



## 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 Cengal Suites, Cinta Ayu Apartment, Pulau Springs Resort Bhd, 20km, Jalan Pontian Lama, 81110 Pulai, Johor Darul Takzim, Malaysia on Tuesday, 13 December 2016 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modification:-

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN PAKADIRI SDN BHD ("PAKADIRI") FROM HUSSIN BIN OMAR AND HAPIPAH BINTI ABD MANAF (COLLECTIVELY, THE "VENDORS") FOR A TOTAL PURCHASE CONSIDERATION OF RM19,565,046.00 TO BE FULLY SATISFIED IN CASH ("PROPOSED ACQUISITION")**

**"THAT**, approvals being obtained from the relevant regulatory authorities and parties (where required), the Company be and is hereby authorised to acquire 250,000 ordinary shares of RM1.00 each in Pakadiri, representing the entire issued and paid-up share capital of Pakadiri from the Vendors for a total purchase consideration of RM19,565,046.00, to be fully satisfied in cash, upon such terms and conditions as stated in the conditional share sale agreement dated 6 September 2016 entered into between Trive and the Vendors.

**AND THAT** the Board of Directors of the Company be and is hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and / or undertakings with any party or parties as it may deem fit, necessary, expedient and / or appropriate in order to implement, finalise and / or give effect to the Proposed Acquisition with full powers to assent to any terms, conditions, modifications, variations and / or amendments or as a consequence of any such requirement or as may be deemed necessary and / or expedient in the best interest of the Company.

**AND THAT** the authority be and is hereby given for the Common Seal of the Company to be affixed onto any relevant documents relating to the Proposed Acquisition as may be required to be executed by the Company in respect thereof, in accordance with the provisions of the Company's Articles of Association."

**By Order of the Board**

**TRIVE PROPERTY GROUP BERHAD**

**LEE PENG LOON (MACS 01258)**

**P'NG CHIEW KEEM (MAICSA 7026443)**

Company Secretaries

Penang

24 November 2016

Notes:-

- (1) A proxy may but needs not be a member of the Company or a qualified legal practitioner, or an approved company auditor or a person approved by the Registrar of Companies and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
- (2) 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 5 December 2016 (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.