



TRIVE PROPERTY GROUP BERHAD

(Company No. 667845-M)
(Incorporated in Malaysia under the Companies Act, 2016)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting ("AGM") of Trive Property Group Berhad ("Trive" or "the Company") will be held at Kayangan Suites, Pulau Spring Resorts, 20km, Jalan Pontian Lama, 81110 Pulai, Johor on Wednesday, 28 June 2017 at 10.30 a.m., for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 January 2017 together with the Reports of Directors and Auditors thereon. **Please refer to Note 6**
2. To re-elect Mr. Wong Kok Seong, a director who retires by rotation in accordance with Article 85 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 1**
3. To re-elect Ms. Doris Wong Sing Ee, a director who retires pursuant to Article 92 of the Company's Constitution and who, being eligible, offers herself for re-election. **Resolution 2**
4. To re-elect Mr. Chen Chee Peng, a director who retires pursuant to Article 92 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 3**
5. To approve the payment of Directors' Fees for the financial year ended 31 January 2017. **Resolution 4**
6. To approve the payment of Directors' Benefits up to an amount not exceeding RM30,000.00 from 31 January 2017 until the conclusion of the next AGM of the Company. **Resolution 5**
7. To re-appoint Messrs. Siew Boon Yeong & Associates as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the directors to fix their remuneration. **Resolution 6**

As Special Business

8. To consider and if thought fit, to pass with or without modifications, the following Ordinary Resolution: **Resolution 7**

PROPOSED RENEWAL OF GENERAL MANDATE FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES IN THE COMPANY

"THAT, subject always to the provisions of the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and practice notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be hereby given for the Directors of the Company to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, PROVIDED THAT the aggregate number of shares to be issued does not exceed 10% of the total issued shares of the Company and that the approval conferred by this resolution shall take effect immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the AGM of the Company held next after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given,

whichever is the earlier; or

- (c) revoked or varied at any time by an Ordinary Resolution passed by the shareholders in a general meeting;

whichever is the earlier;

THAT, the Directors of the Company be hereby authorised to enter into such transactions, arrangements, agreements and documents as are necessary with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors, in their absolute discretion deem fit and in the best interest of the Company.

AND THAT, any Executive Director and/or the Secretary of the Company be hereby authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things as are necessary to give full effect to such transactions as authorised by this resolution."

9. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT only a depositor whose name appears on the Record of Depositors as at 20 June 2017 shall be entitled to attend and vote at the forthcoming Eleventh AGM or appoint proxies to attend and vote on his/her behalf.

By Order of the Board,
LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Secretaries

Date: 31 May 2017
Penang

NOTES ON APPOINTMENT OF PROXY

1. A proxy may but need not be a member of the Company.
2. For a proxy to be valid, the Proxy Form, duly completed must be deposited at the Registered Office of the Company at 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 the Proxy 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 the Proxy 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) proxies or more proxies to attend and to vote at the same meeting and 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 appointor is a corporation, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTE ON ORDINARY BUSINESS

6. The Audited Financial Statements in Agenda 1 had been approved by the Board pursuant to Section 251(1) of the Companies Act, 2016. Hence, this agenda does not require formal approval of shareholders of the Company and is meant for discussion pursuant to Section 248(2) of the Companies Act, 2016.

EXPLANATORY NOTE ON SPECIAL BUSINESS

7. The Resolution 7 is to seek a general mandate for the Directors of the Company to allot and issue new shares in the Company up to an amount not exceeding 10% of the total issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

As at the date of notice of AGM, the Directors did not issue any new shares pursuant to the general mandate granted at the last AGM of the Company and of which, it will lapse at the conclusion of the Eleventh AGM of the Company to be held on 28 June 2017.

The general mandate for issuance of new shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.