV**") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd's ("**Tricor**") through its TIIH Online website at <https://tiih.online>. Members are advised to follow the procedures provided in the Administrative Guide for this EGM in order to Participate remotely via the RPV.
2. For the purposes of determining a member who shall be entitled to Participate in this EGM via the RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a Record of Depositors as at **25 January 2022**. Only members whose names appear in the Record of Depositors as at 25 January 2022 will be entitled to Participate in this EGM via the RPV.
3. A member of the Company who is entitled to Participate at the meeting may appoint any person to be his/her proxy to Participate 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 Participate at the meeting.
4. 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.
5. 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.

6. 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.
7. The Form of Proxy can be submitted through either one of the following avenues no later than **Saturday, 29 January 2022 at 10.30 a.m.** or at any adjournment thereof:
  - (a) Lodgement of Form of Proxy in hardcopy - To be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; OR
  - (b) Electronic lodgement of Form of Proxy - The Form of Proxy can be lodged electronically via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide for this EGM on the procedures for electronic lodgement of Form of Proxy via TIIH Online website.
8. A member who has appointed a proxy to Participate in this EGM must request his/her proxy to register himself/herself for the RPV at Tricor's TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for this EGM.