



TRIPIC Berhad

(Company No.: 242896-A)

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of TRIPIC Berhad (“TRIPIC” or “Company”) 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, 14 February 2018 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Court Convened Meeting of the Company, for the purpose of considering, and if thought fit, approving with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED INTERNAL REORGANISATION

“**THAT** subject to the sanction of the High Court of Malaya and the approval of the shareholders for the Proposed Internal Reorganisation as set out in the Notice of Court Convened Meeting for shareholders of the Company dated 23 January 2018, the approval of all other relevant authorities being obtained, approval be and is hereby given to the Company to implement the following:

- proposed share exchange of up to 69,125,085 ordinary shares in the Company (“**TRIPIC Share(s)**”) with up to 69,125,085 new ordinary shares in Pimpinan Ehsan Berhad (“**Pimpinan Ehsan**”) (“**Pimpinan Ehsan Share(s)**”) via a scheme of arrangement under Section 366 of the Companies Act, 2016 (“**Act**”), on the basis of one new Pimpinan Ehsan Share for every one TRIPIC Share held on an entitlement date to be determined and announced later (“**Proposed Share Exchange**”); and
- proposed transfer of listing from the Company to Pimpinan Ehsan and the admission of Pimpinan Ehsan Berhad 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**”).

(Proposed Share Exchange and Proposed Transfer of Listing shall collectively be referred to as the “**Proposed Internal Reorganisation**”);

THAT the Directors of the Company be and is hereby authorised to take all necessary steps and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient for the purpose of completing or implementing the Proposed Internal Reorganisation with full power to:-

- execute, sign and deliver on behalf of the Company 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
- 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 THAT all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby approved and ratified.”

SPECIAL RESOLUTION 1

PROPOSED DISPOSAL

“**THAT** subject to the passing of Ordinary Resolution 1 herein, approval be and is hereby given for the implementation of the proposed disposal by Pimpinan Ehsan of the entire equity interest in the Company to Puncak Niaga Holdings Berhad (“**Puncak Niaga**”) for a cash consideration of RM210,000,000 (“**Disposal Consideration**”), after completion of the Proposed Internal Reorganisation in accordance with the terms and conditions of the share sale agreement dated 16 December 2016 entered into between Pimpinan Ehsan and Puncak Niaga (“**Proposed Disposal**”);

THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Disposal with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal.

AND THAT all previous actions taken by the Directors of the Company, if any, for the purpose of or in connection with the Proposed Disposal be and are hereby approved and ratified.”

ORDINARY RESOLUTION 2

PROPOSED SPECIAL DIVIDEND

“**THAT** subject to the passing of Ordinary Resolution 1 and Special Resolution 1 herein, the sanction of the High Court of Malaya and the approval of the shareholders for the Proposed Internal Reorganisation as set out in the Notice of Court Convened Meeting for shareholders of the Company dated 23 January 2018, approval be and is hereby given to the directors of the Company to procure Pimpinan Ehsan to declare and to pay part of the Disposal Consideration, after the completion of the Proposed Disposal, a special dividend of RM1.95 for each Pimpinan Ehsan Share up to a maximum distribution amount of RM134.79 million only (“**Special Dividend**”) which shall be paid out of the available retained profits account of Pimpinan Ehsan pursuant to Section 131 of the Act, to the entitled shareholders of Pimpinan Ehsan whose names appear in the Record of Depositors of Pimpinan Ehsan on an entitlement date to be determined and announced at a later date by the board of directors of Pimpinan Ehsan (“**Proposed Special Dividend**”);

THAT the actual amount to be distributed as Special Dividend and the date for the Special Dividend entitlement and the date of the Special Dividend payment thereof to the entitled shareholders of Pimpinan Ehsan shall be fixed and announced by the board of directors of Pimpinan Ehsan at a later date;

THAT the board of directors of Pimpinan Ehsan be and is hereby given full authority and shall have the sole discretion to determine and adjust the final distribution amount of the Special Dividend, depending on the total number of Pimpinan Ehsan Shares in issue as at the entitlement date to be fixed by the board of directors of Pimpinan Ehsan;

THAT the Directors of the Company be and are hereby authorised to take all necessary steps and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient for the purpose of completing or implementing the Proposed Special Dividend with full power to:-

- execute, sign and deliver on behalf of the Company any other agreements in relation to the Proposed Special Dividend and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith; 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 THAT all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Special Dividend be and are hereby approved and ratified”

BY ORDER OF THE BOARD

Shaiful Azhar Bin Ahmad

LS0008390

Secretary

Selangor Darul Ehsan

23 January 2018

Notes:

- Pursuant to Paragraph 10.11(A)(d) of the Main Market Listing Requirements, the Special Resolution 1 must be approved by at least 75% in value of shareholders of the Company present and voting, either in person or by proxy, at the EGM of the Company.
- In regard of deposited securities, only members whose names appear on the Record of Depositors as at 6 February 2018 (“**General Meeting Record of Depositors**”) shall be eligible to attend and vote at the EGM.
- 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.