

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

**MINUTES OF THE THIRTY-FIFTH ANNUAL GENERAL MEETING (“35TH AGM”) OF THRIVEN GLOBAL BERHAD (“THE COMPANY” OR “THRIVEN”) 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 SMARTUAL LEARNING SDN BHD IN MALAYSIA ON TUESDAY, 11 JUNE 2024 AT 2.00 P.M.**

**DIRECTORS** : Datuk Fakhri Yassin Bin Mahiaddin - Executive Chairman  
: Mr. Ghazie Yeoh Bin Abdullah - Group Managing Director  
: Dato’ Low Keng Siong - Executive Director  
: Datuk Azrulnizam Bin Abdul Aziz - Independent Non-Executive Director  
: Mr. Rewi Hamid Bugo - Independent Non-Executive Director  
: Mr. Lee Eng Leong - Non- Independent Non-Executive Director  
: Ms. Cindy Toh Siu Mei - Independent Non-Executive Director

**IN ATTENDANCE** : Mr. Seet Wan Sing – Company Secretary  
: Ms. Queck Wai Fong – Company Secretary

**BY INVITATION** : Mr. Ho Kok Khiaw – Partner, BDO PLT  
: Mr. Goh Say Jauw – General Manager, Group Finance and Treasury

**SHAREHOLDERS** : As per Attendance List

**PROXYHOLDERS** : As per Attendance List

## **1. CHAIRMAN OF THE MEETING**

Datuk Fakhri Yassin Bin Mahiaddin ("**Datuk Chairman**"), the Chairman of the Meeting, extended a warm welcome to all present at the 35th AGM of the Company.

The Annual General Meeting ("**AGM**") was 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 Smartual Learning Sdn Bhd. This was the Company's fourth electronic and online AGM, and it is in compliance with Section 327 of the Companies Act 2016 and Clause 51 of the Company's Constitution.

Datuk Chairman informed that the decision to convene the virtual meeting was primarily driven by the Board's commitment to ensure easier and more efficient access for shareholders to attend the AGM. He reminded that the proceedings of the AGM were deemed confidential, and any visual or audio recording of the AGM was strictly prohibited unless with prior written consent.

Datuk Chairman proceeded to introduce the members of the Board, Group Managing Director, Company Secretaries, General Manager of Group Finance and Treasury and the External Auditors of the Company who are participating in the AGM remotely via video conference.

## **2. QUORUM**

With the requisite quorum present, as confirmed by the Company Secretaries as prescribed by Clause 65 of the Company's Constitution, Datuk Chairman called the Meeting to order at 2.00 p.m.

## **3. NOTICE OF MEETING**

With the permission of the Meeting, the Notice convening the Meeting, dated 30 April 2024, having been circulated for the prescribed period, was taken as read.

## **4. POLLING AND ADMINISTRATIVE MATTERS**

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the Meeting will be voted on by poll. The Company was also required to appoint at least one Scrutineer to validate the votes cast at the general meeting.

Datuk Chairman, in his capacity as Chairman of the Meeting, declared that all resolutions as set out in the Notice convening the Meeting, shall be voted by poll.

Datuk Chairman informed that the Company has appointed AI Smartual Learning Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting, and Aegis Communication Sdn Bhd as the Scrutineer to verify the poll results.

Datuk Chairman encouraged the shareholders and proxies to pose their questions at any time during the Meeting through typed texts via a real-time text-based system utilising the Remote Participation and Electronic Voting facilities. The Board will endeavour to address the questions submitted by the shareholders.

Datuk Chairman went on to invite the Poll Administrator to play the video explaining the polling procedure, following which Datuk Chairman proceeded with the business agenda of the AGM.

### **ORDINARY BUSINESS**

**5. AGENDA 1  
TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 ("FYE2023") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The first item on the Agenda was to receive the audited financial statements for FYE2023 together with the Reports of the Directors and Auditors thereon.

Datuk Chairman informed the shareholders that the audited financial statements for FYE2023 did not require approval from the shareholders. Therefore, the current item on the Agenda was only for discussion and will not be put to a vote.

The audited financial statements for FYE2023 together with the Reports of the Directors and Auditors thereon were deemed as properly laid and duly received at the Meeting.

Datuk Chairman then proceeded to the next agenda item.

**6. AGENDA 2  
ORDINARY RESOLUTION 1 - TO RE-ELECT THE DIRECTOR, MR. GHAZIE YEOH BIN ABDULLAH ("MR. GHAZIE"), WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 88 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-ELECTION**

The second item on the Agenda was to re-elect the Director, Mr. Ghazie who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, offers himself for re-election.

Datuk Chairman informed that Mr. Ghazie's details are set out under the Profile of Board of Directors on Page 21 of the 2023 Annual Report. Mr. Ghazie has indicated his willingness to be re-elected as a Director of the Company.

Datuk Chairman informed that the poll on the resolution will be conducted later, and proceeded to the next agenda item.

**7. AGENDA 3**

**MR. REWI HAMID BUGO ("MR. REWI") 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 35TH AGM**

The third item on the Agenda was to inform that Mr. Rewi, who 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 35th AGM.

Datuk Chairman then proceeded to the next agenda item.

**8. AGENDA 4**

**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**

The next item on the Agenda was 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 AGM of the Company to be held in 2025, to be paid monthly.

Datuk Chairman informed that the interested Directors will abstain from voting on the resolution, and that the poll on the resolution will be conducted later. He then proceeded to the next agenda item.

**9. AGENDA 5**

**ORDINARY RESOLUTION 3 - TO RE-APPOINT BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206) ("BDO") AS THE AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR**

**ENDING 31 DECEMBER 2024 (“FYE2024”) AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION.**

The next item on the Agenda related to the re-appointment of BDO as the auditors of the Company for FYE2024 and to authorise the Directors to fix their remuneration. BDO has expressed their willingness to continue in office.

Datuk Chairman informed that the poll on the resolution will be conducted later, and proceeded to the next agenda item.

**SPECIAL BUSINESS****10. AGENDA 6  
ORDINARY RESOLUTION 4 - AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”)**

The next item on the Agenda was to pass an ordinary resolution that will confer authority to the Directors to issue and allot new shares not exceeding 10% of the total issued and paid-up capital of the Company pursuant to Sections 75 and 76 of the Act (“**Proposed General Mandate**”).

Datuk Chairman informed that pursuant to the Act, the Directors would have to call for a general meeting to approve the issue of new shares in the Company unless such authority is conferred on the Board by the shareholders. In order to avoid any delay and costs involved in convening such general meetings as and when such a need arises, the Board has considered it appropriate to seek shareholders' approval for this authority, which is up to an aggregate amount not exceeding 10% of the issued share capital of the Company. The authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

Datuk Chairman explained that the waiver of pre-emption rights pursuant to Section 85 of the Act whereby 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.

Datuk Chairman informed that the poll on the resolution will be conducted later, and proceeded to the next agenda item.

**11. AGENDA 7  
ORDINARY RESOLUTION 5 - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR  
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE  
("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

The last item on the Agenda was to approve the Proposed Renewal of Shareholders' Mandate.

Datuk Chairman informed that the Circular to Shareholders dated 30 April 2024, containing necessary information on the Proposed Renewal of Shareholders' Mandate, has been circulated to shareholders.

For the avoidance of doubt, the interested Directors, Major Shareholders and Persons Connected with the Directors and/or Major Shareholders as stated on Pages 13 and 14 of the Circular to Shareholders and their proxies, shall abstain from voting on the resolution.

The Chairman informed that the poll on the resolution will be conducted later, and proceeded to the next agenda item.

**12. AGENDA 8  
TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN**

Datuk Chairman informed that the Company has not received any notice to deal with any other business for which due notice is required to be given, pursuant to the Act.

**13. QUESTION AND ANSWER ("Q&A") SESSION**

The Meeting proceeded to the Q&A session. Datuk Chairman invited the shareholders and proxies to submit their questions via the messaging chatbox.

As there were no questions, Datuk Chairman declared the Q&A session to be closed.

**14. VOTING SESSION**

Datuk Chairman then invited the shareholders to submit their votes, and announced that the voting session will be closed in 10 minutes. The meeting will then be adjourned for a further 10 minutes to allow the poll administrators and scrutineers to carry out their tasks.

The Meeting was adjourned, and resumed at 2.30 p.m. for the declaration of the voting results.

**15. ANNOUNCEMENT OF POLL RESULTS**

The polling results verified by the Scrutineer were projected as follows:

No	Resolution	Voted For			Voted Against			Total			Result
		Units	%	Records	Units	%	Records	Units	%	Records	
1	ORDINARY 1	370470304	99.99985991	24	519	0.000140092004	2	370470823	100	26	CARRIED
2	ORDINARY 2	393221765	99.99982783	22	677	0.0001721671827	4	393222442	100	26	CARRIED
3	ORDINARY 3	394410197	99.99993788	25	245	0.00006211803084	2	394410442	100	27	CARRIED
4	ORDINARY 4	394409914	99.99986841	24	519	0.0001315888112	2	394410433	100	26	CARRIED
5	ORDINARY 5	46305623	99.9988792	16	519	0.001120801642	2	46306142	100	18	CARRIED

Based on the results above, Datuk Chairman declared that all the five Ordinary Resolutions were carried as follows:

- (a) Resolution 1 - Re-election of Ghazie Yeoh Bin Abdullah who retires by rotation pursuant to Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election

RESOLVED:

**THAT** Ghazie Yeoh Bin Abdullah, who retired by rotation in accordance with Clause 88 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

- (b) Resolution 2 - Approval of 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

RESOLVED:

**THAT** 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, be and is hereby approved.

- (c) Resolution 3 -Re-appointment of BDO PLT as the Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration

RESOLVED:

**THAT** Messrs. BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206) be and is hereby re-appointed as the Auditors of the Company, for the financial year ending 31 December 2024 **AND THAT** authority be hereby given to the Directors to determine their remuneration.

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

RESOLVED:

**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.

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

RESOLVED:

**THAT** approval be and is hereby given to the Company and its subsidiaries ("**Thrive Group**") to enter into recurrent related party transactions from time to time with Thrive 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:



- (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;

**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 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 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.

## 16. CONCLUSION

There being no other business, the Meeting concluded at 2.33 p.m. with a vote of thanks to the Chairman.

**SIGNED AS A CORRECT RECORD  
OF THE PROCEEDINGS THEREAT**

  
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CHAIRMAN