

**NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 35<sup>th</sup> Annual General Meeting ("**35<sup>th</sup> AGM**") of Thriven Global Berhad will be conducted on a fully virtual basis through live streaming and online voting via [www.vpoll.com.my](http://www.vpoll.com.my) (Domain Registration No. with MyNIC Berhad: D1A457149) provided by AI Smarnat Learning Sdn. Bhd. in Malaysia on Tuesday, 11 June 2024 at 2.00 p.m. for the following purposes:-

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note to the Agenda)*
- To re-elect the Director, Ghazie Yeoh Bin Abdullah, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, offers himself for re-election. *(Ordinary Resolution 1)*
- Rewi Hamid Bugo who also retires by rotation in accordance with Clause 88 of the Constitution of the Company, has expressed his intention not to seek re-election as a Director of the Company. Hence, he will retain office until the close of the 35<sup>th</sup> AGM. *(Ordinary Resolution 2)*
- To approve the payment of Non-Executive Directors' fees and benefits up to an amount of RM249,000.00 for the period from 12 June 2024 until the conclusion of the next Annual General Meeting of the Company to be held in 2025, to be paid monthly. *(Ordinary Resolution 3)*
- To re-appoint BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206) as the Auditors of the Company, for the financial year ending 31 December 2024 and to authorise the Directors to determine their remuneration. *(Ordinary Resolution 3)*

**AS SPECIAL BUSINESS**

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

- Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")** *(Ordinary Resolution 4)*

"**THAT** subject always to the Act, 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 Act 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.

**THAT** pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.

**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."
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 5)*

"**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 30 April 2024 subject to the following:-

  - 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
  - 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;

**THAT** such approval shall continue to be in force until:

  - 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
  - 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earliest.

**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."
- To transact any other business of which due notice shall have been given.

By Order of the Board

**SEET WAN SING** (BC/S/1491 / SSM PC No. 202008000746)  
**QUECK WAI FONG** (MAICSA 7023051 / SSM PC No. 202208000287)  
Company Secretaries

Selangor  
30 April 2024

**NOTES:**

- A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint more than 1 proxy (pursuant to clause 82 of the Constitution) to attend and vote at the same meeting. With the current Board size of seven (7) directors, two (2) Directors namely Ghazie Yeoh Bin Abdullah and Rewi Hamid Bugo, are to retire in accordance with Clause 88 of the Constitution.
- 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. Nevertheless, Rewi Hamid Bugo has expressed his intention not to seek re-election. Hence, he will retain office until the close of 35<sup>th</sup> AGM of the Company.
- 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. **Item 4 of the Agenda**

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting.
- 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. In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees and benefits of up to an amount of RM249,000.00 for the period from 12 June 2024 until the conclusion of the next AGM of the Company to be held in 2025, to be paid monthly.
- 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. The estimated amount payable is based on the assumption that the Company maintain its existing Board composition. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional benefits to meet the shortfall.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer duly authorised. The proposed payment of benefits comprises meeting and training allowances payable to the Chairman and members of the Board and Board Committees.
- The instrument appointing a proxy must be deposited with Boardroom Share Registrar Sdn. Bhd. at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, 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. Please refer to our Administrative Guide for details. **Item 6 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 4 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 AGM of the Company. As at the date of the Notice, the Company did not issue any shares pursuant to the mandate obtained on the 34<sup>th</sup> AGM held on 13 June 2023.

The waiver of pre-emption rights pursuant to Section 85 of the Act. By voting in favour of Resolution 4, the shareholders of the Company would be waiving their pre-emption rights. The Resolution 4 if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
- Only members whose names appear in the Record of Depositors as at 5 June 2024 shall be entitled to attend, speak and vote at this meeting. **Item 7 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 30 April 2024.
- Please refer to our Administrative Guide for the registration procedure (before the date of the AGM) and login procedure (on the day of the AGM).
- No door gift nor food / refreshments will be provided by the Company. Please refer to our Administrative Guide for details.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of 35<sup>th</sup> AGM will be put to vote by poll. 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 Act does not require formal approval of the shareholders. Hence, this item is not put forth for voting.

**Items 2 and 3 of the Agenda**

Clause 88 of the Constitution provides that at the first AGM of the Company all the Directors shall retire from office, and at the AGM in subsequent year one-third of the Directors for the time being, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office and an election of directors shall take place each year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

**STATEMENT ACCOMPANYING NOTICE OF AGM**

**Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

No notice in writing has been received by the Company nominating any candidate for election as Director at the 35<sup>th</sup> AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of 35<sup>th</sup> AGM and their profile are set out in the Directors' Profile in the Annual Report 2023.

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

Details of the General Mandate to issue shares in the Company pursuant to Sections 75 and 76 of the Act are set out in the Explanatory Notes of the Notice of 35<sup>th</sup> AGM.

# THRIVEN

THRIVEN GLOBAL BERHAD  
[Registration No. 198901005042 (182350-H)]  
(Incorporated in Malaysia)

## THIRTY-FIFTH ANNUAL GENERAL MEETING (“35th AGM”) ADMINISTRATIVE GUIDE

Date	: Tuesday, 11 June 2024
Time	: 2.00 p.m.
Fully virtual online meeting platform	: <a href="http://www.vpoll.com.my">www.vpoll.com.my</a> (Domain Registration No. with MyNIC Berhad: D1A457149) provided by AI Smartual Learning Sdn. Bhd. in Malaysia

### **Reports and Documents**

Thriven had on 30 April 2024, published the following documents in relation to the 35th AGM on its website :-

- Annual Report 2023
- Corporate Governance Report 2023
- Notice of 35th AGM and Administrative Guide
- Form of Proxy
- Circular to Shareholders on Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue or Trading Nature (the “Circular”)

Softcopy of the abovesaid documents can be downloaded from Thriven's website at:

<https://www.thriven.com.my/investor-relations/corporate-governance/>

You may request for a printed copy of the abovesaid documents via e-mail to [proxy@thriven.com.my](mailto:proxy@thriven.com.my) by submitting your full name, NRIC No. / Passport No., CDS Account No., mailing address, contact number and the documents you wish to receive in hardcopy. However, we hope you would consider the environment before printing or requesting for a printed copy of the abovesaid documents.

### **1.0 ENTITLEMENT TO PARTICIPATE AND VOTE**

- 1.1 Only depositors whose names appear in the Record of Depositors as at 5 June 2024 shall be entitled to participate and/or vote remotely at the AGM or appoint a proxy/proxies to participate and/or vote on his stead.
- 1.2 Eligible members are required to pre-register for the RPV (as defined below) at [www.vpoll.com.my](http://www.vpoll.com.my) to ascertain their eligibility to participate and/or vote at the AGM remotely.

### **2.0 REMOTE PARTICIPATION AND ELECTRONIC VOTING FACILITIES (“RPV”)**

#### **2.1 Details of the RPV**

1. The RPV is available to: individual members; proxy holders; corporate representatives; authorised nominees; and exempt authorised nominees (individually, “participant”, and collectively, “participants”)
2. Eligible participants are entitled to participate and/or vote remotely at the AGM using the RPV provided by AI Smartual Learning Sdn. Bhd. at [www.vpoll.com.my](http://www.vpoll.com.my) from various devices such as smart phone, tablet, laptop or computer.



3. The quality of the participant's connection to the live broadcast is dependent on the bandwidth and stability of the internet of his/her location and the device he/she uses.
4. In the event the participant encounters any issues with pre-meeting registration, submission of questions, log-in, connection to the live streamed meeting or online voting on the meeting day, kindly contact the Poll Administrator (details of the Poll Administrator is stated in Item 4.0 of this Administrative Guide) for assistance.

## 2.2 Appointment of Proxy(ies)

1. Members may appoint proxy(ies) to participate and/or vote at the AGM via RPV, or to appoint the Chairperson of the Meeting as his proxy by indicating the voting instructions in the Proxy Form [otherwise the proxy(ies) will vote at his/her discretion] in accordance with the notes and instructions printed therein.
2. Please ensure that the duly completed and executed Proxy Form is deposited with Boardroom Share Registrar Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll ie. latest by Monday, 10 June 2024 at 2.00 pm, and in default the instrument of proxy shall not be treated as valid. Alternatively, the duly completed and executed Proxy Form can also be submitted electronically, through [proxy@thriven.com.my](mailto:proxy@thriven.com.my).
3. Appointed proxies are required to pre-register for the RPV at [www.vpoll.com.my](http://www.vpoll.com.my) to ascertain their eligibility to participate and/or vote at the AGM remotely.

## 2.3 Appointment of Corporate/Authorised Representative(s)

1. Members who are body corporates may appoint their corporate/authorised representative(s) to participate and/or vote at the AGM.
2. Appointed corporate/authorised representative(s) shall: (i) provide a copy of his identity card, email address and mobile phone number; and (ii) deposit together with the original evidence of his authority (eg. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority in English or Bahasa Malaysia) to Boardroom Share Registrar Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not later than Monday, 11 June 2024 at 2.00 pm, for verification.
3. Appointed corporate/authorised representative(s) are required to pre-register for the RPV at [www.vpoll.com.my](http://www.vpoll.com.my) to ascertain their eligibility to participate and/or vote at the AGM remotely.

## 2.4 Submission of Questions

1. Pre-meeting submission of questions - Members are welcome to submit questions to the Board and/or the Auditors of the Company in advance prior to the AGM not later than Monday, 10 June 2024 at 2.00 pm electronically, through [proxy@thriven.com.my](mailto:proxy@thriven.com.my).
2. Submission of questions during the AGM - Participants may pose questions to the Board and/or the Auditors of the Company via real time submission of typed texts throughout the AGM.
3. The Board will endeavour to answer all the questions received at the AGM.

## **2.5 Voting Procedures**

1. Members/proxies/corporate representatives can proceed to vote on the resolutions via the RPV at [www.vpoll.com.my](http://www.vpoll.com.my) at any time from the commencement of the AGM at 2.00 pm on 11 June 2024 but before the end of the voting session which will be announced by the Chairperson of the meeting.
2. Upon completion of the voting session, the appointed Poll Administrator will verify the poll results followed by the Chairperson's declaration whether the resolutions put to vote were successfully carried or otherwise.

## **2.6 Procedures for RPV**

1. Members/proxies/corporate representatives who wish to participate and/or vote at the AGM remotely via RPV are to follow the requirements and procedures as summarised in "Annex A" as annexed hereto.

## **3.0 OTHERS**

**3.1 NO gifts/meal vouchers - There will be no distribution of gifts or meal vouchers for members/proxies/corporate representatives who participate in the AGM.**

**3.2 NO recording or photography - Unauthorised recording and/or photography are strictly prohibited at the AGM.**

## **4.0 ENQUIRY AND RPV ASSISTANCE**

**4.1 If you have any enquiries on the above, please contact the Poll Administrator during office hours from 9.00 am to 5.00 pm (Monday to Friday, excluding public holidays and days on which the office is closed due to regulations imposed by the Malaysian government to curb the spread of Covid-19 pandemic, if any):**

Poll Administrator: AI Smartual Learning Sdn. Bhd.  
23-5, Menara Bangkok Bank, Berjaya Central Park,  
Jalan Ampang, 50450 Kuala Lumpur, Malaysia

Contact person: David Cheng  
Telephone No.: +60177700887  
Email: [davidcheng@aismartuallearning.com](mailto:davidcheng@aismartuallearning.com)

	PROCEDURE	ACTION
1.	<p>Register as a user with <a href="http://www.vpoll.com.my">www.vpoll.com.my</a></p>	<p>Steps</p>
	<div data-bbox="159 367 887 636"> <p><b>Landing page</b></p> </div> <div data-bbox="169 721 882 1059"> <p><b>User Login / Register</b></p> </div> <div data-bbox="169 1137 879 1471"> <p><b>Mobile Phone Register</b></p> </div> <div data-bbox="234 1570 839 2058"> <p><b>OTP and Password fill up form</b></p> </div>	<ul style="list-style-type: none"> <li>• Please access the URL <a href="http://www.vpoll.com.my">www.vpoll.com.my</a> to reach the landing page</li> <li>• Click on “User Login/Register button” to register yourself as a user</li> <li>• Please click on “Register”</li> <li>• Please enter your mobile phone number, click on “Got OTP”, and wait for a one-time password (OTP) to be sent to your mobile phone</li> <li>• Please insert the OTP, create a login password, and click on “Sign-up”</li> </ul>



PROCEDURE	ACTION
<p>1. Register as a user with <a href="http://www.vpoll.com.my">www.vpoll.com.my</a> (continued)</p>	<p>Steps</p>
<div data-bbox="167 409 882 745" data-label="Image"> </div> <p data-bbox="459 757 616 795">Login page</p> <div data-bbox="172 844 887 1193" data-label="Image"> </div> <p data-bbox="368 1227 730 1265">Account verification form</p>	<ul style="list-style-type: none"> <li>• Please access the URL <a href="http://www.vpoll.com.my">www.vpoll.com.my</a> to reach the landing page, enter all the login details and click on “Sign In”</li> <li>• Please fill up all the required fields, upload a copy of your NRIC (for Malaysian) / Passport (for Foreigner) and click on “Submit for Verification”</li> <li>• The poll administrator will perform the verification, and approve/reject your application within 12 hours after your submission</li> <li>• Thereafter, an email will be sent to the user on the approval/rejection</li> <li>• If you received a rejection email, please call the Poll Administrator to resolve the issue</li> <li>• If you received an approval email, you may login to the Vpoll anytime therefrom</li> </ul>

**PROCEDURE**

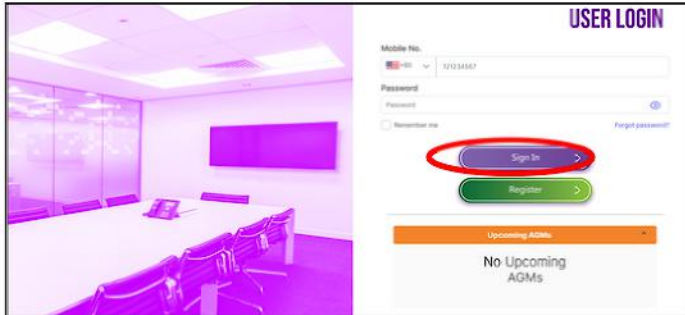
**ACTION**

2.

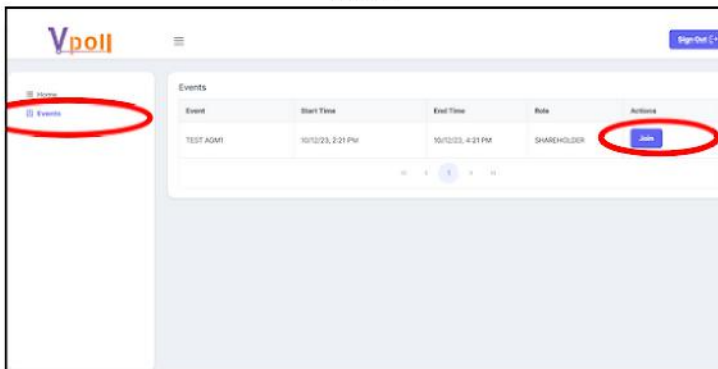
Login to the RPV at [www.vpoll.com.my](http://www.vpoll.com.my) on the AGM Day

Steps

*Before*



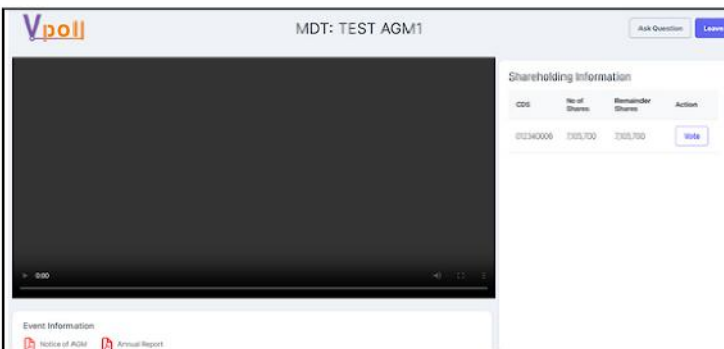
*After*



**User Login / Register**



**Mobile Phone Register**



- On the AGM Day, please access the URL [www.vpoll.com.my](http://www.vpoll.com.my)

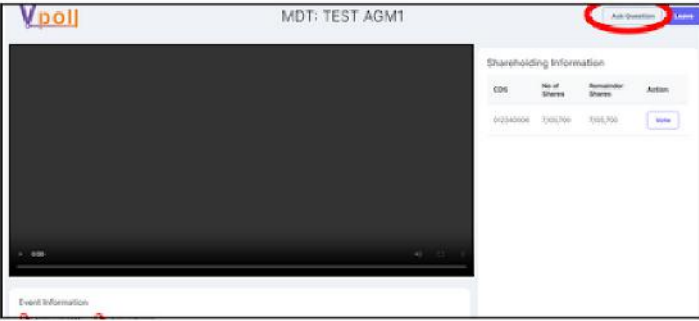
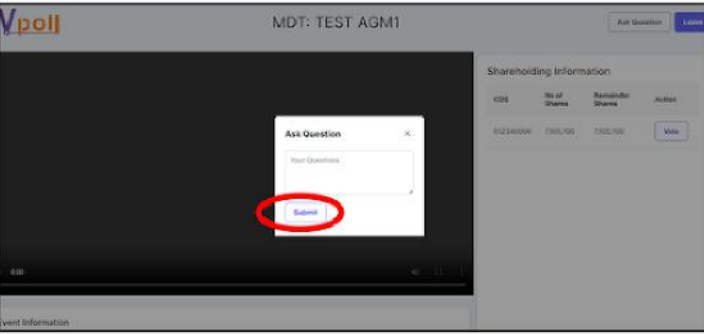

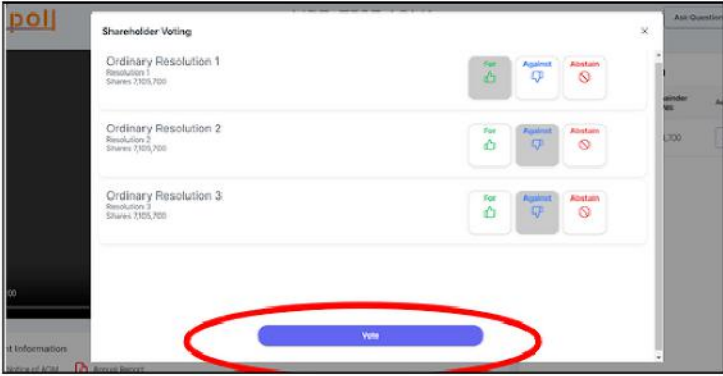
- The Vpoll will open for access on the AGM Day from 11 June 2024 at 2.00 pm until the conclusion of the AGM

- Click on “Events”, select KSL AGM, click on “Join” to participate the AGM of Thriven Global Berhad

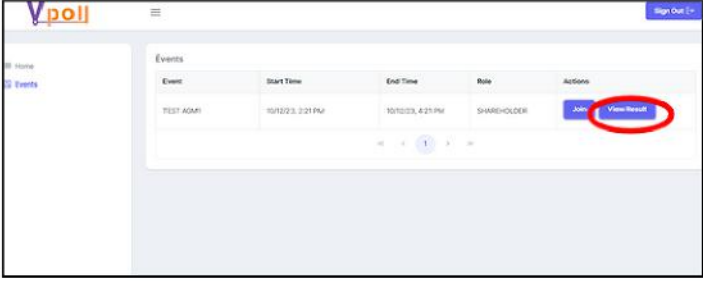
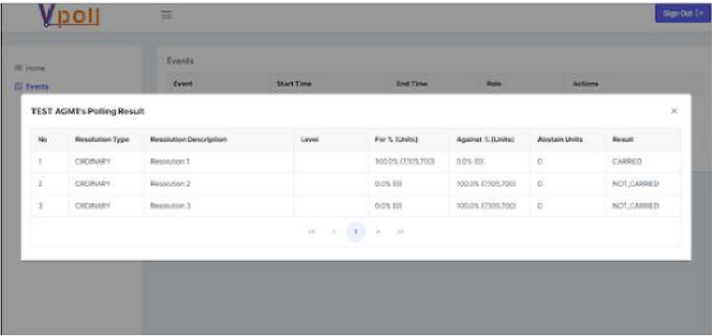
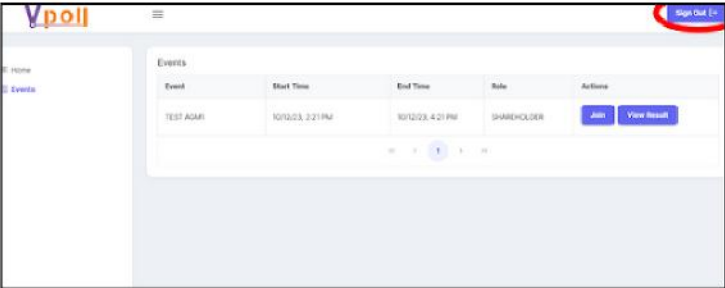
- Your screen will divert you to the event page of the AGM as shown

- To watch livestream, click on “▶” on the livestream widget

- Continue watching

	PROCEDURE	ACTION
3.	<b>Submission of questions via RPV</b>	<b>Steps</b>
	<p style="text-align: center;"><b>Before</b></p>  <p style="text-align: center;"><b>After</b></p> 	<ul style="list-style-type: none"> <li>• If you wish to raise a question, please click on “Ask Question”</li> <li>• Type your question(s) in the Q&amp;A pop-up screen and click on “Submit” to send in the question</li> <li>• There is no limitation on the number of questions that you may raise</li> </ul>
4.	<b>Casting of votes via RPV</b>	<b>Steps</b>
	 	<ul style="list-style-type: none"> <li>• To cast your votes, click on “Vote”</li> <li>• You will be shown the voting page</li> <li>• Please vote accordingly upon ready to submit your votes, click on “Vote” to complete your voting</li> </ul>



	PROCEDURE	ACTIONS
3.	Submission of questions via RPV	Steps
	 	<ul style="list-style-type: none"> <li>To view the voting results, click on “View Result”</li> <li>The voting results will be presented as shown</li> </ul>
5.	Conclusion of AGM	Steps
		<ul style="list-style-type: none"> <li>Click on “Sign Out”</li> </ul> <p>Thank you for your participation</p>