



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") ("EGM") will be held at Turquoise Room, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Wednesday, 15 May 2019 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED SUBSCRIPTION BY TRIVE OF 150 NEW ORDINARY SHARES IN AVENUE ESCAPADE SDN BHD ("AESB"), REPRESENTING 60% EQUITY INTEREST IN THE ENLARGED ISSUED SHARE CAPITAL OF AESB, FOR A SUBSCRIPTION CONSIDERATION OF RM17,356,898 ("PROPOSED SUBSCRIPTION")

"THAT subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Company to subscribe for 150 new ordinary shares in AESB, representing 60% equity interest in the enlarged issued share capital of AESB, for a subscription consideration of RM17,356,898 (subject to such adjustment as specified in the Subscription Agreement as defined below, if applicable) to be fully satisfied in cash, upon such terms and conditions set out in the subscription agreement dated 12 March 2019 entered into between AESB, Mr. Ong Kah Hoe, Mr. Ong Kah Wee and the Company ("**Subscription Agreement**");

THAT authority be and is hereby given to the Board to assent to any modifications to the Subscription Agreement as well as to sign and execute any other ancillary agreements and documents in relation thereto (as may be amended from time to time by further agreement between the parties) in connection with the Proposed Subscription, for and on behalf of the Company;

AND THAT in order to implement, complete and give full effect to the Proposed Subscription, authority be and is hereby given to the Board to give full effect to the Proposed Subscription with full powers to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of the Company and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Subscription with full powers to assent to any arrangements, conditions, modifications, variations and/or amendments thereto as the Board may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Subscription."

ORDINARY RESOLUTION 2

PROPOSED VARIATION OF THE UTILISATION OF THE PROCEEDS PREVIOUSLY RAISED FROM THE COMPANY'S SHARE ISSUANCE EXERCISE WITH MACQUARIE BANK LIMITED ("PROPOSED VARIATION")

"THAT subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities and/or parties being obtained (where required), approval be and is hereby granted to the Company to vary the utilisation of proceeds previously raised from the Company's share issuance exercise with Macquarie Bank Limited in the manner set out in Section 3 of the circular to shareholders dated 22 April 2019;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effects to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Variation."

BY ORDER OF THE BOARD

TRIVE PROPERTY GROUP BERHAD

LEE PENG LOON (MACS 01258)

P'NG CHIEW KEEM (MAICSA 7026443)

Company Secretaries

Penang

22 April 2019

Notes:-

- (1) 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/her 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).
- (2) For a proxy to be valid, the Proxy Form, 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 24 hours before the time appointed for the taking of the poll or at any adjournment thereof. Last date and time for lodging of Proxy Form will be on Tuesday, 14 May 2019 at 11.00 a.m. (being the approximate time appointed for the taking of the poll at the EGM. Proxy Form transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the Registered Office on Tuesday, 14 May 2019 at 11.00 a.m..
- (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 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.
- (6) Only a depositor whose name appears on the Record of Depositors as at 8 May 2019 (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.
- (7) Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by poll.