



TRIVE PROPERTY GROUP BERHAD

[Company No. 200401029337 (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 Pendeta 4, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Tuesday, 17 December 2019 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 703,947,100 NEW ORDINARY SHARES IN TRIVE, REPRESENTING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF TRIVE, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER

"**THAT** subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company ("**Board**" or "**Directors**") to allot and issue up to 703,947,100 new ordinary shares in the Company ("**Trive Shares**" or "**Shares**") by way of private placement to independent third party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board ("**Price-Fixing Date**") upon such terms and conditions as disclosed in the Circular to the shareholders of the Company dated 29 November 2019 ("**Circular**") ("**Proposed Private Placement**");

THAT the issue price of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of Trive Shares up to and including the Price-Fixing Date;

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement."

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE BY-LAWS GOVERNING THE EXISTING EMPLOYEES' SHARE OPTION SCHEME OF TRIVE ("ESOS") ("BY-LAWS") ("PROPOSED BY-LAWS AMENDMENTS")

"**THAT** the amended By-Laws of the existing ESOS as set out in Appendix II of the Circular to Shareholders dated 29 November 2019 in respect of, inter alia, the Proposed By-Laws Amendments, be and is hereby approved and adopted;

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed By-Laws Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed By-Laws Amendments."

By Order of the Board

TRIVE PROPERTY GROUP BERHAD

LEE PENG LOON (MACS 01258)

P'NG CHIEW KEEM (MAICSA 7026443)

Company Secretaries

Penang

29 November 2019

Notes:-

- (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, 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 or adjournment thereof, or in the case of a poll not less than twenty-four (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.
- (3) A member shall be entitled to appoint up to a maximum of two (2) 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) 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 two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (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.
- (6) 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.
- (7) Only a depositor whose name appears on the Record of Depositors as at 10 December 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.
- (8) 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.