



TRIPLE Berhad (242896-A)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th 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 Wednesday, 25 October 2017 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 2017 together with the Reports of the Directors and Auditors thereon. Please refer to Note 1
2. To re-elect the following Directors of the Company who retire under Article 88 of the Company's Articles of Association:
 - (a) Ar Mohd Khalid Bin Mohammed Yusuf **(Resolution 1)**
 - (b) Haji Ibrahim Bin Topaiwah **(Resolution 2)**
3. To approve the payment of Directors' Fees amounting to RM215,080 for the financial year ended 31 May 2017. **(Resolution 3)**
4. To approve the payment of Non-Executive Directors' Fees and Benefits of up to an amount of RM273,100 for the period from 1 June 2017 until the next Annual General Meeting of the Company to be held in 2018. **(Resolution 4)**
5. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS:

6. **Continuing in Office as Independent Non-Executive Director**

"THAT 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 ten (10) 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 the Malaysian Code on Corporate Governance 2017."

(Resolution 6)
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

BY ORDER OF THE BOARD

SHAIFUL AZHAR BIN AHMAD
LS 0008390
Company Secretary
Shah Alam

2 October 2017

Notes

1. Audited Financial Statements

The Audited Financial Statements for the financial year ended 31 May 2017 are for discussion only and hence no shareholders' approval are required under Section 340(1)(a) of the Companies Act, 2016.

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, Tricor 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 or alternatively, Tricor Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, 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 16 October 2017 shall be eligible to attend the meeting.

3. Explanatory Notes on Special Business:-

a. Resolution 6 - Continuing in Office as Independent Non-Executive Director

The Proposed Ordinary Resolution 6, 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 the Malaysian Code on Corporate Governance 2017 ("MCCG 2017").

Assessments of the independence of all Independent Directors were undertaken as part of the Board's assessment in 2017. 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 Securities 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.

Poll Voting

All the Resolutions set out in the Notice of the 25th 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.