



TRIVE PROPERTY GROUP BERHAD

Registration No. 200401029337(667845-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 13th AGM of TRIVE will be held at Pendeta 4, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 13 January 2020 at 11.00 am for the following purposes:-

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 July 2019 together with the Reports of Directors and Auditors thereon. | Please refer to Note 6 |
| 2. To re-elect Doris Wong Sing Ee, a director who retires by rotation in accordance with Regulation 112 of the Company's Constitution and who, being eligible, offers herself for re-election. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' Fees for the financial year ended 31 July 2019. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors' Benefits up to an amount not exceeding RM30,000/- from 14 January 2020 until the conclusion of the next AGM of the Company. | Ordinary Resolution 3 |
| 5. 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. | Ordinary Resolution 4 |

As Special Business

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

AUTHORITY TO ALLOT AND ISSUE NEW SHARES

"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 such 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."

7. 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

"THAT the existing Constitution of the Company be amended as follows:-

- Wherever appearing in the Constitution the word "Regulation" or "Regulations" shall be amended to "Article" or "Articles";
- Wherever appearing in the Constitution the words "notice or any other documents" it shall mean "notice of general meetings or any other documents (including annual report and/or audited financial statements) required to be sent under the Listing Requirements or permitted to be given, circulated or served under the Companies Act 2016 or this Constitution by the Company or the Board to members of the Company.

8. 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 06 January 2020 shall be entitled to attend and vote at the forthcoming 13th 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: 29 November 2019
Penang

NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company.
- 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 48 hours before the time appointed for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. The proxy form transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the registered office during the office hour a day before the meeting.
- A member shall be entitled to appoint up to a maximum of 2 proxies to attend and vote instead of him at the same meeting and where a member appoints 2 proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion 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. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- 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 3, 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

8. The Resolution 5, 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, a total of 213,317,800 ordinary shares were issued and allotted pursuant to the general mandate granted at the last AGM of the Company. The total proceeds of RM2,922,447.01 had been utilized by the Group for working capital requirements as well as to defray the expenses relating to the placement of shares.

9. The Special Resolution 1, if passed, will enable the directors to amend certain Regulations in the existing Constitution of the Company for administrative and clarification purposes.

ANNUAL REPORT

10. The Annual Report for FY 2019 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

Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Ms. Afiqah at telephone no. 607-5988 866 or email your request to afiqah855@gmail.com