

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 28th Annual General Meeting ("AGM") of Thriven Global Berhad will be held at the Company's Registered Office, Level 23A, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur on Tuesday, 20 June 2017 at 2.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Financial Statements for the financial year end 31 December 2016 together with the Directors' and Auditors' Reports thereon. *(Please refer to Explanatory Note to the Agenda)*
2. To re-elect Datuk Fakhri Yassin bin Mahiaddin who retires by rotation pursuant to Article 76 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 1)*
3. To re-elect Dato' Low Keng Siang who retires by rotation pursuant to Article 76 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 2)*
4. To approve the payment of Independent Non-Executive Directors' fees and benefits totalling RM141,500 for the financial year ended 31 December 2016. *(Ordinary Resolution 3)*
5. To approve the payment of Independent Non-Executive Directors' fees (to be made payable monthly) and the benefits totalling RM133,400 for the financial year ending 31 December 2017. *(Ordinary Resolution 4)*
6. To appoint Messrs. BDO as Auditors of the Company, in place of the retiring auditors, Messrs. KPMG PLT and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 5)*

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolutions:-

7. **Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016** *(Ordinary Resolution 6)*
"THAT subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being.
AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 7)*
"THAT approval be and is hereby given to the Company and its subsidiaries ("Thriven Group") to enter into recurrent related party transactions from time to time with Thriven Group's related parties, which are necessary for the day-to-day operations as set out in Section 2.3.1 of the Circular to Shareholders dated 24 May 2017 which are necessary for the Company's day-to-day operations subject to the following:-
 - (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
 - (ii) the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during the financial year will be disclosed in the Annual Report for the said financial year;AND THAT such approval shall continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting the authority is renewed; or
 - (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."
9. **Retention of Independent Non-Executive Director of the Company** *(Ordinary Resolution 8)*
"THAT approval be and is hereby given to Mr. Lim Kok Beng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company."
10. **Retention of Independent Non-Executive Director of the Company** *(Ordinary Resolution 9)*
"THAT approval be and is hereby given to Mr. Henry Choo Hon Fai, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company."
11. To transact any other business of which due notice shall have been given.

By Order of the Board

SEET WAN SING (BC/S/1491)
TAN LAI HONG (MAICSA 7057707)
Company Secretaries

Kuala Lumpur
24 May 2017

NOTES:

1. A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint not more than two (2) proxies to attend and vote at the same meeting.
2. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member to speak at the meeting.
3. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
5. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of its officer duly authorised.
7. The instrument appointing a proxy must be deposited at the Company's Registered office, Thriven Global Berhad, at Level 23A, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or any 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, and in default the instrument of proxy shall not be treated as valid.
8. Only members whose names appear in the Record of Depositors as at 13 June 2017 shall be entitled to attend, speak and vote at this meeting.
9. Registration will commence at 12:00 p.m. and close at 2:30 p.m. on the day of the meeting. Members and proxies are advised to be punctual. For verification purposes, members and proxies are required to produce their original identification card at the registration counter.
10. Drinks and light refreshments will be provided. No door gift will be provided by the Company.
11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, voting at the 28th AGM of the Company will be conducted by poll rather than by show of hands. Independent Scrutineers will be appointed to observe the polling and verify the poll results.

Explanatory Notes to the Agenda:

Item 1 of the Agenda

This item of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require formal approval of the shareholders. Hence, this item is not put forth for voting.

Item 7 of the Agenda

Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 6 is to empower the Directors to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the total issued share capital of the Company for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Item 8 of the Agenda

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Please refer to the Circular to Shareholders dated 24 May 2017.

Item 9 of this Agenda

Retention of Independent Non-Executive Director of the Company

The Nomination Committee has assessed the independence of Mr. Lim Kok Beng ("Mr. Lim") who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and arising therefrom, the Board agreed with the recommendation of the Nomination Committee that he would continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- (a) Mr. Lim fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he would be able to function as a check and balance, and bring an element of objectivity and independent judgment to the Board.
- (b) Mr. Lim has performed his duties diligently and in the best interest of the Company without being subject to influence of the management.
- (c) Mr. Lim has devoted sufficient time in attending Board meetings and has participated in board discussions.
- (d) Mr. Lim, who is Chairman of the Audit Committee, has vast experience in the accounting and audit industry, which enabled him to provide constructive advice, expertise and independent judgment.

Item 10 of this Agenda

The Nomination Committee has assessed the independence of Mr. Henry Choo Hon Fai ("Mr. Choo") who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and arising therefrom, the Board agreed with the recommendation of the Nomination Committee that he would continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- (a) Mr. Choo fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he would be able to function as a check and balance, and bring an element of objectivity and independent judgment to the Board.
- (b) Mr. Choo has performed his duties diligently and in the best interest of the Company without being subject to influence of the management.
- (c) Mr. Choo has devoted sufficient time in attending Board meetings and has participated in board discussions.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016

This is a renewal of the mandate obtained from the shareholders of the Company at the Annual General Meeting of 21 June 2016 and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

The renewal of this mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited for further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance of shares.