



# 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 12th Annual General Meeting ("AGM") of Trive Property Group Berhad will be held at Kayangan Suites, Pulau Spring Resort, 20KM Jalan Pontian Lama, 81110 Pulai, Johor, Malaysia on Monday, 14 January 2019 at 11.00 a.m., for the following purposes:-

### AGENDA

#### As Ordinary Business

- |   |                               |
|---|-------------------------------|
| 1. To receive the Audited Financial Statements for the financial period ended 31 July 2018 together with the Reports of Directors and Auditors thereon.   | <b>Please refer to Note 6</b> |
| 2. To re-elect Dato' Kua Khai Shyuan, 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.           | <b>Ordinary Resolution 1</b>  |
| 3. To re-elect Dato' Haji Sohaimi Bin Shahadan, a director who retires pursuant to Article 92 of the Company's Constitution and who, being eligible, offers himself for re-election.                    | <b>Ordinary Resolution 2</b>  |
| 4. To approve the payment of directors' fees for the financial period ended 31 July 2018.   | <b>Ordinary Resolution 3</b>  |
| 5. To approve the payment of directors' benefits up to an amount not exceeding RM30,000/- from 15 January 2019 until the conclusion of the next AGM of the Company.                                     | <b>Ordinary Resolution 4</b>  |
| 6. To re-appoint Messrs. Jamal, Amin & Partners 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. | <b>Ordinary Resolution 5</b>  |

#### As Special Business

7. To consider and if thought fit, to pass with or without modifications, the following ordinary resolution:

##### AUTHORITY TO ALLOT AND ISSUE NEW SHARES

**Ordinary Resolution 6**

"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, 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 number of issued shares of the Company.

AND THAT any Executive Director and/or 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 acts and things necessary to give full effect to such transactions as authorised by this resolution."

AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."

8. To consider and if thought fit, to pass with or without modifications, the following special resolution:

##### PROPOSED ALTERATION OR AMENDMENT OF THE COMPANY'S CONSTITUTION

**Special Resolution 1**

"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A with immediate effect.

AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

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 07 January 2019 shall be entitled to attend and vote at the forthcoming 12th 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: 30 November 2018  
Penang

#### NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company. 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).
- 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 24 hours before the time appointed for the taking of the poll or at any adjournment thereof.
- A member shall be entitled to appoint 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.
- 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.
- 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 NOTES ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 4, if passed, will enable the Company to pay meeting allowances and any other benefits to the directors of the Company in accordance with Section 230(1) of the Companies Act 2016.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

- The Resolution 6, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of 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.

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

As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

- The Special Resolution 1, if passed, will enable the Directors to amend the existing Memorandum & Articles of Association (Constitution) of the Company to be in line with the Companies Act, 2016, changes made to the Main Market Listing Requirements of Bursa Securities and to provide clarity to certain provisions therein.

In view of substantial amount of the proposed amendments to the Constitution, the Directors proposed that the existing Constitution be altered or amended by the Company in its entirety by the replacement thereof with a new Constitution which incorporated all the proposed amendments (New Constitution) as set out in Appendix A.

#### ANNUAL REPORT

- The Annual Report for the financial period ended 31 July 2018 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within 4 market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at [www.trivegroup.com.my](http://www.trivegroup.com.my)

Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Ms. Afiqah at 607-5988 866 or email your request to [afiqah855@gmail.com](mailto:afiqah855@gmail.com).