



TRIVE PROPERTY GROUP BERHAD
(Company No. 667845-M)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Trive Property Group Berhad (“**Trive**” or the “**Company**”) will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Friday, 11 August 2017 at 11.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 713,740,158 WARRANTS IN TRIVE (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN TRIVE (“TRIVE SHARES” OR “SHARES”) HELD BY ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT** subject to the approval of all relevant authorities or parties having been obtained, the Directors of the Company be and is hereby authorised to issue and allot up to 713,740,158 free Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”), and to issue the Warrants by way of a bonus issue to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date on the basis of one (1) free Warrant for every two (2) existing Trive Shares held in the share capital of the Company on the Entitlement Date;

THAT the exercise price of the Warrants be fixed at RM0.10 per Warrant subject to any adjustments in accordance with the terms and conditions of the Deed Poll and that the Directors of the Company be and is hereby authorised to allot and issue new Trive Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the Deed Poll and such new Trive Shares shall, upon allotment and issuance, rank *pari passu* in all aspects with the existing Shares, save and except that the new Trive Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution precedes the relevant date of allotment and issuance of the new Trive Shares;

THAT no fractional entitlements to the Warrants shall be issued, but fractional entitlements, if any, will be disregarded and/or shall be dealt with in such manner as the Directors of the Company shall in its absolute discretion deem fit and expedient in order to minimise the incidence of odd lots and in the best interests of the Company;

THAT approval be and is hereby given to the Directors of the Company to issue and allot additional Warrants as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll and to issue and allot further new Trive Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll with full power to assent to any conditions, modifications, variations and / or amendments (if any) as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company and that subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and / or amendments to the exercise price, exercise period and number of Warrants as may be required or permitted to be revised as a consequence of the adjustments under the provisions of the Deed Poll, and to take all steps as the Directors or any of them may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any condition/s, variation/s, modification/s and/or amendment/s in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Directors may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

ORDINARY RESOLUTION 2

PROPOSED SHARE ISSUANCE OF UP TO 500 MILLION NEW TRIVE SHARES (“SUBSCRIPTION SHARES”) TO MACQUARIE BANK LIMITED (“INVESTOR”) (“PROPOSED SHARE ISSUANCE”)

“**THAT** subject to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the Subscription Shares on the Main Market of Bursa Securities and all the requisite consents / approvals for the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue and allot the Subscription Shares at a subscription price equal to 90% of the average of the daily volume weighted average price of Trive Shares as traded on Bursa Securities during the five (5) consecutive trading days immediately preceding the relevant subscription date (“**Subscription Price**”) to the Investor;

THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Share Issuance for the purposes set out in the circular to shareholders dated 24 July 2017, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approvals of relevant authorities, where required;

THAT the Subscription Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing Trive Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date is before the date of allotment of such Subscription Shares;

THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Share Issuance with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Share Issuance or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Issuance in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Subscription Shares to be issued pursuant to or in connection with the Proposed Share Issuance have been duly allotted and issued in accordance with the terms of the Proposed Share Issuance.”

By Order of the Board

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries

Penang
24 July 2017

Notes:-

- (1) A proxy may but needs not be a member of the Company.
- (2) For a proxy to be valid, the Form of Proxy, duly completed must be deposited at the Registered Office of the Company, 51-21-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting. Provided that in the event the member(s) duly executes this form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his / their proxy, provided always that the rest of this form, other than the particulars of the proxy have been duly completed by the member(s).
- (3) A member shall be entitled to appoint two (2) or more proxies to attend and to vote at the same meeting. However, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (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) If the appointer is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- (6) Only a depositor whose name appears on the Record of Depositors as at 4 August 2017 (General Meeting Record of Depositors) shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on his/her behalf.