

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



**THRIVEN GLOBAL BERHAD**

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

**NOTICE TO WARRANT HOLDERS  
IN RELATION TO:**

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS  
STOCK NAME : THRIVEN-WB  
STOCK CODE : 7889WB**

**IMPORTANT RELEVANT DATES AND TIME:-**

Last date and time for the trading of Warrants-B 2015/2020 : Thursday, 17 September 2020 at 5.00 p.m.

Date and time of suspension of trading of Warrants-B 2015/2020 : Friday, 18 September 2020 at 9.00 a.m.

Last date and time for the exercise of the Warrants-B 2015/2020 / Expiry Date : Monday, 5 October 2020 at 5.00 p.m.

Date and time for the delisting of the Warrants-B 2015/2020 : Tuesday, 6 October 2020 at 9.00 a.m.

This Notice is dated 4 September 2020

## DEFINITIONS

Except where the context otherwise requires, the following terms and abbreviations (in alphabetical order) shall apply throughout this Notice:-

“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“CDS”	:	Central Depository System
“CDS Account”	:	An account established by Bursa Depository for Depositor for the recording of deposits or withdrawals of securities and for dealings in such securities by Depositor
“Deed Poll”	:	The deed poll dated 22 September 2015 executed by Thriven Global Berhad constituting the Warrants-B 2015/2020
“Depositor”	:	The holder of a CDS Account
“Expiry Date”	:	Monday, 5 October 2020
“Exercise Form”	:	The form in respect of the exercise of Warrants as set out in this Notice
“Exercise Money”	:	The amount calculated by multiplying the Exercise Price by the number of New Shares in respect of which the Exercise Rights are being exercised
“Exercise Period”	:	The period commencing on and including the Date of Issuance of Warrants and ending at the close of business at 5.00 p.m. on the Expiry Date
“Exercise Price”	:	The sum of RM0.48 payable in cash in respect of each New Share for which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights
“Exercise Rights”	:	The rights of the Warrant Holders to subscribe for the New Shares at the Exercise Price on any Market Day during the Exercise Period, subject to the conditions in the Deed Poll
“Issue Date”	:	Tuesday, 6 October 2015
“Thriven” or “the Company”	:	Thriven Global Berhad [Registration No.: 198901005042 (182350-H)]
“Thriven Share(s) or Share(s)”	:	Ordinary share(s) of the Company
“Market Day”	:	A day on which the stock market of Bursa Securities is open for trading in securities
“New Share(s)”	:	New Thriven Share(s) to be issued by the Company pursuant to any exercise of the Exercise Rights represented by the Warrants
“Notice”	:	This Notice dated 4 September 2020
“RM” and “sen”	:	Ringgit Malaysia and sen respectively

## DEFINITIONS (Cont'd)

“Share Registrar”	:	Boardroom Share Registrars Sdn Bhd [Registration No. 199601006647 (378993-D)]
“Warrants-B 2015/2020” or “Warrants”	:	The Warrants issued by the Company on 6 October 2015 pursuant to the Deed Poll which entitle the Warrant Holders to the Exercise Rights
“Warrant Holder(s)”	:	Any person for the time being holding Warrants in the Company and whose name appears in the Register of Warrant Holders (except Bursa Malaysia Depository Nominees Sdn Bhd), and Depositors whose names appear on the Record of Warrants Depositors

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Notice to any statute is a reference to that statute as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise specified.

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## CONTENTS

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	<b>Page</b>
<b>NOTICE TO WARRANT HOLDERS CONTAINING:</b>	
1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING	2
2. EXERCISE PRICE	2
3. PAYMENT OF EXERCISE MONEY	2
4. EXERCISE OF EXERCISE RIGHTS	2
5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS	3
6. EXPIRY OF THE WARRANTS	3
7. DIRECTORS' RESPONSIBILITY STATEMENT	3
8. CONTACT DETAILS FOR ENQUIRIES	4
EXERCISE FORM	ENCLOSED

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# THRIVEN

## THRIVEN GLOBAL BERHAD

[Registration No. 198901005042 (182350-H)]

(Incorporated in Malaysia)

### Registered Office

Level 23A, Menara LGB  
No. 1, Jalan Wan Kadir  
Taman Tun Dr. Ismail  
60000 Kuala Lumpur

4 September 2020

### Directors:

Datuk Fakhri Yassin Bin Mahiaddin (Executive Chairman)  
Ghazie Yeoh Bin Abdullah (Group Managing Director)  
Dato' Low Keng Siong (Executive Director)  
Lim Kok Beng (Independent Non-Executive Director)  
Henry Choo Hon Fai (Independent Non-Executive Director)  
Rewi Hamid Bugo (Independent Non-Executive Director)  
Lee Eng Leong (Non-Independent Non-Executive Director)

### To: The Warrant Holders of Thriven

Dear Sir/Madam

### NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS-B 2015/2020

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll dated 22 September 2015 governing the Warrants, the Exercise Rights of the Warrants will expire at 5.00 p.m. on Monday, 5 October 2020. Accordingly, all Warrant Holders intending to exercise their Warrants are advised to submit the documents referred to in Section 4 of this Notice to the Share Registrar of Thriven no later than 5.00 p.m. on the Expiry Date.

The total number of outstanding Warrants as at 28 August 2020, being the latest practicable date prior to the issuance of this Notice is 248,621,305.

**Warrant Holders should note that the Warrants which are not exercised by 5.00 p.m. on the Expiry Date will lapse and become null and void and cease to be valid for any purpose.**

**Accordingly, the Warrants will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Tuesday, 6 October 2020.**

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**Warrant Holders are therefore advised to carefully read the information set out below:-**

**1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING**

The last day and time for trading of the Warrants will be on Thursday, 17 September 2020 at 5.00 p.m. The Warrants will be suspended from trading on Bursa Securities with effect from 9.00 a.m. on Friday, 18 September 2020 until 5.00 p.m. on the Expiry Date.

**2. EXERCISE PRICE**

The Exercise Price payable is RM0.48 for each New Share to which a Warrant Holder is entitled to subscribe upon exercise of the Exercise Rights in accordance with the provisions of the Deed Poll. For instance, if you wish to exercise the conversion of 100 Warrants into 100 New Shares, the Exercise Money will be RM48.00.

**3. PAYMENT OF EXERCISE MONEY**

The remittance of the Exercise Money must be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia made in favour of "**THRIVEN GLOBAL BERHAD – THRIVEN EXERCISE OF WARRANTS ACCOUNT**" crossed "**A/C Payee Only**" for the full amount of the Exercise Money payable in respect of the Warrants exercised and endorsed on the reverse side with the name, NRIC number/Company number/Passport number/Armed Forces number/Police Personnel number, address and CDS Account number of the Warrant Holder.

**4. EXERCISE OF EXERCISE RIGHTS**

If you are a Warrant Holder and wish to exercise your Exercise Rights, you should:-

- (i) complete and sign the Exercise Form, additional copies of the Exercise Form can also be obtained from the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan during normal working hours; and
- (ii) deliver the following documents to the Company's Share Registrar no later than 5.00 p.m. on the Expiry Date:-
  - (a) the duly signed and completed Exercise Form;
  - (b) remittance by way of bankers' draft or cashiers' order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia made in favour of "**THRIVEN GLOBAL BERHAD – THRIVEN EXERCISE OF WARRANTS ACCOUNT**" crossed "**A/C Payee Only**" for the full amount of the Exercise Money; and
  - (c) remittance of RM10.60 (inclusive of 6% Service Tax) being the processing fees for each Exercise Form submitted to the Company's Share Registrar by way of cheque made payable to "Boardroom Share Registrars Sdn Bhd" or in cash if you deliver the documents personally.

The Company shall within eight (8) Market Days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly signed and completed Exercise Form together with the requisite payments as set out in item (ii) above:-

- (a) allot and issue the relevant number of New Share(s) arising from the exercise of Warrants by a Warrant Holder and authorise and instruct Bursa Depository to credit

the New Share(s) into the Securities Account of the exercising Warrant Holder or its nominee(s) under the provisions of the Central Depositories Act and the Rules;

- (b) despatch notices of allotment to the Warrant Holders stating the number of New Share(s) that will be credited into the CDS Account(s) of the Warrant Holders; and
- (c) make an application to Bursa Securities for the quotation of such New Share(s) issued.

The New Share(s) to be issued pursuant to the exercise of the Warrants shall, upon the allotment and issuance, rank pari passu in all respects with the existing Thriven Share(s) including any entitlement to any dividends, rights, allotments or other distributions, save and except that such New Share(s) shall not be entitled to any dividends, rights, allotments or other distributions prior to the date of allotment of the New Share(s).

The New Share(s) arising from such exercise will be credited into the CDS Account(s) of the exercising Warrant Holders and no physical share certificates would be issued to the Warrant Holders in respect of the exercise.

## **5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS**

**NOTICE IS ALSO HEREBY GIVEN THAT in relation to the Warrants:-**

- (i) Bursa Depository will not be accepting any request for transfer of the Warrants for the period commencing from 4.30 p.m. on Monday, 28 September 2020 up to the Expiry Date;
- (ii) Warrant Holders shall qualify for entitlement to subscribe for New Share(s) in respect of the following:
  - (a) Warrants transferred into the Depositor's CDS Account before 4.30 p.m. on Monday, 28 September 2020 in respect of ordinary transfers; and
  - (b) Warrants bought on Bursa Securities on or before Thursday, 17 September 2020 at 5.00 p.m., being the last day for trading of the Warrants.

## **6. EXPIRY OF WARRANTS**

Warrant Holders should note that:-

- (i) If their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants remaining in the Depositor's CDS Account as at the Expiry Date will be debited from the respective Depositor's CDS Account on Tuesday, 6 October 2020.

## **7. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Board of Directors who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

**8. CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning the above should be addressed to the Company's Share Registrar at:

Boardroom Share Registrars Sdn Bhd  
11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Telephone : (+603) 7890 4700  
Facsimile : (+603) 7890 4670

**Yours faithfully,  
For and on behalf of  
THRIVEN GLOBAL BERHAD**

**DATUK FAKHRI YASSIN BIN MAHIADDIN  
Executive Chairman**

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**THRIVEN GLOBAL BERHAD**  
[Registration No. 198901005042 (182350-H)]

**EXERCISE FORM FOR WARRANTS**

[To be executed and lodged with the Registrar for the exercise of the  
Exercise Rights in relation to the Warrants]

Expiry Date

5 October 2020

Exercise Period

Five (5) years

**Particulars of the Warrant Holder**

- \* Name of Warrant Holder : \_\_\_\_\_
- \* Old NRIC/Passport/Armed Forces/  
Police Personnel/Registration No. : \_\_\_\_\_
- \* New NRIC No. : \_\_\_\_\_
- \* Correspondence address of Warrant  
Holder : \_\_\_\_\_  
\_\_\_\_\_
- \* Contact Number : \_\_\_\_\_

[All information given above must be as per information in the records of Bursa Malaysia Depository Sdn Bhd (“Central Depository”)]

To: **THRIVEN GLOBAL BERHAD (“the Company”)**  
Level 23A, Menara LGB  
No.1, Jalan Wan Kadir  
Taman Tun Dr. Ismail  
60000, Kuala Lumpur

I/We, the undersigned,

- i. hereby confirm and declare that all information provided by me/us herein are true and correct;
- ii. hereby confirm and declare that the information indicated with an asterisk (\*) is identical with the information in the records of Central Depository with regard to my Central Depository Account(s) and further agree and confirm that in the event the information aforesaid differs from the information in Central Depository’s records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- iii. hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll executed by the Company constituting the issue of the Warrants, to exercise my/our Exercise Rights in relation to the type and quantity(ies) of securities specified below and to subscribe and make payment as hereafter provided for such number of New Shares of the Company at the Exercise Price or such adjusted price as may for the time being applicable in accordance with the Deed Poll, and agree to accept such shares subject to the terms of the Memorandum and Articles of Association of the Company;
- iv. hereby make payment in full of the Exercise Monies for the New Shares in the quantity(ies) specified below by banker’s draft/cashier’s order/money order/postal order drawn on a bank or post office in Malaysia bearing no. \_\_\_\_\_ and amounting to RM \_\_\_\_\_ payable to “**THRIVEN GLOBAL BERHAD – THRIVEN EXERCISE OF WARRANTS ACCOUNT**”;

- v. hereby authorise you to instruct Central Depository to debit the quantity(ies) of securities specified below from my Central Depository Account(s) in the exercise of my/our rights herein in accordance with the provisions of this Deed Poll;
- vi. hereby confirm that the securities specified below intended for the exercise of rights are or have been designated as “free securities” in my/our Central Depository Account(s);
- vii. where I/we am/are entitled to receive New Shares upon the exercise of my/our rights herein, I/we hereby authorise you to instruct Central Depository to credit the quantity(ies) of New Shares specified below into my/our Central Depository Account(s) stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein;
- viii. hereby confirm that after the submission of this form to the Registrar, I shall not dispose, transfer or charge the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my Central Depository Account(s) or the exercise is rejected by the Registrar, whichever shall be applicable;
- ix. hereby undertake to fully indemnify the Company and Registrar against any losses, damage, liability, cost or expenses (including legal cost on a solicitor and client basis) demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from my/our Central Depository Account(s), in reliance by you on this Exercise Form; and
- x. hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of the Exercise Rights.

Source account for debiting of Warrants and targeted account for crediting of New Shares													
Securities Code	Type of securities	Quantity	CDS Account Number ADA & Branch Code / Account Number										

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature/Common Seal of Warrant Holder: \_\_\_\_\_

Notes:

1. No script will be issued to the Warrant Holder as the result of any exercise of rights herein.
2. No Warrant Holder shall be allowed to instruct crediting of New Shares into a Central Depository Account other than one of those from which the securities are to be debited.
3. In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association and a certified true copy of which must be lodged or registered with the Registrar.
5. Terms and expressions used in this Exercise Form shall have the same meaning as defined in this Deed Poll constituting the issue of the Warrants.
6. Subject to these Conditions, the Exercise Rights can be exercised by the Warrant Holder at any time during the Exercise Period.
7. The Exercise Price shall, during the Exercise Period, be Ringgit Malaysia Forty-Eight Sen (RM0.48) only payable in respect of each New Share or such price as may be adjusted in accordance with the terms of this Deed Poll constituting the Warrants.

8. Any Exercise Right which has not been exercised at the close of business at 5.00 pm in Malaysia on the Expiry Date will lapse and every Warrant will cease thereafter to be valid for any purpose.
9. The Warrant Holder shall pay a fee of Ringgit Malaysia Ten and Sen Sixty (RM10.60) only to Boardroom Share Registrars Sdn Bhd for debiting your Warrants and crediting the New Shares.
10. The attention of Warrant Holders is drawn to Rule 9 of the Malaysian Code on Take-overs and Mergers 2010 and Section 217 of the Capital Markets and Services Act 2007 as amended from time to time. In general terms, these provisions regulate the acquisition of effective control of public companies. Warrant Holders should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant Holder should consult the SC, if:-
  - (i) such Warrant Holder intends to acquire, by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Thriven Shares owned or acquired by such Warrant Holder or persons acting in concert with such Warrant Holder) carry more than thirty three per cent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
  - (ii) such Warrant Holder, together with persons acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrant Holder together with persons acting in concert, intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time); or
  - (iii) such Warrant Holder, together with persons acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company and:
    - (a) such Warrant Holder intends to acquire, by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Thriven Shares owned and acquired by such Warrant Holder) carry more than thirty three per cent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
    - (b) such Warrant Holder holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrant Holder intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time).

Registrar Office : Boardroom Share Registrars Sdn Bhd [199601006647 (378993-D)]  
11th Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya,  
Selangor Darul Ehsan

Telephone : (+603) 7890 4700  
Facsimile : (+603) 7890 4670

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AFFIX  
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The Share Registrar  
**BOARDROOM SHARE REGISTRARS SDN BHD**  
11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan

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