



TRIPLE Berhad

(242896-A)

(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

IN THE HIGH COURT OF MALAYA (COMMERCIAL DIVISION) ORIGINATING SUMMONS NO. WA-24NCC-497-11/2017

In the matter of TRIPLE Berhad (Company No. 242896-A);

And

In the matter of a proposed internal reorganisation of TRIPLE Berhad to be undertaken via a members' scheme of arrangement;

And

In the matter of Section 366 of the Companies Act, 2016;

And

In the matter of Order 88 Rule 2 of the Rules of Court, 2012.

TRIPLE BERHAD
(Company No.: 242896-A)

... APPLICANT

NOTICE OF MEETING SUMMONED PURSUANT TO THE ORDER OF THE HIGH COURT OF MALAYA AT KUALA LUMPUR IN RESPECT OF A PROPOSED INTERNAL REORGANISATION OF TRIPLE BERHAD TO BE UNDERTAKEN VIA A MEMBERS' SCHEME OF ARRANGEMENT

NOTICE IS HEREBY GIVEN that by an Order of the High Court of Malaya ("**Court**") under Section 366(1) of the Companies Act 2016 ("**Act**") given on 29 November 2017 in respect of the above matter ("**Order**"), the Court has directed that a meeting be convened for the shareholders of the abovenamed Applicant, TRIPLE Berhad ("**TRIPLE**" or "**Company**") ("**Shareholders**"), for the purpose of considering and, if thought fit, approving (with or without modification or addition) a scheme of arrangement proposed to be made between Pimpinan Ehsan Berhad ("**Pimpinan Ehsan**"), TRIPLE and its Shareholders ("**Court Convened Meeting**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting of the Company:

"THAT subject to the sanction of the High Court of Malaya and the approval of any other relevant authority of the proposed scheme of arrangement, approval be and is hereby given for the implementation of the scheme of arrangement pursuant to Section 366 of the Act between Pimpinan Ehsan, the Company and its Shareholders ("**Proposed Scheme of Arrangement**"), details of which are set out in Sections 2.1 and 2.2 of the Explanatory Statement to Shareholders and Circular to Shareholders of the Company dated 23 January 2018 ("**Explanatory Statement/Circular**"), which entails amongst others, the following proposals:-

- proposed share exchange of up to 69,125,085 ordinary shares in the Company ("**TRIPLE Share(s)**") with up to 69,125,085 new ordinary shares in Pimpinan Ehsan ("**Pimpinan Ehsan Share(s)**") via a scheme of arrangement under Section 366 of the Act, on the basis of one new Pimpinan Ehsan Share for every one TRIPLE Share held on an entitlement date to be determined and announced later ("**Proposed Share Exchange**"); and
 - proposed transfer of the listing status of TRIPLE to Pimpinan Ehsan and the admission of Pimpinan Ehsan to the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), with the listing of and quotation for the entire issued share capital of Pimpinan Ehsan on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**"),
- (collectively referred to as the "**Proposed Internal Reorganisation**");

THAT the Board of Directors of TRIPLE be and is hereby authorised to do all such acts, deeds and things to complete and give full effect to the Proposed Internal Reorganisation as the Directors may consider necessary or expedient with full power to:-

- execute any other agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation,

AND THAT all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation and are hereby adopted, approved and ratified."

The Court Convened Meeting 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, Malaysia on Wednesday, 14 February 2018 at 9.30 a.m. or at any adjournment thereof (as the case may be) at which place and time all the aforesaid Shareholders are requested to attend.

A copy of the Explanatory Statement/Circular together with the scheme paper detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 369 of the Act is enclosed herewith ("**Scheme Documents**"). Additional copies of the Scheme Documents may be obtained from the registered office of the Company at No. 8, Ground Floor, Jalan Apollo CH U5/CH, Bandar Pinggiran Subang, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan, on any day from the date of the Scheme Documents up to the date of the Court Convened Meeting, from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays).

Shareholders may vote in person at the Court Convened Meeting or they may appoint another person or proxy to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for the Court Convened Meeting of the Company is enclosed in the Explanatory Statement/Circular.

The Form of Proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32 Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Tricor Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur no later than 24 hours before the time appointed for the Court Convened Meeting or any adjournment thereof.

By the said Order of the Court, the Court has appointed Dato' Abdul Halim Bin Hj Said (NRIC No.: 590323-02-5169), the Independent Non-Executive Chairman of TRIPLE, or failing him and/or in his absence, Dato' Yusof Bin Badawi (NRIC No.: 620309-14-5185), the Managing Director of the Company or failing him and/or in his absence, one En. Jumsi Bin Batri (NRIC No.: 570329-10-6201), the Senior Independent Non-Executive Director of the Company, to act as the chairman of the Court Convened Meeting ("**Chairman**") and that the results of the Court Convened Meeting be reported by the Chairman to the Court after the Court Convened Meeting of the Company.

The Proposed Scheme of Arrangement will be subject to the subsequent sanction of the High Court.

Date: 23 January 2018

.....
Messrs Kadir, Andri & Partners

Solicitors for TRIPLE Berhad
Level 10, Menara BRDB
285, Jalan Maarof
Bukit Bandaraya
59000, Kuala Lumpur
Malaysia

Notes:

- In regard of deposited securities, only members whose names appear in the Record of Depositors of the Company as at 6 February 2018 ("**General Meeting Record of Depositors**") shall be entitled to attend and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint two or more proxies to attend and vote at the Meeting on his/her behalf. The proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member appoints more than one proxy, the appointment shall not be valid unless he/she specifies the proportions of his/her holdings to be presented by each proxy.
- For a proxy to be valid, the Form of Proxy must reach the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32 Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 set for the Meeting or adjourned meeting. If the appointer is a corporation, the Form of Proxy should be executed under its Common Seal or the hand of an officer or attorney duly authorised in writing. If the Form of Proxy is executed by an officer or attorney duly authorised in writing, supporting documents are to be produced on the day of the Meeting for verification by the Company Secretary.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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.



TRIPLE Berhad

(242896-A)

(Diperbadankan di Malaysia di bawah Akta Syarikat, 1965 dan disifatkan sebagai didaftarkan di bawah Akta Syarikat, 2016)

DALAM MAHKAMAH TINGGI MALAYA DI KUALA LUMPUR (BAHAGIAN DAGANG) SAMAN PEMULA NO.: WA-24NCC-497-11/2017

Dalam perkara TRIPLE Berhad (No. Syarikat: 242896-A);

Dan

Dalam perkara bagi suatu penyusunan semula dalaman TRIPLE Berhad untuk dijalankan melalui suatu skim susunan ahli;

Dan

Dalam perkara Seksyen 366 Akta Syarikat 2016;

Dan

Dalam perkara Aturan 88 Kaedah 2 Kaedah-kaedah Mahkamah 2012.

TRIPLE BERHAD
(No. Syarikat: 242896-A)

... PEMOHON

NOTIS MESYUARAT DIPANGGIL MENURUT PERINTAH MAHKAMAH TINGGI MALAYA DI KUALA LUMPUR BERHUBUNG DENGAN CADANGAN PENYUSUNAN SEMULA DALAMAN TRIPLE BERHAD UNTUK DIJALANKAN MELALUI SUATU SKIM SUSUNAN AHLI

NOTIS KINI DIBERIKAN bahawa melalui Perintah Mahkamah Tinggi Malaya ("**Mahkamah**") menurut Seksyen 366(1) Akta Syarikat 2016 ("**Akta**") yang diberikan pada 29 November 2017 berhubung dengan perkara di atas ("**Perintah**"), Mahkamah telah mengarahkan bahawa suatu mesyuarat disidangkan bagi pemegang-pemegang saham Pemohon yang dinamakan diatas, TRIPLE Berhad ("**TRIPLE**" atau "**Syarikat**") ("**Pemegang-pemegang Saham**"), bagi tujuan untuk menimbang dan, jika difikirkan patut, meluluskan (dengan pengubahsuaian atau tambahan atau tidak) suatu penyusunan yang dicadangkan untuk dibuat di antara Pimpinan Ehsan Berhad ("**Pimpinan Ehsan**"), TRIPLE dan Pemegang-pemegang Sahamnya ("**Mesyuarat Diarahkan Mahkamah**").

Resolusi berikut adalah dicadangkan untuk diundi dan diluluskan di Mesyuarat Diarahkan Mahkamah Syarikat:

"THAT subject to the sanction of the High Court of Malaya and the approval of any other relevant authority of the proposed scheme of arrangement, approval be and is hereby given for the implementation of the scheme of the proposed scheme of arrangement 366 of the Act between Pimpinan Ehsan, the Company and its Shareholders ("**Proposed Scheme of Arrangement**"), details of which are set out in Sections 2.1 and 2.2 of the Explanatory Statement to Shareholders and Circular to Shareholders of the Company dated 23 January 2018 ("**Explanatory Statement/Circular**"), which entails amongst others, the following proposals:-

(a) proposed share exchange of up to 69,125,085 ordinary shares in the Company ("**TRIPLE Share(s)**") with up to 69,125,085 new ordinary shares in Pimpinan Ehsan ("**Pimpinan Ehsan Share(s)**") via a scheme of arrangement under Section 366 of the Act, on the basis of one new Pimpinan Ehsan Share for every one TRIPLE Share held on an entitlement date to be determined and announced later ("**Proposed Share Exchange**"); and

(b) proposed transfer of the listing status of TRIPLE to Pimpinan Ehsan and the admission of Pimpinan Ehsan to the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), with the listing of and quotation for the entire issued share capital of Pimpinan Ehsan on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**"),

(collectively referred to as the "**Proposed Internal Reorganisation**");

THAT the Board of Directors of TRIPLE be and is hereby authorised to do all such acts, deeds and things to complete and give full effect to the Proposed Internal Reorganisation as the Directors may consider necessary or expedient with full power to:-

(a) execute any other agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and

(b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation,

AND THAT all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation and are hereby adopted, approved and ratified."

Mesyuarat Diarahkan Mahkamah akan diadakan di Shah Alam Convention Centre, Shah Alam 1 (Ground Floor), No. 4, Jalan Perbadanan 14/9, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia pada hari Rabu, 14 Februari 2018 pada jam 9.30 pagi atau mana-mana penangguhan kepadanya (mengikut mana-mana yang berkenaan) di mana dan masa yang mana tempat kesemua Pemegang-pemegang Saham diminta untuk hadir.

Sesalinan Pernyataan Penjelasan/Pekeliling bersama-sama dengan kertas skim yang menjelaskan Cadangan Skim Susunan dan yang mempunyai Borang Proksi yang dikehendaki untuk dibekalkan menurut Seksyen 369 Akta adalah dilampirkan disini ("**Dokumen Skim**"). Salinan tambahan Dokumen Skim boleh didapati daripada pejabat berdaftar Syarikat di No. 8, Aras Bawah, Jalan Apollo CH U5/CH, Bandar Pinggiran Subang, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia pada mana-mana hari dari tarikh Dokumen Skim sehingga tarikh Mesyuarat Diarahkan Mahkamah, daripada 9.00 a.m. sehingga 5.00 p.m. daripada Isnin hingga Jumaat (kecuali cuti umum).

Pemegang-pemegang Saham boleh mengundi secara peribadi di Mesyuarat Diarahkan Mahkamah atau mereka boleh melantik orang lain sebagai proksi untuk menghadiri dan mengundi bagi pihak mereka. Seorang proksi boleh tetapi tidak semestinya menjadi seorang ahli Syarikat. Borang Proksi bagi Mesyuarat Diarahkan Mahkamah Syarikat dilampirkan di dalam Pernyataan Penjelasan/Pekeliling.

Borang Proksi hendaklah didepositkan di pejabat Pendaftar Saham Syarikat, Tricor Investor & Issuing House Services Sdn Bhd di Unit 32-01, Tingkat 32 Menara A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia atau secara alternatif, Tricor Customer Service Centre, Unit G-3, Aras Bawah, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, tidak lewat daripada 24 jam sebelum waktu yang ditetapkan untuk Mesyuarat Diarahkan Mahkamah atau mana-mana penangguhan kepadanya.

Menurut Perintah Mahkamah tersebut, Mahkamah telah melantik Dato' Abdul Halim Bin Hj Said (No. K/P: 590323-02-5169), Pengerusi Bukan Eksekutif Bebas ("Independent Non-Executive Chairman") TRIPLE, atau sekiranya gagal dan/atau dalam ketidakhadirannya, Dato' Yusof Bin Badawi (No. K/P: 620309-14-5185), Pengarah Urusan Syarikat atau sekiranya gagal dan/atau dalam ketidakhadirannya, seorang En. Jumsi Bin Batri (No. K/P: 570329-10-6201), Pengarah Bebas Bukan Eksekutif Kanan ("Senior Independent Non-Executive Director"), untuk bertindak sebagai pengerusi Mesyuarat Diarahkan Mahkamah ("**Pengerusi**") dan bahawa keputusan Mesyuarat Diarahkan Mahkamah dilaporkan oleh Pengerusi kepada Mahkamah selepas Mesyuarat Diarahkan Mahkamah Syarikat.

Cadangan Skim Susunan akan tertakluk kepada kelulusan seterusnya daripada Mahkamah Tinggi.

Bertarikh: 23 Januari 2018

.....
Tetuan Kadir, Andri & Partners
Peguam Cadar bagi TRIPLE Berhad
Tingkat 10, Menara BRDB
285, Jalan Maarof
Bukit Bandaraya
59000, Kuala Lumpur
Malaysia

Nota-Nota:

- Berhubung dengan sekuriti deposit, hanya ahli-ahli yang namanya terdapat di dalam Rekod Pendeposit Syarikat setakat pada 6 Februari 2018 ("**Rekod Pendeposit Mesyuarat Agung**") yang akan layak menghadiri dan mengundi di Mesyuarat.
- Seorang ahli yang berkecualan untuk menghadiri dan mengundi di Mesyuarat adalah berkecualan untuk melantik dua (2) atau lebih proksi untuk menghadiri dan mengundi di Mesyuarat bagi pihaknya. Proksi tersebut boleh tetapi tidak perlu menjadi ahli Syarikat dan tidak akan terdapat sebarang hak terhadap kelulusan proksi. Seorang proksi yang dilantik untuk menghadiri dan mengundi di Mesyuarat hendaklah mempunyai hak-hak yang sama dengan ahli yang perlu berbicara di Mesyuarat.
- Dimana seorang ahli melantik lebih daripada seorang proksi, perlantikan tersebut adalah tidak sah melainkan beliau menyatakan pecahan pegangannya yang akan diwakili oleh setiap proksi.
- Bagi seorang proksi untuk menjadi sah, Borang Proksi perlu sampai ke pejabat Pendaftar Saham Syarikat, Tricor Investor & Issuing House Services Sdn Bhd di Unit 32-01, Tingkat 32 Menara A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur atau secara alternatif, Tricor Customer Service Centre, Unit G-3, Aras Bawah, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur tidak kurang daripada **24 jam** sebelum waktu yang ditetapkan bagi Mesyuarat atau penangguhan terhadapnya. Jika pelantik adalah sebuah syarikat, Borang Proksi seharusnya ditandatangani dibawah Cop Rasmi atau tandatangan pegawai atau wakil kuasa yang telah diberi kuasa sewajarnya secara bertulis, dokumen-dokumen sokongan perlu dikemukakan pada hari Mesyuarat bagi pengesahan oleh Setiausaha Syarikat.
- Jika ahli adalah penama yang diberi kuasa seperti yang ditakrifkan di bawah Akta Perindustrian Sekuriti (Depositori Pusat) 1991, ia boleh melantik sekurang-kurangnya satu proksi berkenaan dengan setiap akaun sekuriti yang dipegangnya dengan saham biasa Syarikat yang berdiri di atas kredit akaun sekuriti tersebut.
- Jika ahli adalah seorang penama yang diberi kuasa yang dikecualikan yang memegang saham biasa di dalam Syarikat untuk pemilik benefisial yang lebih daripada satu dalam satu akaun sekuriti ("**akaun omnibus**"), tiada had kepada bilangan proksi yang diberikan oleh penama yang diberi pengecualian berkenaan dengan setiap akaun omnibus yang dipegangnya.