

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of TRIPLE Berhad will be held at Shah Alam Convention Centre, Shah Alam 1 (Ground Floor), No. 4 Jalan Perbadanan 14/9, 40000 Shah Alam, Selangor Darul Ehsan on Thursday, 27 October 2016 at 10.00 a.m. to transact the following matters:

AGENDA**AS ORDINARY BUSINESSES:**

1. To receive the Audited Financial Statements for the financial year ended 31 May 2016 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
2. To re-elect Encik Jumsi Bin Batri who retire under Article 88 of the Company's Articles of Association. **(Resolution 1)**
3. To re-elect the following Directors of the Company who retire under Article 95 of the Company's Articles of Association:
(a) Dato' Hj Abdul Halim Bin Hj Said **(Resolution 2)**
(b) Puan Shamshiah Binti Hashim @ Abu Bakar **(Resolution 3)**
4. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS:**5. Continuing in Office as Independent Non-Executive Director**

- "THAT subject to the passing of the Resolution 1, authority be and is hereby given to Encik Jumsi Bin Batri who has served as an Independent Non-Executive Director of the Company for the cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Recommendation 3.3 of the Malaysia Code on Corporate Governance 2012." **(Resolution 5)**
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

CHANG SIEW KHIM

MAICSA 7019078

Company Secretary

Shah Alam

29 September 2016

Notes**1. Audited Financial Statements**

The Audited Financial Statements for the financial year ended 31 May 2016 are for discussion only and hence no shareholders' approval are required under Section 169 (1) and (3) of the Companies Act, 1965.

2. Form of Proxy

- a. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- b. A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote instead of him.
- c. Where a member is an authorised nominee, it may appoint not more than two (2) proxies in respect of each securities account it holds.
- d. Where a member is an exempt authorised nominee, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- e. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, such appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- f. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, either under its common seal or the hand of its attorney or an officer duly authorised.
- g. The instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's Share Registrar, Tricolor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
- h. Only members whose names appear in the Record of Depositors on 19 October 2016 shall be eligible to attend the meeting.

3. Explanatory Notes on Special Business:-

- a. Resolution 5 - Continuing in Office as Independent Non-Executive Director

The Proposed Ordinary Resolution 5, if passed, will enable Encik Jumsi Bin Batri, who was appointed on 1 November 2007, to continue serving as the Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysia Code on Corporate Governance 2012 ("MCCG 2012").

An assessment of the independence of all Independent Directors were undertaken as part of the Board's assessment in 2016. The Board of Directors has considered the result of the independence assessment of Encik Jumsi Bin Batri and recommended him to be retained as the Independent Non-Executive Director of the Company based on the following justifications:-

- i. Encik Jumsi Bin Batri had met the independence guidelines and criteria as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- ii. He always acted independently and objectively in expressing his views and in participating in deliberations of the Board and Board Committees.
- iii. He is free from any interest and any business, family or other relationship which could or could reasonably be perceived to interfere with his ability to carry out his role as an Independent Director.
- iv. He has been and is still able to devote sufficient time in the discharge of his fiduciary duties and responsibilities as Independent Director of the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Poll Voting

All the Resolutions set out in the Notice of the 24th Annual General Meeting will be put to vote by poll pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.