THRIVEN

Annual Report 2021

CHIQUE LIVING

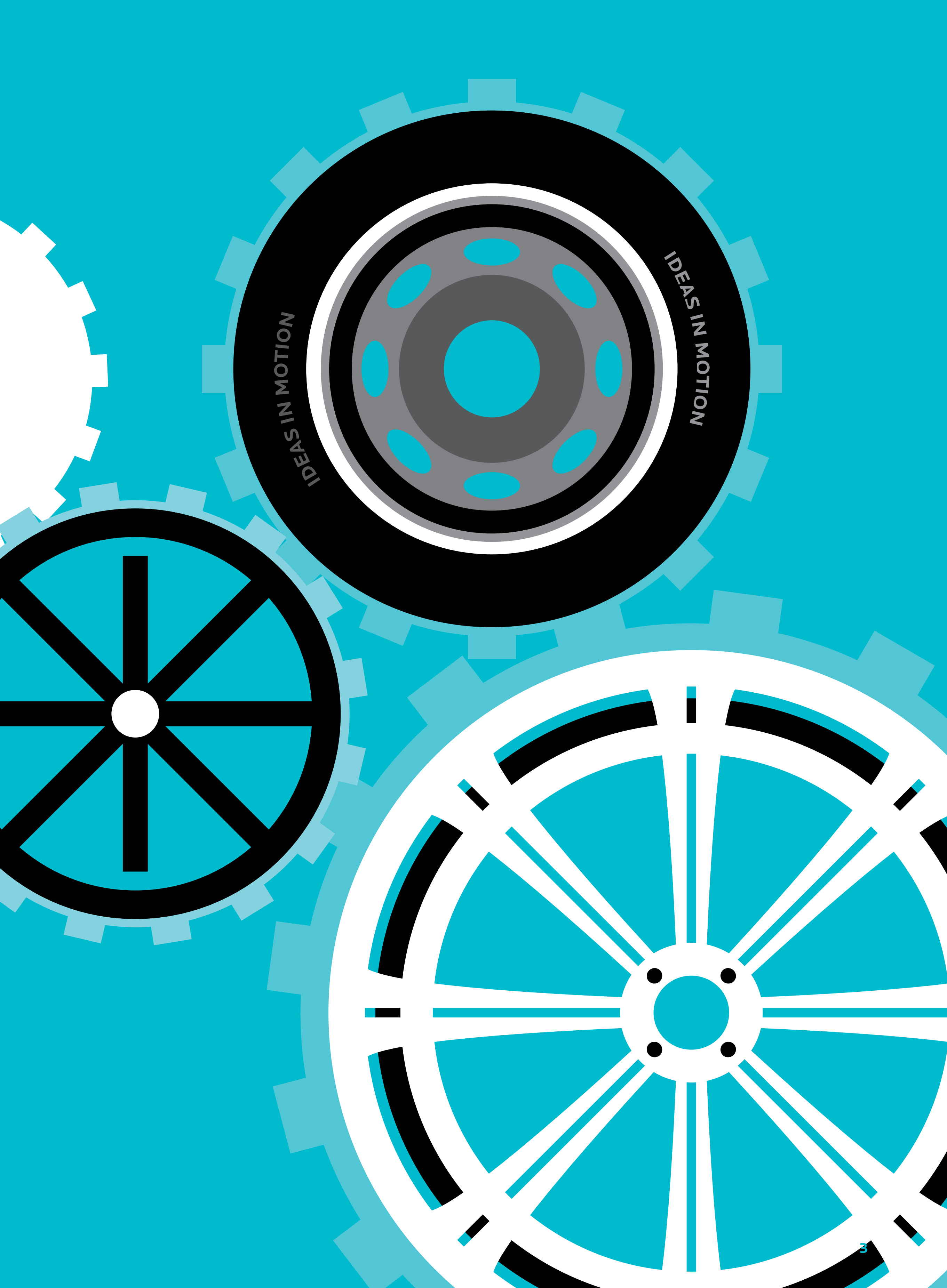
The Sky Terrace @ Wellness Tower, Lumi Tropicana offers the first of its kind sauna room with a greenery view to rejuvenate your soul.

As with all spaces created by Thriven, we strive to provide modern and chique living to a discerning community that is sustainable and ahead of the curve, complete with quality materials and essential household services.

CONTENTS

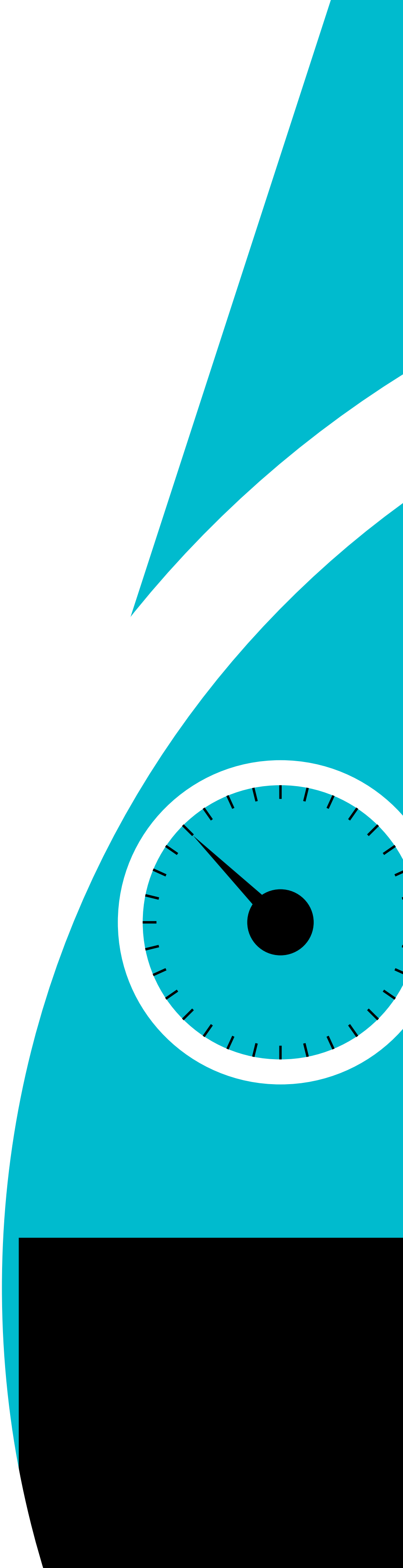
CREATIVITY DRIVES US FORWARD, INNOVATION MEANS WE DON'T STOP MOVING

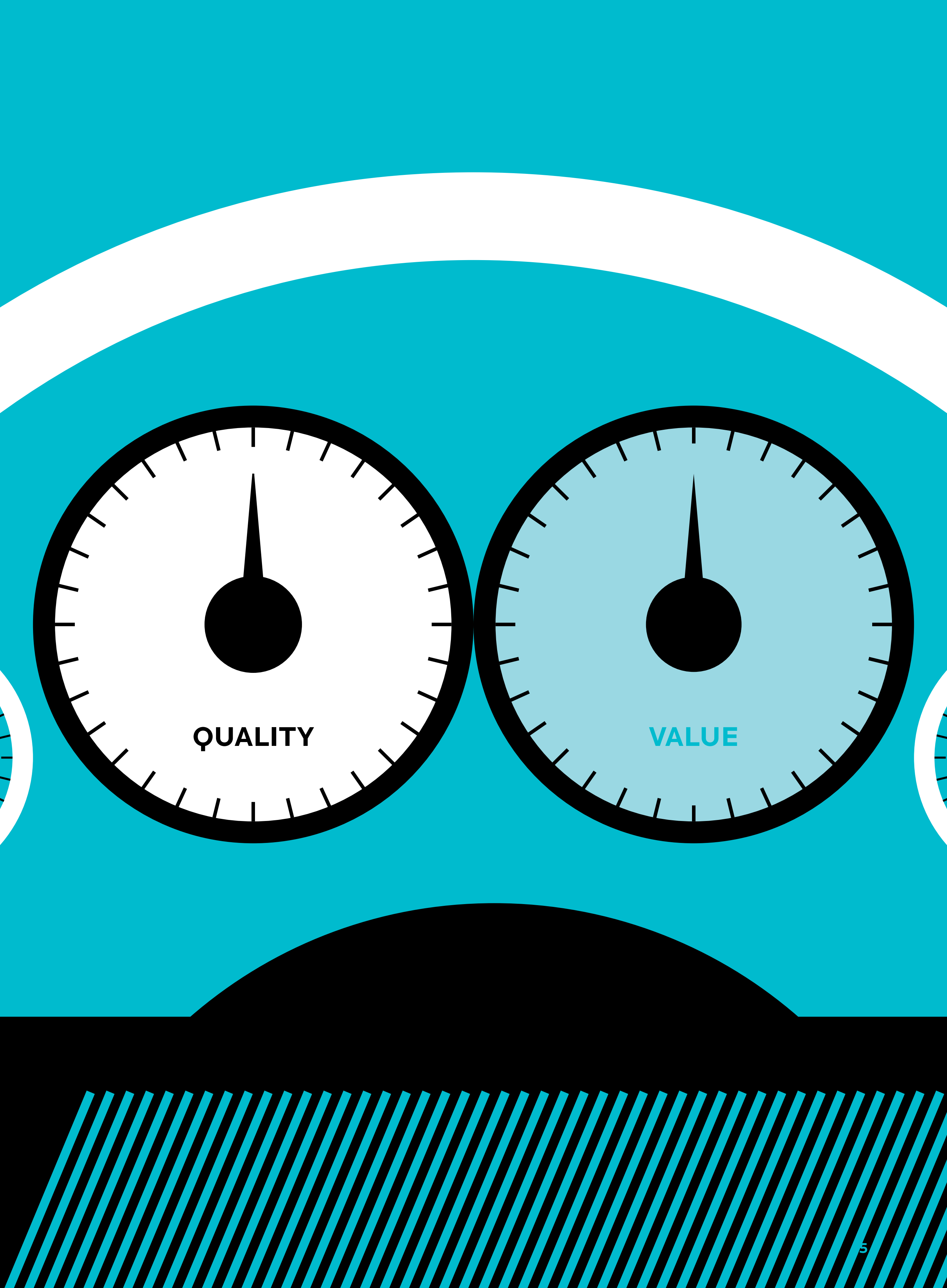
The value of **INNOVATION** is embedded in our corporate culture. We are driven by design and passionate about the delivery of a quality lifestyle, be that in the creation of exciting new property products that set benchmarks for the industry, or services that push the boundaries in the customer experience. But being innovative isn't only about creating the 'new'. It also means we continually strive to think of better ways of doing things and improving what we do, for the benefit of our customers. It means we always challenge the status quo, and are never satisfied with 'business as usual'.


IDEAS IN MOTION
IDEAS IN MOTION

WE ARE DRIVEN BY EXCELLENCE, BUT ALWAYS WITH VALUE IN MIND

At Thriven, we want to create the kind of products and services that will lead the market, and **QUALITY** is the way we are going to achieve it. Our objective is to build quality living environments that deliver good value to our customers at the initial point of purchase, and then continue to increase in value, over time. Quality means we don't cut corners or compromise standards, for the sake of the bottom line. It means we pay attention to the details, both in the design and the durability of the buildings we create, and the way in which we do our work, or serve our customers.




QUALITY
VALUE

CARE IS HOW YOU BUILD COMMUNITY, AND GENUINE RELATIONSHIPS

Our vision says we want to build living communities, including our own, and **CARE** is at the heart of community. The Thriven difference is that we genuinely care for our customers, our business partners and each other. This means we always treat everyone with warmth and respect. It means that we are friendly, helpful and flexible in our customer service. It also means we are cooperative and easy-to-deal-with in our interactions with each other. This is how we nurture a winning network of clients and collaborators, generating mutual and enduring value together.


TAKE
CARE

CORPORATE PROFILE

Thriven Global Berhad is setting new standards in the Malaysian property market. We innovate new lifestyles with great passion and purpose.

We synergistically unlock the full potential of our project sites, which results in convenient, unique and efficient living spaces.

Listed on the Main Market of Bursa Malaysia Securities Berhad, we intend to leave an impressive legacy in urban planning and development. Our forte lies in creating integrated communities where lifestyle, leisure and business come together, in one place. We utilise innovation, forward-looking design and smart urban planning to forge a superior living experience.

CORPORATE PROFILE (cont'd)

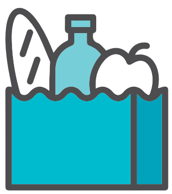
Our four complementary core businesses, **Property Development and Investment, Hospitality, Lifestyle Retail** and **Facility Management** are integrated to create our unique approach to community building.

PROPERTY DEVELOPMENT AND INVESTMENT

We handle each project with comprehensive details and ensure that all steps taken in the planning and execution process are carefully carried out. At every phase, we drive the project forward with insight and vigour. With our team of dedicated and experienced staff, we deliver not only a superior product, but also an unforgettable experience.

HOSPITALITY

To make living in our developments both convenient and pleasurable, we provide a comprehensive range of hospitality services with homeowners' wants and needs firmly in mind. Our housekeeping department are at your service to ensure the comfort and cleanliness of your home while you enjoy some precious family or personal time. Support staffs are always available as well to go the extra mile for our homeowners, as and when they are needed.



LIFESTYLE RETAIL

The Lifestyle Retail division undertakes the operation of retail premises, which include the Lumi Marketplace – a lifestyle retail hub at the newly-completed Lumi Tropicana; grocers that offer wide-ranging daily goods and conveniences for residents at our developments and integrated business centres which feature a fusion of café lounges, courier services and lush greenery with precious tokens and plants for gifting. The ongoing innovations to our lifestyle-related amenities will ensure that we deliver a mix of pleasant, modern and forward living products which constantly add value to our ever-growing community.

FACILITY MANAGEMENT

Our facility management subsidiary completes the spectrum of our comprehensive services with quality building management, maintenance, leasing and staffing. In-house maintenance teams expertly undertake the business of cleaning, landscaping, security, plumbing, M&E, pool and lift maintenance and pest control. They provide the 'personal touch' that ensures post-development activities are carried out efficiently, to maintain high standards, enhance the living experience and safeguard the durability and investment potential of our developments.

This is what we call '**FORWARD LIVING**'.

CORPORATE PROFILE (cont'd)

FORWARD LIVING

We believe that property development is fundamentally about the future, about innovative concepts for the middle-income market, distinguished by cutting-edge planning and design. Our products offer a total lifestyle experience where living, leisure and business come together, in one place. In pursuit of our vision, we forge mutually beneficial relationships of trust with our business associates and customers.

This is Forward Living, in action.

FORWARD THINKING

We are inspired by design and passionate about creating a coveted living experience, be that in the development of new genres in service residences, or master-planned townships with affordable housing. We conceptualize every project from the broad view of urban planning all the way through to the essence of the product, the living space, where people can feel the impact of our design on a daily basis. We embrace more evolved ways of creating spaces with keen attention to detail and sensitivity to evolving market needs. By adopting a thoughtful approach to structures and materials, we deliver choice products that appreciate in value over time.

FORWARD MOVING

For us, property development isn't just about building houses, it's about creating holistic, sustainable, thriving communities. It's about values. We believe fundamentally in the family as a core unit of society, consequently, a 'Live-Work-Play' model lies at the heart of our urban planning. We also believe in sustainable development and caring for the environment, which has two aspects. First, we are determined that green spaces comprise at least 25% of the land area of all our developments. Second, we strive to keep our carbon footprint and energy consumption low, making astute choices in our building design and the selection of materials and lighting to accomplish this.

We have assembled a broad-based team with a complementary range of skill sets, leveraging on diverse backgrounds to transform the development landscape in Malaysia. We also believe in cultivating long-term, mutually beneficial partnerships of trust with our business associates for the best all-round results.

FORWARD LOOKING

We believe that no truly great vision can be achieved without collaboration, the mutually rewarding dynamic that creates value for everyone as it moves toward the goal. For this reason we have brought together a broad-based team internally with a complementary range of skill sets, leveraging our diverse backgrounds toward the shared objective of transforming the development landscape in Malaysia. Externally we also believe in cultivating long-term, mutually beneficial partnerships of trust with our business associates, where each contributes their expertise for the best all-round result, which for us means happy customers living in well-designed, healthy and sustainable communities.

CORPORATE PROFILE (cont'd)

ABOUT THRIVEN

The name Thriven says something about who we are. Derived from the two words 'thrive' and 'driven', this kinetic fusion defines our corporate character.

We are a youthful and energetic group, open to growth and change. Our core strength lies in our people — a dynamic team of forward-thinking professionals with a high awareness of design and detailing. Innovative and progressive, we study emerging trends and push the boundaries to create products that will set benchmarks for the industry.

The Thriven team has a formidable track record in local and international markets, and brings together a comprehensive suite of skills from property development, facilities management and hospitality to corporate finance, debt capital markets and law.

CORPORATE PROFILE (cont'd)

OUR FOCUS

Our aim is to bring exciting and innovative residential products and services to the Malaysian market, which will define a new level of living experience, what we call 'Total Living'. Our focus over the medium term will be on Affordable Luxury for the upper mid-market, and Affordable Homes for the lower income segment.

Whatever the residential product, our focus is on quality, but always with value in mind — we seek to create and deliver those aspects of the living experience that create the most value and impact for the customers. Our objective is to build quality living environments with the kind of supporting infrastructure that delivers good value at the initial point of purchase, and then continues to appreciate in value as an investment, over time.

We pay attention to the details both in design and planning, and materials and fittings, building in the appropriate quality and reliability both in the 'hardware' and the 'software' of our developments. The result is a superior product that will lead the market.

We take our social responsibilities seriously. We aim to build well-rounded 'Live-Work-Play' communities in environments that have been considered from an urban planning viewpoint, bringing together residential, commercial and public spaces in a harmonious and mutually enriching manner. Woven into the fabric of these living communities will be generous green and leisure spaces.

OUR VALUES

Thriven Global is defined not only by our vision to create holistic communities which benefit society as a whole, but also by the values which guide all our business efforts, on a daily basis.

Honesty and integrity form the bedrock of our organization and this is the basis of how we build long-term trust between us and all our stakeholders. We care for our customers, our business partners, and for each other, treating everyone with warmth and respect. This is how we nurture a winning network of customers and collaborators, creating mutual, enduring value together.

We believe that great work begins with a great workplace — we work hard at cultivating an environment that inspires everyone to share his or her best. With a lean organizational structure, we move quickly and efficiently to accomplish tasks and achieve goals. We respect convention but are not bound by it, and 'champion the brand' by looking for new and unexpected — but always better — ways of doing things.

We believe in conducting our business in a sustainable manner, and always consider the long-term impact of our operations from an environmental standpoint.

THE FUTURE

Our projects are currently local but our horizon is global. We are dedicated to creating Thriven Global Berhad as an international brand, extending our reach across the region, building and maintaining a portfolio of quality projects that will build our reputation globally.

The retail, commercial and supporting infrastructure at the heart of our developments will create a recurring revenue stream, while partnerships with key retail operators will enhance the sustainability of our community-focused concept.

We envision growing our hospitality, lifestyle and facilities management teams to undertake projects of increasing size and complexity, and then offer this expertise on the market to third parties.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Chairman
Datuk Fakhri Yassin Bin Mahiaddin

Group Managing Director
Ghazie Yeoh Bin Abdullah

Executive Director
Dato' Low Keng Siong

Independent Non-Executive Directors
Datuk Azrulnizam Bin Abdul Aziz
Rewi Hamid Bugo
Henry Choo Hon Fai
Cindy Toh Siu Mei

Non-Independent Non-Executive Director
Lee Eng Leong

AUDIT AND RISK MANAGEMENT COMMITTEE

Datuk Azrulnizam Bin Abdul Aziz *(Chairman)*
Rewi Hamid Bugo
Lee Eng Leong
Cindy Toh Siu Mei

NOMINATION COMMITTEE

Rewi Hamid Bugo *(Chairman)*
Datuk Azrulnizam Bin Abdul Aziz
Henry Choo Hon Fai

REMUNERATION COMMITTEE

Rewi Hamid Bugo *(Chairman)*
Henry Choo Hon Fai
Lee Eng Leong

COMPANY SECRETARIES

Seet Wan Sing (BC/S/1491/PC No. 202008000746)
Tan Lai Hong (MAICSA 7057707/PC No. 202008002309)

REGISTERED OFFICE

PS1-08, Lumi Tropicana
No. 2, Persiaran Tropicana, PJU 3
47410 Petaling Jaya, Selangor

T : (603) 7688 1266
F : (603) 7688 1277

SHARE REGISTRAR

Boardroom Share Registrars Sdn. Bhd.
Registration no. 199601006647 (378993-D)

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

T : (603) 7890 4700
F : (603) 7890 4670

AUDITORS

BDO PLT (LLP0018825-LCA & AF 0206)
Chartered Accountants

PRINCIPAL BANKERS

Bank Islam Malaysia Berhad
Kenanga Investment Bank Berhad
Hong Leong Bank Berhad
United Overseas Bank (Malaysia) Bhd.
AmBank (M) Berhad
CIMB Bank Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
Stock Name : THRIVEN
Stock Code : 7889

WEBSITE ADDRESS

www.thriven.com.my

INVESTOR RELATIONS

E : ir@thriven.com.my
T : (603) 7768 1266

GROUP'S 5-YEAR FINANCIAL HIGHLIGHTS

Statements of Profit or Loss and Other Comprehensive Income

	2021 RM'000	2020 RM'000 (Restated #)	2019 RM'000 (Restated #)	2018 RM'000 (Restated #)	2017 RM'000 (Restated #)
Revenue	**85,880**	147,036	236,408	239,079	122,870
(Loss)/Profit before tax	**(13,485)**	(3,128)	33,341	26,255	(2,892)
(Loss)/Profit after tax	**(14,227)**	(7,636)	25,479	20,007	(3,410)
(Loss)/Profit attributable to owners of the parent	**(15,940)**	(9,053)	21,431	19,289	(4,951)

Statements of Financial Position

	2021 RM'000	2020 RM'000 (Restated #)	2019 RM'000 (Restated #/^^)	2018 RM'000 (Restated #/^^)	2017 RM'000 (Restated #/~)
Issued share capital	**59,587**	59,587	59,586	49,724	44,852^
Reserves	**105,926**	121,866	142,492	122,960	108,108
Total shareholders funds attributable to owners of the parent	**165,513**	181,453	202,078	172,684	152,960
Total assets	**371,707**	369,295	421,670	376,498	402,182
Total liabilities	**202,752**	186,113	219,280	207,549	253,244
Non-controlling interests	**3,442**	1,729	312	(3,735)	(4,022)
(Loss)/Earnings per ordinary share attributable to equity holders of the Company ("EPS")(sen)	**(2.91)**	(1.66)	3.97	3.88	(1.00)*
Net assets per ordinary share attributable to owners of the parent ("NAPS")(RM)	**0.30**	0.33	0.37	0.35	0.31*

\# Comparatives have been restated due to the adoption of IFRIC Agenda Decision on MFRS 123 *Borrowing Costs*.

~ Comparatives have been restated due to the adoption of MFRS 9, *Financial Instruments*.

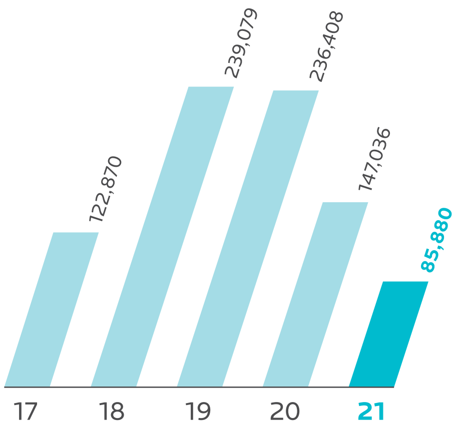
* The EPS and NAPS has been restated to take into account the effect of the bonus share issues for financial year ended 31 December 2017.

^ Pursuant to the Companies Act 2016 in Malaysia, the credit balance in the share premium account was transferred to the share capital account.

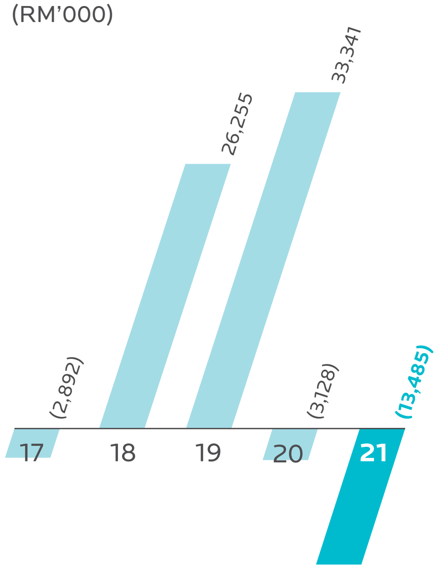
^^ Certain comparative figures have been reclassified where necessary to conform with current year presentation.

GROUP'S 5-YEAR
FINANCIAL HIGHLIGHTS (cont'd)

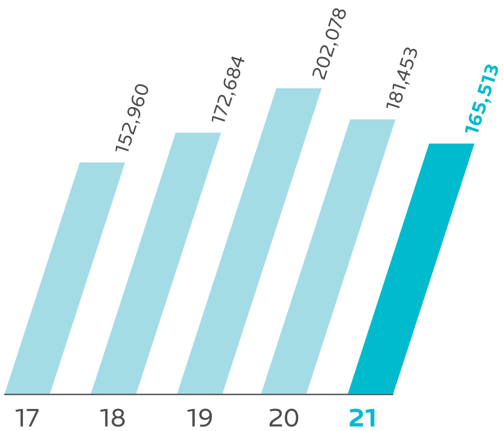
Revenue
(RM'000)



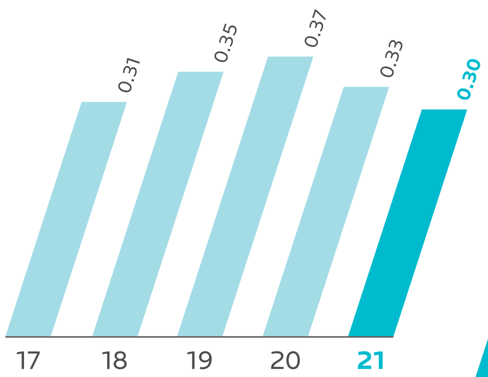
(Loss)/Profit before tax
(RM'000)



Total shareholders funds attributable to owners of the parent
(RM'000)



Net assets per ordinary share attributable to owners of the parent
(RM)



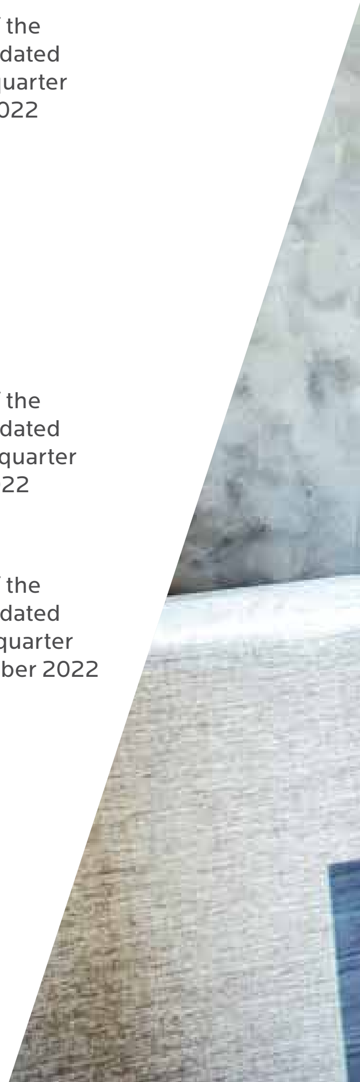
FINANCIAL CALENDAR

2021

Date	Event
FEBRUARY 25	Announcement of the unaudited consolidated results for the 4th quarter ended 31 December 2020
MAY 28	Announcement of the unaudited consolidated results for the 1st quarter ended 31 March 2021
JUNE 17	32nd Annual General Meeting
AUGUST 20	Announcement of the unaudited consolidated results for the 2nd quarter ended 30 June 2021
NOVEMBER 26	Announcement of the unaudited consolidated results for the 3rd quarter ended 30 September 2021

2022

Date	Event
FEBRUARY 25	Announcement of the unaudited consolidated results for the 4th quarter ended 31 December 2021
MAY 26*	Announcement of the unaudited consolidated results for the 1st quarter ended 31 March 2022
JUNE 16*	33rd Annual General Meeting
AUGUST 25*	Announcement of the unaudited consolidated results for the 2nd quarter ended 30 June 2022
NOVEMBER 24*	Announcement of the unaudited consolidated results for the 3rd quarter ended 30 September 2022



* Date is subject to change

BOARD OF DIRECTORS

Lee Eng Leong
Non-Independent
Non-Executive Director

Rewi Hamid Bugo
Independent
Non-Executive Director

Dato' Low Keng Siong
Executive Director

Ghazie Yeoh bin Abdullah
Group Managing Director

BOARD
OF DIRECTORS (cont'd)

Datuk Fakhri Yassin bin Mahiaddin
Executive Chairman

Henry Choo Hon Fai
Independent
Non-Executive Director

Datuk Azrulnizam bin Abdul Aziz
Independent
Non-Executive Director

Cindy Toh Siu Mei
Independent
Non-Executive Director

PROFILE OF BOARD OF DIRECTORS

DATUK FAKHRI YASSIN BIN MAHIADDIN
Executive Chairman

Gender	Nationality	Age
Male	Malaysian	46

Board Meeting Attendance in 2021 **5/5**

Date of Appointment: 18 April 2015

Length of Service (as at 1 April 2022): 6 years and 11 months

Board Committee Membership(s): Nil

Academic/Professional Qualification/Membership(s):
- Bachelor of Science (Econs) Degree in Business Economics, Queen Mary College, University of London, United Kingdom

Present Directorship(s) in other Listed Companies: Nil

Present Directorship(s) in other Public Companies: Nil

Working Experiences: Datuk Fakhri is currently the Group Managing Director of Ketapang Capital Sdn. Bhd., an investment holding company of the Ketapang Group. He commenced his career as an Investment Analyst with Hwang-DBS Securities Bhd. He was a director of Eden Inc. Berhad until 31 December 2017.

He is currently serving on the Board of Trustees of TSM Charity Golf Foundation and Yayasan Nurul Yaqeen, both being educational and charitable non-governmental organisations.

Other Information: Datuk Fakhri does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years. He is deemed interested in 148,524,802 or 27.16% of the shares in the Company by virtue of his shareholdings in Ketapang Capital Sdn. Bhd..

GHAZIE YEOH BIN ABDULLAH
Group Managing Director

Gender	Nationality	Age
Male	Malaysian	45

Board Meeting Attendance in 2021 **5/5**

Date of Appointment: 22 May 2012

Length of Service (as at 1 April 2022): 9 years 10 months

Board Committee Membership(s): Nil

Academic/Professional Qualification/Membership(s):
- Bachelor of Science Degree (Information Technology), Monash University, Melbourne, Australia

Present Directorship(s) in other Listed Companies: Nil

Present Directorship(s) in other Public Companies: Nil

Working Experiences: Armed with 21 years of experience in the property industry, Encik Ghazie brings with him vast knowledge and understanding in the development, construction and building materials sector.

Other Information: Encik Ghazie does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years. He holds 23,939,619 or 4.38% shares in the Company.

PROFILE OF
BOARD OF DIRECTORS (cont'd)

DATO' LOW KENG SIONG
Executive Director

Gender	Nationality	Age
Male	Malaysian	48

Board Meeting Attendance in 2021 5/5

Date of Appointment: 4 September 2013

Length of Service (as at 1 April 2022): 8 years 6 months

Board Committee Membership(s): Nil

Academic/Professional Qualification/Membership(s):
- Bachelor of Laws (Hons) Degree, King's College London, United Kingdom
- Barrister at Law, Lincoln's Inn
- Advocate and Solicitor of the High Court of Malaya (Non-practising)

Present Directorship(s) in other Listed Companies: Nil

Present Directorship(s) in other Public Companies: Nil

Working Experiences: He was called to the Bar of England & Wales and subsequently called to the Malaysian Bar. He was a Partner with a leading law firm in Kuala Lumpur from 2003 to 2014, with substantial experience in the practice areas of capital markets and corporate restructuring.

Other Information: Dato' Low does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years. He holds 50,264,610 or 9.19% shares in the Company.

PROFILE OF
BOARD OF DIRECTORS (cont'd)

DATUK AZRULNIZAM BIN ABDUL AZIZ
Independent Non-Executive Director

Gender	Nationality	Age
Male	Malaysian	51

Board Meeting Attendance in 2021 **2/2**

Date of Appointment: 5 August 2021

Length of Service (as at 1 April 2022): 7 months

Board Committee Membership(s):
- Audit And Risk Management Committee *(Chairman)*
- Nomination Committee

Academic/Professional Qualification/Membership(s):
- Executive Education, Harvard Business School
- Leadership Programme, Oxford University
- Master of Business Administration, University of Hartford, Connecticut, USA
- Bachelor in Marketing, Wichita State University, USA
- Diploma in Business Studies, UiTM Malaysia

Present Directorship(s) in other Listed Companies: Nil

Present Directorship(s) in other Public Companies:
- MBSB Bank Berhad
- AmMetlife Takaful Berhad

Working Experiences:
- Chairman, Pelaburan MARA Berhad
- Director, Dagong PMB Holdings Berhad (2018-2019)
- Group Strategic Financial Advisor, Syarikat Perumahan Negara Berhad (SPNB) (2018-2019)
- Director, Bintai KA Development Sdn. Bhd. (2017-2019)
- Executive Director, OCR Group Berhad (2016-2018)
- Chief Executive Officer, Al Rajhi Banking & Investment Corporation Malaysia Berhad (2012-2014)
- Chief Executive Officer, Standard Chartered Sa'adiq Berhad (2008–2011)
- Director & Head of Islamic Banking Division, Standard Chartered Bank Malaysia Berhad (2005-2008)
- Vice President, Citibank Malaysia Berhad (1996-2005)

Datuk Azrul is currently an Independent Director of AmMetlife Takaful Berhad and MBSB Bank Berhad. He is also a Director of Goldina International Sdn. Bhd., CR FinaCapital Sdn. Bhd. and PetroWangsa Sdn. Bhd..

Other Information: Datuk Azrul does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years and he does not hold any shares in the Company.

PROFILE OF
BOARD OF DIRECTORS (cont'd)

HENRY CHOO HON FAI
Independent
Non-Executive Director

Gender	Nationality	Age
Male	Malaysian	49

Board Meeting Attendance in 2021 **5/5**

Date of Appointment: 13 September 2007

Length of Service (as at 1 April 2022): 14 years 6 months

Board Committee Membership(s):
- Remuneration Committee
- Nomination Committee

Academic/Professional Qualification/Membership(s):
- Bachelor of Science Degree (Computer Science), La Trobe University, Melbourne, Australia

Present Directorship(s) in other Listed Companies: Nil

Present Directorship(s) in other Public Companies: Nil

Working Experiences: Mr. Henry Choo has 2 decades of direct investment and operations experience within the venture capital/ private equity and securities industry in Malaysia, Hong Kong and Australia. He was a former head of investment and chief operating officer of a sovereign wealth corporate venture fund. He is active on the boards and advisory committees of several private and public companies in the Asia-Pacific region. He has been the Managing Director of Geogenesis Sdn. Bhd., an explorer and developer of natural resources since 2011. He presently sits on the Investment Committee of the Hive South-East Asia Fund I.

He was formerly the Independent Non-Executive Director of Mudajaya Group Berhad from 2004 to 1 January 2015.

Other Information: Mr. Henry Choo does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years and he does not hold any shares in the Company.

PROFILE OF
BOARD OF DIRECTORS (cont'd)

REWI HAMID BUGO
Independent
Non-Executive Director

Gender	Nationality	Age
Male	Malaysian	48

Board Meeting Attendance in 2021 5/5

Date of Appointment: 18 September 2015

Length of Service (as at 1 April 2022): 6 years 6 months

Board Committee Membership(s):
- Remuneration Committee *(Chairman)*
- Nomination Committee *(Chairman)*
- Audit And Risk Management Committee

Academic/Professional Qualification/Membership(s):
- Bachelor of Science (Management Science), University of Canterbury, New Zealand
- Master of Commerce (Business Administration), University of Canterbury, New Zealand

Present Directorship(s) in other Listed Companies: Nil

Present Directorship(s) in other Public Companies: Nil

Working Experiences: Mr. Bugo serves as a director of several private companies in Malaysia and New Zealand spanning various industries including property development, finance, motorcycle import and distribution and insurance broking.

He was the Deputy President of the Sarawak Housing and Real Estate Developer Association for the 2015-2018 term and currently serves on the Board of Trustees for WWF-Malaysia.

Other Information: Mr. Bugo does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years. He holds 2,349,700 or 0.43% shares in the Company. He is deemed interested in 488,400 or 0.09% shares in the Company by virtue of his shareholdings in Santubong Properties Sdn. Bhd. and indirect interest in 2,400,000 or 0.44% shares in the Company through shareholding by his father in the Company.

PROFILE OF BOARD OF DIRECTORS (cont'd)

LEE ENG LEONG
Non-Independent Non-Executive Director

Gender	Nationality	Age
Male	Malaysian	54

Board Meeting Attendance in 2021 5/5

Date of Appointment: 10 March 2016

Length of Service (as at 1 April 2022): 6 years

Board Committee Membership(s):
- Audit And Risk Management Committee

Academic/Professional Qualification/Membership(s):
- Member, Malaysian Institute of Certified Public Accountants
- Member, Malaysian Institute of Accountants
- INSEAD Global Executive Master of Business Administration (MBA)

Present Directorship(s) in other Listed Companies:
- Mudajaya Group Berhad
- Mulpha International Bhd.

Present Directorship(s) in other Public Companies:
- Mudajaya Corporation Berhad

Working Experiences: Mr. Lee, is a member of the Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants. He attained his INSEAD Global Executive Master of Business Administration (MBA) in 2018.

Mr. Lee was formerly the Group Chief Financial Officer of Alliance Bank Malaysia Berhad from 4 January 2010 to 2 October 2012. Prior to joining Alliance Bank Malaysia Berhad, he was the Chief Financial Officer for Microsoft, a major global company where he oversaw their finance operations covering the Asia region. For over 20 years, he has held various leadership roles in management positions within both local companies and multi-national companies in Asia.

Mr. Lee is currently the Executive Director of Mudajaya Group Berhad and Mulpha International Bhd. Prior to Mr. Lee's appointment as Executive Director of Mulpha International Bhd., he was the Group Chief Financial Officer of Mulpha International Bhd. since 3 October 2012.

Other Information: Mr. Lee does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years and he does not hold any shares in the Company.

PROFILE OF
BOARD OF DIRECTORS (cont'd)

CINDY TOH SIU MEI
Independent
Non-Executive Director

Gender	Nationality	Age
Female	Malaysian	45

Board Meeting Attendance in 2021 2/2

Date of Appointment: 5 August 2021

Length of Service (as at 1 April 2022): 7 months

Board Committee Membership(s):
- Audit And Risk Management Committee

Academic/Professional Qualification/Membership(s):
- BSc Accounting, Queen's University of Belfast, Northern Ireland, United Kingdom
- Master of Communications and Media Studies, Monash University, Australia
- Fellow of the Institute of Chartered Accountants, Ireland
- Member of the Malaysian Institute of Accountants

Present Directorship(s) in other Listed Companies: Nil

Present Directorship(s) in other Public Companies: Nil

Working Experiences: Ms. Cindy Toh has over 20 years of working experience in audit, consulting, finance, corporate strategy and business development across various industries including investments and portfolio management, property development, hospitality, financial services and plantation.

She started her career with BDO in Dublin, Ireland. She then joined HSBC as part of the pioneer team in the set-up of HSBC's Group Service Centre in Malaysia. She served as Principal Consultant of PKF Malaysia before joining Destination Resorts and Hotels Sdn. Bhd. as Vice President, Corporate Strategy. She served as Director of Corporate Finance at Covenant Equity Consulting Sdn. Bhd. and as Senior Manager, Business Development at Tradewinds Plantation Management Sdn. Bhd. and Pelangi Prestasi Sdn. Bhd..

Other Information: Ms. Cindy Toh does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. She has no convictions for any offences within the past five years and she does not hold any shares in the Company.

PROFILE OF KEY SENIOR MANAGEMENT

TEOH KONG HAUR *Managing Director, Northern Region*

Gender: Male | **Nationality:** Malaysian | **Age:** 46

Date of Appointment: Appointed as senior management on 1 January 2016 and subsequently promoted as Managing Director for Northern Region on 23 January 2020.

Academic/Professional Qualification(s):
- Bachelor of Business Management Degree from Wawasan Open University, Malaysia
- Diploma in Civil Engineering from the Federal Institute Technology

Present Directorship(s):
Listed entity: Nil
Other public companies: Nil

Working Experience: Having more than 20 years of working experience in property developments which involved private and government projects within Klang Valley, Johor, Penang and Kedah. Mr. Teoh has experience in managing and coordinating large and complex real estate projects through all phases of designing, planning and development. He joined Thriven on 17 September 2014 as Project Manager and was subsequently promoted as General Manager on 1 January 2016 before being promoted to Managing Director in charge of its Northern Region division in January 2020 where he provides leadership in project management, property development and marketing to the team based there.

Others: He does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

SEET WAN SING (EDMUND) *Joint Company Secretary*

Gender: Male | **Nationality:** Malaysian | **Age:** 46

Date of Appointment: 1 May 2015

Academic/Professional Qualification(s):
- Bachelor of Laws, University of East London, England
- Certificate in Legal Practice
- Advocate & Solicitor of the High Court of Malaya

Present Directorship(s):
Listed entity: Nil
Other public companies: Nil

Working Experience: Mr. Seet was called to the Malaysian Bar in March, 2002. A lawyer by profession, he was a partner with a leading law firm in Kuala Lumpur before setting up his own legal firm in 2015. He has substantial experience in the practice areas of real estate, banking, corporate and commercial law.

Others: He does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. He has no convictions for any offences within the past five years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

PROFILE OF KEY SENIOR MANAGEMENT (cont'd)

YAP WEE THEN *Head of Group Finance & Treasury*

Gender: Female | **Nationality:** Malaysian | **Age:** 41

Date of Appointment: 7 January 2022

Academic/Professional Qualification(s):
- Member of the Malaysian Institute of Accountants
- Member of the Malaysian Institute of Certified Public Accountants

Present Directorship(s):
Listed entity: Nil
Other public companies: Nil

Working Experience: Ms. Yap has over 10 years of working experience in audit, corporate finance and finance across various industries including property development, construction, trading, and investment holding.

She started her career as audit associate with BDO and involved in audit, financial due diligence and special audit in relation to Initial Public Offering (IPO) exercise. She then joined Ho Hup Construction Company Berhad as Corporate and Finance Manager after her 7 years in BDO. In Ho Hup, she involved in fund raising and corporate exercises including acquisitions, rights issue, private placement and Employee Share Option Scheme (ESOS). She was in Ho Hup for more than 6 years and then she joined Thriven Global Berhad as Senior Manager of Group Finance and Treasury since June 2019.

Others: She does not have any family relationship with any Director and/or major shareholder of the Company, nor any conflict of interest with the Company. She has no convictions for any offences within the past five years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

MANAGEMENT DISCUSSION AND ANALYSIS

DATUK FAKHRI YASSIN BIN MAHIADDIN
Executive Chairman

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Overview of Group's Business and Operations

Thriven Global Berhad ("Thriven" or the "Group") is an established property developer listed on the Main Market of Bursa Malaysia. The principal activities of Thriven are currently property development, property investment, lifestyle retail, hospitality and facility management.

THRIVEN's name and branding was established seven years ago with the change in Thriven's controlling shareholders. Originating from the words "thrive" and "driven", this dynamic synthesis of two positive intrinsic qualities describes our corporate culture and character. During this time, we have also created two product lines, namely LUMI Collections and eNESTa Homes, segregating our target customers into the upper middle-market and middle-income markets respectively. We are proud that in just seven short years, our LUMI and eNESTa brands have made their presence felt in northern Peninsular Malaysia and lately, within the Klang Valley itself.

Our LUMI Tropicana, and eNESTa Kepong developments in the central region, continue to be the main revenue drivers for the Thriven Group.

Since 2020, the emergence of COVID-19 has caused unparalleled disruption to economies and lives around the world. This pandemic and the economic disruption that ensued had continuously affected our Group's financial performance in 2021.

The Group recorded a loss after tax of RM14.23 million on the back of revenues amounting to RM85.88 million during the financial year ended 31 December 2021 ("FY2021"). Despite the disruptions and delays caused by the Movement Control Order ("MCO") in its various forms, we were able to complete our Lumi Tropicana Phase 2 in the central region and delivered vacant possession of Wellness Tower and Lifestyle Tower on 28 December 2021 and 17 January 2022 respectively. For northern region, completion and notice of vacant possession has been issued to the buyers of Fortune 88 and Pangsapuri Enesta Desa Aman on 5 March 2021 and 23 June 2021 respectively. The completion of both central and northern region projects marked another major milestone for the Group.

Objective and strategies

During these difficult times, the Group's commitments to our shareholders are to improve performance, create sustainability in our businesses and endeavour to return the Group to profitability as soon as possible, guided by the following strategies and initiatives:

 Property Development & Investment	We handle each project with comprehensive details and ensure that all steps taken in the planning and execution process are carefully carried out. At every phase, we drive the project forward with insight and vigour. With our team of dedicated and experienced staff, we deliver not only a superior product, but also an unforgettable experience.
 Lifestyle Retail	The Lifestyle Retail division undertakes the operation of retail premises, which includes the Lumi Marketplace – a lifestyle retail hub at Lumi Tropicana; grocers that offer wide-ranging daily goods and conveniences for residents at our developments and integrated business centres which feature a fusion of café lounges, courier services and lush greenery with precious tokens and plants for gifting. The ongoing innovations to our lifestyle-related amenities will ensure that we deliver a mix of pleasant, modern and forward living products which constantly add value to our ever-growing community.

MANAGEMENT DISCUSSION
AND ANALYSIS (cont'd)

 Hospitality	To make living in our developments both convenient and pleasurable, we provide a comprehensive range of hospitality services with homeowners' wants and needs firmly in mind. Our housekeeping department are at your service to ensure the comfort and cleanliness of your home while you enjoy some precious family or personal time. Support staffs are always available as well to go the extra mile for our homeowners, as and when they are needed.
 Facility Management	Our facility management subsidiary completes the spectrum of our comprehensive services with quality building management, maintenance, leasing and staffing. In-house maintenance teams expertly undertake the business of cleaning, landscaping, security, plumbing, mechanical and electrical, pool and lift maintenance and pest control. They provide the 'personal touch' that ensures post-development activities are carried out efficiently, to maintain high standards, enhance the living experience and safeguard the durability and investment potential of our developments.

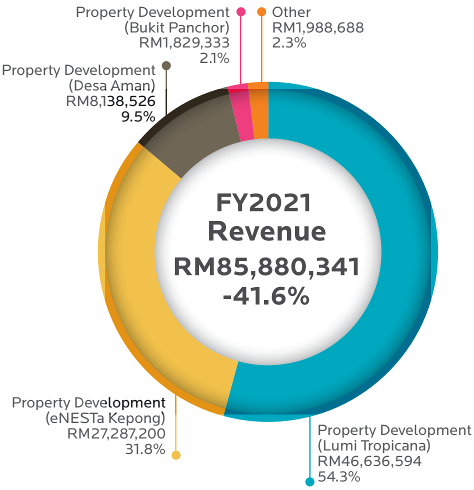
Financial Review

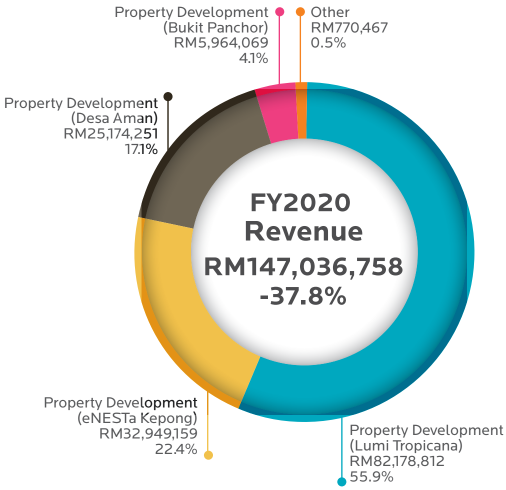
Summary of Income Statement

	FY2021 RM'000	FY2020 RM'000 (Restated)
Revenue	85,880	147,036
Cost of sales	(69,375)	(113,286)
Gross profit	16,505	33,750
Other income	1,391	1,458
Major operating expenses & finance costs		
Staff costs	(10,171)	(9,519)
Finance costs	(7,138)	(13,075)
Impairment losses on:		
– Investment properties	–	(5,290)
– Trade and other receivables	(827)	(768)
Depreciation and amortisation	(4,797)	(4,874)
Professional fees	(1,511)	(1,226)
Sales and marketing costs	(205)	(561)
Fixed assets written off	(551)	(219)
Tax expense	(742)	(4,508)
Number of staff	76	80
Gross profit margin (%)	19.2%	23.0%
Total expenses as a % of revenue	36.9%	26.1%

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Revenue and Profit Before Tax





In FY2021, the Group reported revenues of RM85.88 million, which was approximately 42% lower than the corresponding year's figure of RM147.04 million. The tighter Movement Control Order ("MCO") imposed on 1 June 2021 caused lower sales which resulted in lower revenues for the year ended 31 December 2021.

Aside from the lower revenues attained, the Group reported a pre-tax loss of RM13.49 million as compared to the corresponding year's pre-tax loss of RM3.13 million. The significant increase in losses was mainly due to the additional cost recorded on the final account for Lumi Tropicana Phase 1 during the year under review.

Our developments in central region are almost fully completed and handed over to purchasers. The next is focusing on delivering vacant possession of Suite eNESTa Kepong project which is expected to be handed over by second quarter of 2022. Continuing the trend of prior years, sales demand on our northern region projects remains robust. We have received very encouraging responses on our upcoming new project launch named Enesta Avenue in Desa Aman which is expected to be launched by second quarter of 2022.

Operating Expenses and Finance Costs

Despite lower staff headcount, comparatively lower staff costs in prior year were mainly due to the reduction in certain management allowances and elimination of staff bonus provisions in prior year.

The Group has adopted the IFRIC Agenda Decision on MFRS 123 *Borrowing Costs* retrospectively in its financial position throughout all comparative periods presented. Finance costs for the year ended 31 December 2021 fell by 45.4% as compared to the corresponding year. Included in prior year was interest costs incurred by one of the subsidiaries to its previous minority shareholder based on a settlement agreement.

Included in other expenses in prior year was a provision of impairment loss on investment properties (assets used for generating rental income through short term rental/short stay and rent-to-own scheme) of RM5.29 million. Based on certain assumptions for various probability weighted cash flow scenarios, there was no additional or reversal of impairment required on the investment properties during the financial year and the asset was fully amortised during the financial year.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Fixed assets written off expenses included written off of renovation cost for office at Menara LGB in the current year and written off of renovation cost incurred for Kepong Sales Gallery in the corresponding year.

Tax Expense

Despite the loss during the current year, the Group recorded tax expense of RM2.15 million which was mainly derived from profitable subsidiaries. Tax expense was partially reduced by deferred tax income of RM1.41 million which was primarily derived from finance cost charged out to expenses based on adoption of IFRIC Agenda Decision on MFRS 123.

Summary of Financial Position

	FY2021 RM'000	FY2020 RM'000 (Restated)	Increase (+)/ Decrease (-) %
Assets			
Investment properties	**28,729**	30,684	-6.4%
Inventories	**205,190**	214,209	-4.2%
Trade and other receivables	**56,645**	31,371	+80.6%
Contract assets	**57,059**	67,125	-15.0%
Cash and bank balances	**11,114**	14,480	-23.2%
Liabilities			
Borrowings	**113,080**	104,823	+7.9%
Trade and other payables	**76,609**	63,697	+20.3%
Lease liabilities	**4,964**	10,586	-53.2%
Contract liabilities	**3,396**	2,059	+64.9%
Total Equity	**168,955**	183,182	-7.8%
Net debt-to-equity ratio (%)	**53%**	48%	+10.4%
Net assets per ordinary share attributable to owners of the parent (RM)	**0.30**	0.33	-9.1%

Investment Properties

Included in investment properties is Lumi Retail while the proceeds from its sale are recognised as current liabilities in total borrowings in accordance with MFRS 16. Please refer to Note 7 and Note 17 to the financial statements for further details.

Lumi Tropicana Phase 1 units under sale and leaseback arrangement were also recognised as investment properties and have been fully amortised after impairment as at 31 December 2021.

Inventories

For FY2021, inventories which comprised of properties held for development (RM29.76 million), properties under development (RM158.22 million) and completed properties (RM17.21 million), have decreased marginally by 4.2%, principally due to the charging out of property development costs to cost of sales in accordance with project construction progress during FY2021.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Trade and Other Receivables

The significant increase in the trade and other receivables was mostly due to the issuance of final progress billing of Lumi Tropicana Phase 2 - Tower A2 upon vacant possession, which the increase was partially offset by the release of the first 2.5% stakeholder sum of Lumi Tropicana Phase 1 and Residensi ENESTA Kepong.

Contract Assets

Contract assets has decreased by RM10.07 million mainly due to the vacant possession of Lumi Tropicana Phase 2 - Tower A2 with final progress billings issued to buyers. As at 31 December 2021, the Lumi Tropicana Phase 2 - Tower B2 and Suite eNESTa Kepong projects are physically completed, with approximately more than 90% revenue recognition but progress billings are mostly at 75% pending vacant possession.

Trade and Other Payables and Contract Liabilities

Trade and other payables rose by 20.3%, largely because of the increase in the amounts owing to our contractors.

Contract liabilities were recognised in conjunction with the adoption of MFRS 16 for certain units of our Lumi Tropicana service residences which were treated as sale and leaseback transactions. Further details are explained in Note 12 to the financial statements.

Lease Liabilities

Lease liabilities were recognised upon adoption of MFRS 16 which took effect on 1 January 2019 and has been reduced accordingly based on the repayment of lease liabilities during the year.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Borrowings and Net Debt-To-Equity Ratio

	FY2021 RM'000	FY2020 RM'000	Increase RM'000
Borrowings	78,363	70,106	8,257
Other Borrowings – non-financial institution (arising from sale and leaseback arrangement)	34,717	34,717	–
Total	**113,080**	**104,823**	**8,257**

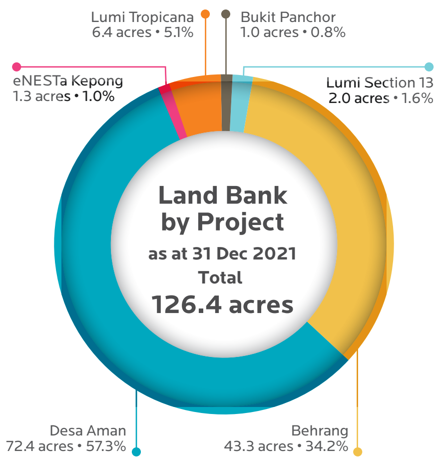
As at 31 December 2021, the Group has drawn-down new credit facility of RM28.00 million and repaid RM19.74 million of borrowings during the current financial year.

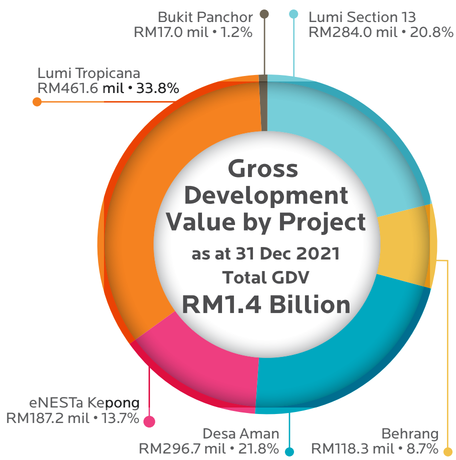
The Group's current ratio as at 31 December 2021 is still at a comfortable level of 1.56 times (31 December 2020: 1.74 times), which indicates that the Group will be able to meet its short-term liquidity obligations as they become due.

In terms of capital management, the Group's principal objective is to build a strong capital base and safeguard the Group's ability to continue as a going concern. This is to preserve investor, creditor and market confidence and to support its future developments. The Group intends to maintain a sustainable debt-to-equity ratio and also comply with the debt covenants required by its financing facilities.

As at 31 December 2021, the Group's net debt-to-equity ratio (Net Debt/Total Capital plus Net Debt) remains at a manageable level of 53% (31 December 2020: 48%), and we are pleased to inform that our financiers and creditors remain very supportive and have continued to provide financing for our property development activities.

Operational Review





MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

CENTRAL REGION

LUMI Tropicana

Lumi Tropicana is the first development in the Lumi Collections series and comprises:
- 744 residences, in two to three bedroom configurations, housed in four themed towers, namely "PLAY", "ACTION", "WELLNESS" and lastly "LIFESTYLE", featuring hotel-styled concierge and housekeeping services.
- 62 SoHo units for those who desire a 'work, live, play' environment.
- A retail podium featuring cafes, a supermarket, and other leisure amenities.

Lumi Tropicana has achieved an average take up rate of 96% and 55% for Phase 1 and Phase 2 respectively. Sales for remaining unsold units are still on-going.

Lumi Tropicana Phase 2 has been completed with vacant possession. We have handed over to buyers of Wellness Tower (Tower A2) and Lifestyle Tower (Tower B2) with the notice of vacant possession issued on 28 December 2021 and 17 January 2022 respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Residensi ENESTA Kepong & Suite eNESTa Kepong

Residensi ENESTA Kepong and Suite eNESTa Kepong is located at the intersection of Jalan Kepong and Pintasan Segambut, Kuala Lumpur. The strategic location provides ease of access from highway and public transport alike, with the Jinjang MRT Station right across Jalan Kepong, while AEON BIG and AEON Metro Prima are both a stone's throw away. They are low-density developments which command a main road frontage.

Residensi ENESTA Kepong comprises 254 units of affordable housing under the RUMAWIP programme, designed exclusively for qualified first home buyers who are currently residing or working in Kuala Lumpur. Suite eNESTa Kepong on the other hand, consists of 258 units of serviced apartments together with 23 units of retail lots targeted at middle income buyers and investors.

Residensi ENESTA Kepong which has been fully sold was completed with the notice of vacant possession issued in prior year. The external building works for Suite eNESTa Kepong has been completed and expected to be handed over to buyers by the second quarter of 2022. The average take up rate has exceeded 80%.

NORTHERN REGION

Taman Desa Aman, Kedah

Continuing the positive trend from prior years, sales demand in Desa Aman remains robust. We have fully sold and successfully handed over the medium cost apartments - Pangsapuri Enesta Desa Aman. Our launches in Desa Aman have always been well received with good take-up rates and the Group will continue offering quality affordable housing that caters to the local market demand. Next in plan is the launch of Enesta Avenue which comprises of single storey terrace houses and semi-detached homes. While the launch is scheduled in Quarter 2 of 2022, there has been strong interest from prospective buyers that exceeded the number of available units.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Identification and Managing Anticipated or Known Risks

In any financial year, fluctuation of the Group's revenue, profit and operating cash flows may occur depending on the sales performance and construction progress of the projects undertaken.

Cost management is important, in particular, the construction cost of our development projects is subject to overruns, which may adversely affect our profitability. We are aware of raw material price volatility and mitigate our risks by entering into fixed price contracts with our contractors, vendors and suppliers.

In the current highly competitive market environment, we recognise that it is vital to differentiate ourselves from our competitors. We do so by offering excellent value for our products regardless of whether it is an upper middle market product such as the LUMI series or a middle market development such as eNESTa. Our projects are distinguished by their unique designs and superior locations, highlighting integrated and harmonious community living incorporating value-added housekeeping, concierge, maintenance and professional rental management services, further substantiating our commitment to buyers. These post- development activities/services provided to buyers enhance the value of our developments. We also offer innovative ownership packages to attract buyers to invest in our housing developments, including Rent-To-Own schemes and other investment packages. Product enhancement and differentiation are important features of our strategy to attract buyers to our developments.

With the general credit tightening by local lenders affecting the ready accessibility of both project and end-financing, going forward, we intend to match the demand for our products with the availability of such financing in support of our projects, and also minimise our capital outlays by entering into joint ventures with land owners.

The Group will continue adhering to its policy of maintaining a healthy balance sheet to ensure it remains agile to respond to any business opportunities that may arise.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Lumi Market Place and Lumi Hospitality

One of the Group's core businesses is lifestyle retail. Lumi Market Place ("LMP") is our first foray into this business.

LMP is a dedicated food and beverage ("F&B") space located within Lumi Tropicana, and there is over 30,000 square feet of garden space fronting LMP, suitable for events. It is proposed that LMP should have a strong design element or coherent concept to focus on F&B outlets as well as curated weekend food market or events to create interest in the space or reason for people to visit. We expect LMP operations to commence in the third quarter of 2022. In addition, the Management is actively building up its lifestyle retail business by partnering with experienced professionals in the industry.

In addition to the lifestyle retail business, the Group has also kickstarted operation of its hospitality division since Quarter 4 of 2020, by operating short stay accommodations catering to business and leisure travellers as well as providing rental management services for owners. The business is progressing well with the lifting of inter-state travel restrictions since 11 October 2021 and in line with the school holidays and festive season demand.

Future Prospects

For the financial year ending 31 December 2022 ("FY2022"), the Group's revenues will continue to be underpinned by new sales and unbilled sales of more than RM59 million from our on-going developments, to be delivered during the next financial year. For central region, we will focus on delivering vacant possession for another prime project - Suite eNESTa Kepong.

In property development, the Group plans to deploy more resources to further expand our involvement in the affordable housing segment as a key growth driver, particularly in Desa Aman which continues to see resilient demand.

The completion of our flagship project Lumi Tropicana is a testament of the Group's commitment to delivering homes which offer value that exceeds the price point. With improving market sentiment, coupled with commencement of operation at LMP which is the final piece of jigsaw for the Luminous lifestyle that we envisioned for Lumi Tropicana, sales take-up rate will be improved. We are also expanding our portfolio under the property investment and hospitality divisions, by retaining and marketing the unsold units for recurring rental income, via both short-stay accommodations and long-term rental arrangements.

With the strategies that we have outlined and executed diligently throughout the years, we are confident to overcome any challenge that the Group may encounter in this volatile, yet generally improving business environment.

For FY2021, the Board of Directors is not proposing to declare any dividends to conserve funds for re-investment into our current projects in order to see them to fruition. The Board will review this policy from time to time depending upon a number of factors, including future earnings, capital commitments, general economic conditions and distributable reserves.

Datuk Fakhri Yassin bin Mahiaddin
Executive Chairman
31 March 2022

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (the "Board") of Thriven Global Berhad ("Thriven" or the "Company") recognises that maintaining good corporate governance practices is critical to business integrity and key to maximise and create long term shareholders' value and the financial performance of the Company and its subsidiaries (the "Group").

The Board is committed in ensuring the Group practises a high standard of corporate governance in discharging its responsibilities to enhance shareholders' value and financial position of the Group by evaluating and continuing to review its existing corporate governance practices and policies throughout the Group in order to (i) remain relevant with the developments in the market practice; (ii) comply with relevant laws and regulations; and (iii) ensure full application of key corporate governance principles as set out in the Malaysian Code of Corporate Governance 2021 ("MCCG").

This statement which is made pursuant to paragraph 15.25 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), sets out the manner in which the Group has applied the three (3) key principles and recommendations of MCCG. It must be read together with the Corporate Governance Report published on Thriven's website at *www.thriven.com.my*.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Responsibilities

The Board is cognisant of its responsibilities by ensuring proper control of the economics and financial management of the Company and validates the strategic directions proposed by the Management for implementation.

The Board acts in the best interests of Thriven, honestly, fairly and diligently and in accordance with the duties and obligations imposed upon it by the Constitution of the Company and the laws and regulations.

The Board also serves as a panel to provide effective guidance on the assessment of principal risks and the appropriate systems to manage these risks, as well as to review the adequacy and integrity of the Company's internal control system in safeguarding shareholders' interests and the Company's assets.

The Board's role and responsibilities include but are not limited to the following:-

- Setting and reviewing the objectives, goals and strategic plans for the Group with a view to maximising shareholders' value.
- Adopting and monitoring progress of the Company's strategies, budgets, plans and policies.
- Overseeing the conduct of the Group's businesses to evaluate whether the businesses are properly managed.
- Identifying principal risks of the Group and ensuring the implementation of appropriate systems to mitigate and manage these risks.
- Considering Management's recommendations on key issues including acquisitions, divestments, restructuring, funding and significant capital expenditure.
- Implementing succession planning for senior management.
- Reviewing the adequacy and integrity of the Group's internal control systems and management information systems.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

To discharge its functions and responsibilities, the Board ensures proper control of the economics and financial management of the Company and validates the strategic directions proposed by the Management for implementation. It has in place, business authority limits which sets out relevant matters which the Board has delegated to the Management Team led by the Group Managing Director. These authority limits are reviewed and revised as and when required, to ensure an optimum structure for efficient and effective decision-making in the Group.

There is a schedule of matters reserved specifically for the Board's decision, including the approval of corporate plans and budgets, acquisition and disposal of major investments, changes to the management and control structure of the Company and issues in respect of key policies, procedures and authority limits. The Executive Directors and the Management are tasked to ensure compliance with this.

It is also the Directors' responsibility to declare to the Board whether they have any potential or actual conflict of interest in any transactions or in any contract or proposed contract with the Company or any of its related companies. Where issues involve conflict of interest, the Directors will abstain from discussion and voting on the matters as well as abstain from any other decision-making process in relation to these transactions.

The Board delegates certain responsibilities to the Board Committees namely, the Audit And Risk Management Committee, Nomination Committee and Remuneration Committee, all of which operate within defined terms of reference, to examine specific matters within their respective terms of reference as approved by the Board. The terms of reference of the Board Committees are published on Thriven's website at *www.thriven.com.my* and are reviewed and revised from time to time, as and when required. Although specific powers are delegated to the Board Committees, the Board keeps itself abreast of the key issues and decisions made by each Board Committee through the reports by the Chairman of the Board Committees and the tabling of minutes of the Board Committee meetings at Board meetings. The ultimate responsibility for decision-making, however, lies with the Board.

The roles of the Chairman and the Group Managing Director remain separate and distinct to promote accountability and facilitate division of responsibilities. The Chairman with the assistance from the Company Secretaries plays an important leadership role and is responsible for the following duties as set in the Board Charter of the Company:

- Setting the agenda for meetings of the Board that focus on strategic direction and performance.
- Maintaining on-going dialogue and relationship of trust with and between the Directors and the Management.
- Ensuring clear and relevant information is provided to the Directors on timely manner.
- Ensuring sufficient time is allowed for the discussion of complex or critical issues.
- Cultivating good governance and compliance practices throughout the Group.

The Company had in May 2020 adopted an Anti-Bribery And Corruption ("ABC") Manual (which includes an ABC Policies And Procedures) and an Anti-Bribery And Corruption Compliance Team has been established to review all transactions that falls under the ABC Manual from time to time and update the Audit And Risk Management Committee ("ARMC") as well as the Board on a quarterly basis.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

The Board has also approved the revision of the following and adopted a new Procurement Policy in May 2020, in accordance with the ABC Manual:-

- Board Charter
- Whistleblowing Policy
- Corporate Code of Conduct
- Employee Handbook

The Employee Handbook, which was adopted by the Group in February 2016 and revised in November 2019 and May 2020, includes the Employee's Code of Conduct and Whistleblowing Policy, which are intended to provide guidance and protection for staff who raise concerns in relation to irregular and unlawful practices.

The Whistleblowing Policy is meant to directly support the Company and the Group's Core Values, Code of Ethics and Governance requirement and to encourage and enable employees, directors, shareholders or any parties with a business relationship with the Company to raise concerns regarding any illegal conduct or malpractice at the earliest opportunity without being subject to victimisation, harassment or discriminatory treatment and to have such concerns properly investigated within the Company and the Group prior to seeking resolution outside the Company. Any complaint or information in respect of any illegal, unethical or questionable practices may be made through e-mail (*armc@thriven.com.my*) or mail addressed directly to the Audit And Risk Management Committee ("ARMC").

The employees and other stakeholders are guided by the Whistleblowing Policy when relaying any information in relation to the abovementioned in writing to any one or more of the designated persons stated in the said Policy. Upon receipt of a report made together with available evidence, the Whistleblowing Committee (comprising of the Chairman and the Independent Non-Executive Directors) may assign the relevant department head or an investigator ("Investigator") to investigate and take all reasonable steps to ensure that investigations regarding the report and disclosure are carried out fairly, unbiased and with due regards to the principles of natural justice. The Investigator will report the outcome of the investigation to the ARMC and a copy of the Whistleblowing report will be submitted to the ARMC for Loss Event Reporting purposes.

The Corporate Code of Conduct, which was formalised in 2013 by the Board and revised in May 2020, provides guidance for Directors, senior executives and other employees on the standards expected on them in the conduct of business. Directors and employees are required to uphold high standards of integrity in discharging their duties and to comply with the relevant laws and regulations.

The Board Charter (which was formalised in 2013 and revised in March 2018 to be in line with MCCG) was revised in May 2020 and it sets out inter alia, the roles and responsibilities of the Board and Board Committees, the procedures for convening Board meetings, financial reporting, investor relations and shareholder communication. The Board Charter which serves as a source of reference for new Directors, will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

The Board Charter, the Corporate Code of Conduct and the details of the procedures and lodgement channels of the Whistleblowing Policy are available for reference at the Company's website at *www.thriven.com.my*.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

The Board members have full access to the two (2) Companies Secretaries, both are professionally qualified, whom play an advisory role to the Board in relation to the Company's Constitution, Board's policies and procedures as well as compliance with the relevant guidelines, regulatory and statutory requirements, corporate governance and best practices. The Board is regularly updated and apprised by the Company Secretaries on the laws and regulations, as well as directives issued by the regulatory authorities.

Thriven acknowledges the importance of sustainability relating to environmental, social and governance ("ESG") including their risks and opportunities to/for our Group. The Company continuously and constantly communicates the targets and performances of the ESG to all the stakeholders of the Group regardless internally or externally. Detailed information pertaining to the sustainability of the Group can be found in the standalone Sustainability Statement in the Annual Report 2021.

The Company Secretaries are also responsible in organising and attending all Board and Committee Meetings, ensuring adherence to Board policies and procedures and that all statutory records are well maintained at the registered office of the Company. The Company Secretaries also ensure that the deliberations and decisions made at the Board and Committee Meetings are well captured and minuted.

II. Board Composition

Thriven is led and managed by a competent Board comprising members with vast experience in the real estate investment and property development, business strategies, management, accounting, finance, economics and legal to control and provide stewardship of Thriven's business and affairs on behalf of the shareholders. The breadth and depth of the Board skills are vital for the successful stewardship of Thriven's strategic direction and operations to maximise and create long term shareholder value.

As at 31 December 2021, the Board has eight (8) members, comprising three (3) Executive Directors and five (5) Non-Executive Directors, of which four (4) of the Non-Executive Directors are Independent Non-Executive Directors and one (1) is a Non-Independent Non-Executive Director. This complies with paragraph 3.04 of the Listing Requirements of at least two (2) Directors or one-third (1/3) of the Board to be independent.

The Independent Directors provide independent judgment, objectivity and check and balance on the Board, including ensuring the strategies, plans and policies proposed by Management are deliberated and considered, taking into account the overall strategies and directions of the Group and the interest of stakeholders, as well as advising and monitoring corporate governance framework, policies and practices. This is to protect the interests of shareholders, employees, various other stakeholders and the communities where the Company operates.

There is a clear division of responsibilities between the Executive Chairman and the Group Managing Director to ensure that there is a balance of power and authority such that no one individual has unfettered powers over decision-making.

The Executive Chairman is primarily responsible for the orderly conduct and performance of the Board. He also ensures that the Board practises good governance in discharging its duties and responsibilities. The Group Managing Director is responsible for the implementation of the objectives, goals and operational matters of the Group. Although the Executive Chairman, Datuk Fakhri Yassin bin Mahiaddin is not an Independent Director, the Board believes that with the four (4) Independent Directors on the Board, there is a balance of power and authority on the Board.

The Board takes cognisant of the recommendation to have gender diversity on the Board and has appointed one (1) female Director in August 2021 and has taken steps to ensure that gender diversity on the Board is met.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

In maintaining the effectiveness of the Board and the independence of Independent Directors, the Board through its Nomination Committee ("NC") performs annual assessment in order to review that the Board as a whole and to ensure that individual Director performed effectively in discharging their functions and duties as well as to mitigate risks arising from conflict of interests or undue influence affecting their independence. The assessment is conducted via the Assessment Sheet for each member of the Board and the Independent Directors of the Company. The assessment on independence serves as a form of attestation by the Independent Directors that they are able to exercise independent judgment, impartiality and objectivity in the best interest of the Company. The NC reviewed the overall results of the evaluations conducted and subsequently presented the same to the Board and highlighted those areas which required further and continuous improvement.

The NC comprises all Independent Non-Executive Directors. In compliance with the MCCG, the NC is chaired by an Independent Non-Executive Director, Mr. Rewi Hamid Bugo. The NC has written terms of reference dealing with its authority, duties and responsibilities, which are available on the Company's website at *www.thriven.com.my*.

The activities of the NC during the financial year are summarised as follows:

(a) Reviewed the evaluation results of the Board and Board Committees, and independence assessment of the Independent Directors.

(b) Reviewed the results of the Director's Self & Peer Evaluation and mix of skills, competencies and experience of Directors.

(c) Reviewed the term of office, competency and performance of the ARMC and its members.

(d) Reviewed and recommended the retention of Independent Directors who have served on the Board for a cumulative term of 9 years and above.

(e) Reviewed and recommended the re-election of Directors who were required to retire by rotation under Clause 88 of the Company's Constitution.

(f) Reviewed the training programmes attended by the Directors and assessed the training needs of Directors.

(g) Reviewed the composition of the ARMC, the NC and the Remuneration Committee.

(h) Reported its proceedings and made recommendations to the Board for its consideration and approval.

During the financial year, the level of time commitment given by the Directors was satisfactory, which was evidenced by the attendance record of the Directors at the Board meetings held. To facilitate the Directors' time planning, a schedule of meetings comprising the dates of Board and Board Committees' meetings and AGM, would be prepared and circulated to the Directors at the last Board Meeting of every year.

The disclosures in relation to Practice 5.3 of the MCCG are disclosed in the Corporate Governance Report.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

III. Directors' Training

The Board is mindful of the need to enhance competency by improving their skills and knowledge to stay abreast with the ever-changing business environment, regulatory requirements and corporate governance developments. All Directors have attended and successfully completed the Mandatory Accreditation Programme ("MAP") as required under paragraph 15.08 of the Listing Requirements. The Directors undergo training programmes and seminars from time to time and as and when necessary to keep themselves conversant with relevant new developments on a continuous basis on the general regulatory, economic, industry and technical developments to further enhance their skills, knowledge and experience as well as update themselves on new developments in the business environment in order to discharge their duties effectively.

The Directors have on-going access to continuing education programmes as they are kept informed of relevant training programmes by the Company Secretaries. The records of all training programmes attended by the Directors are maintained by the Company Secretaries.

Details of trainings attended by Directors during the financial year under review are as follows:-

Name of Directors	Title	Organiser	Date
Datuk Fakhri Yassin Bin Mahiaddin	Update On Malaysian Code Of Corporate Governance ("MCCG 2021")	Boardroom Corporate Services Sdn. Bhd.	27 May 2021
Ghazie Yeoh Bin Abdullah	Update On Malaysian Code Of Corporate Governance ("MCCG 2021")	Boardroom Corporate Services Sdn. Bhd.	27 May 2021
Dato' Low Keng Siong	Update On Malaysian Code Of Corporate Governance ("MCCG 2021")	Boardroom Corporate Services Sdn. Bhd.	27 May 2021
Datuk Azrulnizam Bin Abdul Aziz	FIDE Forum – Webinar – Rethinking Our Approach to Cyber Defence in FIs	FIDE Forum	11 March 2021
	ICAAP training	PWC Malaysia	24 June 2021
	SAC, BIARD & MANCO session	Shariah Secretariat & Advisory (SSA) – MBSB Bank	5 July 2021
	Virtual Training on Understanding of Corporate Liability Provision and Adequate Procedure	Pelaburan Mara Berhad	13 July 2021
	Integrated Thinking Model ESG	Finance – MBSB Bank	13 August 2021
	Digital Business	Technology Division – MBSB Bank	1 October 2021
	Board and Senior Management training on AML/CFT and Corporate Liability Training	Compliance – MBSB Bank	5 November 2021

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

Name of Directors	Title	Organiser	Date
Henry Choo Hon Fai	Webinar on Primer on Climate Governance	Institute of Corporate Directors Malaysia	15 January 2021
	Update On Malaysian Code Of Corporate Governance ("MCCG 2021")	Boardroom Corporate Services Sdn. Bhd.	27 May 2021
Rewi Hamid Bugo	Update On Malaysian Code Of Corporate Governance ("MCCG 2021")	Boardroom Corporate Services Sdn. Bhd.	27 May 2021
	Audit Oversight Board Conversation with Audit Committees	Securities Commission Malaysia	29 November 2021
Lee Eng Leong	Update On Malaysian Code Of Corporate Governance ("MCCG 2021")	Boardroom Corporate Services Sdn. Bhd.	27 May 2021
	Business Foresight Forum 2021 : Transformative Innovation Reshaping Business Realities in Extraordinary Times	Securities Industry Development Corporation	22-23 September 2021
	MICG – Related Party Transaction	Malaysian Institute of Corporate Governance	13-14 October 2021
	KPMG Asia Pacific Board Leadership & Assurance Summit 2021	KPMG	16-18 November 2021
	Audit Oversight Board Conversation with Audit Committees	Securities Commission Malaysia	6 December 2021
Cindy Toh Siu Mei	A Fintech Professional Certificate Program offered by HKUx: Introduction to FinTech	HKUx is an online learning initiative of The University of Hong Kong	6 April 2021
	Update On Malaysian Code Of Corporate Governance ("MCCG 2021")	Boardroom Corporate Services Sdn. Bhd.	27 May 2021
	A course of study offered by SDGAcademyX: How to Achieve the Sustainable Development Goals	SDGAcademyX is an online learning initiative of SDG Academy	17 June 2021
	A course of study offered by SDGAcademyX: Measuring Sustainable Development	SDGAcademyX is an online learning initiative of SDG Academy	8 July 2021

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

Name of Directors	Title	Organiser	Date
	MIA Webinar Series: Updates to the MCCG and their implications to Listed Corporations, Directors & Management	Malaysian Institute of Accountants (MIA)	18 August 2021
	MIA Virtual Conference Series – Data Intelligence & Analytics 2.0	Malaysian Institute of Accountants (MIA)	24 August 2021
	MIA Virtual Conference Series – C2ESG: Climate Change & Environmental, Social and Governance (ESG)	Malaysian Institute of Accountants (MIA)	2 & 3 September 2021
	MIA Webinar Series: Sustainable Finance & ESG for Value Creation	Malaysian Institute of Accountants (MIA)	23 September 2021
	MIA Virtual Conference Series – Islamic Finance Conference 2021: Latest Developments and Drivers for Growth in a Post-Pandemic World	Malaysian Institute of Accountants (MIA)	27 & 28 October 2021
	Mandatory Accreditation Programme (MAP) for directors of PLC in Malaysia. Iclif Executive Education Center	Iclif Executive Education Center Asia School of Business	6-8 December 2021
	Fraud Risk Management Workshop 2021 PWC Malaysia	PWC Malaysia	13 December 2021
	ISRS 4400 (Revised) – Agreed-Upon Procedures Engagements and Proposed Malaysian Investment Reporting Standard (MIRS) 2030 on Reporting Accountants' Report on the Statement of Capitalisation and Indebtedness included in an Investment Circular	Malaysian Institute of Accountants (MIA)	21 December 2021

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

IV. Remuneration

The Board believes in a competitive and transparent remuneration framework that supports the Directors' and the Senior Management's responsibilities and fiduciary duties in managing the Group to achieve its long-term objective and enhance stakeholders' value.

The remuneration of Directors is determined at levels which enable the Company to attract and retain Directors with the relevant experience and expertise to govern the Group effectively. In the case of Executive Directors, the remuneration is structured to link rewards to corporate and individual performance based on key performance indicators. For Non-Executive Directors, the level of remuneration reflects their experience, level of responsibilities and industry average.

The role of the Remuneration Committee ("RC") is to assist the Board in overseeing the remuneration policies of the Group. The RC consists of all Independent Non-Executive Directors, chaired by Mr. Rewi Hamid Bugo. The written terms of reference of the RC which deals with its authority, duties and responsibilities, are available on the Company's website at *www.thriven.com.my*.

During the financial year under review, the RC evaluated the Executive Chairman and the Executive Directors against the set key performance criteria, and reviewed and recommended their compensation packages for the Board's approval. The RC also evaluated and reviewed the fees paid to the Non-Executive Directors benchmarked against the average remuneration paid to the Non-Executive Directors of other public listed companies in the same industry, which was prepared by the Management.

The Board collectively determined the remuneration for the Non-Executive Directors based on the evaluation by the RC. Each of the Non-Executive Directors abstained from deliberating and voting in respect to his individual remuneration. The Directors' fees and benefits payable to the Non-Executive Directors are subject to the approval of shareholders at the AGM.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

The remuneration of the Directors on a named basis are set out below:-

Name	Salary/Fees (RM)	Bonus (RM)	Defined contribution plan – EPF (RM)	Other emoluments/ allowances (RM)	Benefits-in-kind (RM)	Total (RM)
Executive Directors						
Datuk Fakhri Yassin bin Mahiaddin *(Executive Chairman)*	745,200	–	89,424	–	464,525	1,299,149
Ghazie Yeoh bin Abdullah *(Group Managing Director)*	688,752	–	82,656	–	236,525	1,007,933
Dato' Low Keng Siong *(Executive Director)*	521,640	–	62,604	–	380,525	964,769
Non-Executive Directors						
Datuk Azrulnizam bin Abdul Aziz *(Independent Non-Executive Director)*	17,454	–	–	–	–	17,454
Henry Choo Hon Fai *(Independent Non-Executive Director)*	35,000	–	–	2,600[@]	–	37,600
Rewi Hamid Bugo *(Independent Non-Executive Director)*	43,000	–	–	4,100[@]	–	47,100
Cindy Toh Siu Mei *(Independent Non-Executive Director)*	13,395	–	–	–	–	13,395
Lim Kok Beng *(resigned as Independent Non-Executive Director on 17 June 2021)*	21,500	–	–	4,100[@]	–	25,600
Lee Eng Leong *(Non-Independent Non-Executive Director)*	33,000	–	–	3,500[@]	–	36,500
Total	**2,118,941**	**–**	**234,684**	**14,300**	**1,081,575**	**3,449,500**

Notes: [@] Other emoluments/allowances comprising meeting allowances which vary from one Director to another, depending on the number of committees they sit on and the number of meetings attended in the year 2021.

The remuneration (including salary, bonus, allowances, benefits-in-kind and other emoluments) of top five (5) key senior management personnel on a named basis during the financial year in bands of RM50,000 are set out below:-

Range of Remuneration	Name of Key Senior Management
RM1,250,001 to RM1,300,000	Datuk Fakhri Yassin bin Mahiaddin *(Executive Chairman)*
RM1,000,001 to RM1,050,000	Ghazie Yeoh bin Abdullah *(Group Managing Director)*
RM950,001 to RM1,000,000	Dato' Low Keng Siong *(Executive Director)*
RM250,001 to RM300,000	Teoh Kong Haur *(Managing Director – Northern Region)*
RM150,001 to RM200,000	Yap Wee Then *(Head of Group Finance & Treasury)*

The disclosures on Practices 7.2 and 8.1 to 8.3 of the MCCG are disclosed in the Corporate Governance Report.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit And Risk Management Committee

As at 31 December 2021, the ARMC comprised of four (4) members, all of whom are Non-Executive Directors and is chaired by an Independent Non-Executive Director.

The ARMC and its composition is evaluated by the NC annually and recommended to the Board for noting. In safeguarding an independent and effective ARMC whilst taking guidance from the MCCG, the membership for ARMC consists of members who are financially literate and possess appropriate level of expertise, experience and strong understanding of the Company's business.

On 28 February 2018, the Audit Committee was renamed as ARMC to reflect the ARMC's role to support the Board in fulfilling its responsibility in governance of the Company's risk management matters, in line with the recommendation of the MCCG. The ARMC comprises of four (4) members, three (3) of whom are Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. The ARMC is chaired by Datuk Azrulnizam bin Abdul Aziz, an Independent Non-Executive Director of the Company. Two (2) of the members of the ARMC are member of the Malaysian Institute of Accountants. This meets the requirements of paragraph 15.09 of the Listing Requirements.

The Audit And Risk Management Committee Report set out in this Annual Report 2021, provides the details of the ARMC's activities which among others, include the annual assessment on the suitability, objectivity and independence of the external auditors.

The disclosures on Practices 9.1 to 9.5 of the MCCG are disclosed in the Corporate Governance Report.

II. Risk Management and Internal Control Framework

The Board understands that the ultimate responsibility for ensuring a sound internal control systems which provides reasonable assurance on the effectiveness and efficiency of the systems lies with the Board. The Group's internal control system is crafted to manage the risks to achieve Company's objectives aside from safeguarding the stakeholder's interest and the Group's asset.

The details of the Risk Management and Internal Control Framework are set out in the Statement On Risk Management And Internal Control of the Annual Report.

III. Internal Audit

The internal audit function is out-sourced to CGRM Infocomm Sdn. Bhd. ("CGRM"), an independent professional services firm which is a corporate member of the Institute of Internal Auditors ("IIA") Malaysia. The Executive Director in-charge of the engagement, in her capacity as the head of the internal audit function, is also an individual member of the IIA.

On an annual basis, CGRM provides the Board with a signed declaration of competency and list of trainings attended by the audit engagement team.

The internal audit charter was approved by the Audit Committee on 29 March 2016 and stipulates, amongst others, the internal auditors' role, scope and authority, organisation status and reporting structure, independence and objectivity and responsibilities.

The disclosures on Practices 11.1 to 11.2 of the MCCG are disclosed in the Corporate Governance Report as well as Audit and Risk Management Committee Report of the Annual Report.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

I. Communication with Stakeholders

The Board acknowledges the need for shareholders to be informed of all material business matters of the Company. Announcements to Bursa Securities are made on significant developments and matters of the Group. Financial results are released on a quarterly basis to provide shareholders with a regular overview of the Group's performance. The Marketing Communications Department of the Company also arranges press interviews and briefings, and releases press announcements to provide information on the Group's business activities, performance and major developments, as and when necessary.

In addition to published annual report and quarterly results announced to Bursa Securities, the Company has a website at *www.thriven.com.my* from which investors and shareholders can access for information about the Group, including detailed information on the Group's businesses and latest development, a dedicated section on investor relations and corporate governance which contains all announcements to Bursa Securities, quarterly financial results, financial statements and annual reports. Any enquiries may be directed to this email address, *ir@thriven.com.my*.

While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.

A Corporate Communication Policy, which was approved by the Board in November 2018, is adopted by the Group to provide accurate and timely disclosure of corporate and other related information to enable informed and orderly decision-making by our stakeholders. In formulating this policy, the Group has taken into account the disclosure obligations contained in the Listing Requirements, which in turn relied on the principles contained in its Corporate Disclosure Guide.

II. Conduct of General Meetings

The Company's general meetings serve as a forum for dialogue and interaction with shareholders. Notices of general meetings and related documents are sent to shareholders within the notice period required by the relevant law and the Listing Requirements of Bursa Securities before the meeting is to be held. Notices of general meetings with sufficient information of business to be dealt with thereat are also published in one national newspaper to provide for wider dissemination of such notice to encourage shareholders participation. At the general meetings, shareholders have direct access to the Board and key senior management and are encouraged to participate in the question and answer session.

Resolutions will be voted by way of poll, as required under the Listing Requirements, and the Company will make an announcement on the detailed results to Bursa Securities.

In facilitating greater participation by shareholders at AGM of the Company, the 32nd AGM of the Company was held on a fully virtual basis with proceedings of the AGM being streamed live on 17 June 2021 in compliance with the Company's Constitution and guidance issued by the Securities Commission Malaysia.

During the 2021 AGM, in line with the Listing Requirements, all resolutions were voted via electronic poll voting. Leveraging on information technology for effective meeting procedures, an electronic poll voting system was put in place whereby all shareholders of the Company participated in the polling process. An independent scrutineer was appointed to validate the poll results. Voting results of the general meeting were also announced and displayed on the screen to shareholders/ proxies after the poll results had been verified by the scrutineers. The decision of each resolution put to poll as well as the name of the independent scrutineer were announced to Bursa Securities on the same day as the 2021 AGM. The minutes of the 2021 AGM and the responses to questions raised by shareholders are published on the Company's website at *www.thriven.com.my*.

This Corporate Governance Overview Statement was approved by the Board of Thriven on 31 March 2022.

ADDITIONAL COMPLIANCE INFORMATION

The information set out below is disclosed in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:-

1. UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSAL

The Company did not undertake any corporate proposal to raise proceeds during the financial year ended 31 December 2021.

2. AUDIT AND NON-AUDIT FEES

The fees paid/payable to the external auditors for services rendered to the Company and/or its subsidiaries ("the Group") for the financial year ended 31 December 2021 are as follows:-

The audit fees incurred on a Group basis is RM172,500.00; and the amount of non-audit fees incurred on a Group basis is RM12,000.00, with the details set out below:-

Company	Audit Fees (RM)	Non-audit Fees (RM)
Bakat Stabil Sdn. Bhd.	5,100	–
Bukit Punchor Development Sdn. Bhd.	5,000	1,000
Dynamic Unity Sdn. Bhd.	4,000	–
Eco Green Services Sdn. Bhd.	14,000	–
Golden Cignet Sdn. Bhd.	28,000	1,000
Lumi Hospitality Sdn. Bhd.	6,100	–
Mayfair Ventures Sdn. Bhd.	28,000	1,000
MLB Quarry Sdn. Bhd.	4,100	–
Thriven Amona Sdn. Bhd.	13,100	1,000
Thriven Global Berhad	51,000	8,000
Thriven NCR Sdn. Bhd.	3,000	–
Thriven Properties Sdn. Bhd.	4,100	–
Thriven TT Sdn. Bhd.	5,000	–
Verdant Parc Sdn. Bhd.	2,000	–
Total	172,500	12,000

3. MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

There were no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company and/or its subsidiaries involving Directors' and major shareholders' interests during the financial year ended 31 December 2021.

4. RECURRENT RELATED PARTY TRANSACTIONS

There were no recurrent related party transactions of a revenue or trading nature (**"RRPT"**) conducted pursuant to the Shareholders' Mandate during the financial year ended 31 December 2021.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

CONSTITUTION AND TERMS OF REFERENCE

The Audit Committee ("AC") was established pursuant to a resolution of the Board of Directors ("Board") passed on 10 April 1997 and renamed as Audit And Risk Management Committee ("ARMC") on 28 February 2018 to reflect the ARMC's role to support the Board in fulfilling its responsibility in governance of the Company's risk management matters, in line with the recommendation of the Malaysian Code on Corporate Governance 2021 ("MCCG").

The terms of reference of the ARMC were reviewed and updated on 28 February 2019 to reflect the requirements of the applicable practices and guidance of the MCCG and are available on the Company's corporate website at *www.thriven.com.my*.

COMPOSITION

The ARMC comprises of four (4) members, three (3) of whom are Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. This meets the requirements of paragraphs 15.09(1)(a), 15.09(1)(b) and 15.09(2) of the Bursa Malaysia's Main Market Listing Requirements ("MMLR").

The current members of the ARMC are as follows:-

1. Datuk Azrulnizam bin Abdul Aziz *(Chairman)*
   (Independent Non-Executive Director)
2. Rewi Hamid Bugo
   (Independent Non-Executive Director)
3. Cindy Toh Siu Mei
   (Independent Non-Executive Director)
4. Lee Eng Leong
   (Non-Independent Non-Executive Director)

The Company complies with Paragraph 15.09(1)(c)(i) of the MMLR whereby two (2) of the members of the ARMC are members of the Malaysian Institute of Accountants. The Company also complies with Practice 9.1 of the MCCG, whereby the Chairman of the ARMC is not the Chairman of the Board.

PERFORMANCE OF ARMC

The performance of the ARMC in year 2021 was assessed through self and peer evaluation among the members themselves and the Nomination Committee has reviewed the results of such assessments prior recommending the same to the Board for notation. Collectively from the results, the Board are satisfied that the ARMC has discharged its function, duties and responsibilities in accordance to the Terms of Reference of the ARMC and has supported the Board to ensure that the Group upholds appropriate Corporate Governance standards, practices and guidance during the financial year ended 31 December 2021.

TRAINING

The training programmes attended by each ARMC member during the financial year are set out in the Corporate Governance Overview Statement.

AUDIT AND RISK MANAGEMENT
COMMITTEE REPORT (cont'd)

MEETINGS AND ATTENDANCE

The ARMC meets quarterly and as and when required in accordance with the Terms of Reference of the ARMC. During the financial year ended 31 December 2021, the ARMC has held six (6) meetings and the records of attendance of the ARMC members are as follows:-

Name of ARMC Members	Number of Meetings Attended
Datuk Azrulnizam bin Abdul Aziz	1/1
Rewi Hamid Bugo	6/6
Lee Eng Leong	6/6
Cindy Toh Siu Mei	1/1
Lim Kok Beng *(resigned as Chairman of ARMC on 17 June 2021)*	4/4
Henry Choo Hon Fai *(appointed as Chairman of ARMC on 17 June 2021 and resigned on 20 August 2021)*	1/1

Notices and items on the agenda of ARMC meetings were sent to the ARMC members at least seven (7) days in advance together with meeting papers (save in certain circumstances whereby some of the meeting papers were sent to the ARMC members later) to enable all ARMC members to review the relevant documents and provide their feedback or comments at the meetings.

The Head of Group Finance and Treasury were invited to attend all the meetings held to present and provide clarification on the unaudited consolidated quarterly results and audit matters. The Group Managing Director was invited to attend one (1) out of the six (6) meetings to facilitate direct communication as well as to provide clarification on audit matters and the Group's operation. The Group Chief Financial Officer was invited to attend five (5) out of six (6) meetings to provide clarification on the unaudited consolidated quarterly results and audit matters. The external auditors were invited to present at four (4) meetings out of the total six (6) meetings held. During the financial year ended 31 December 2021, the ARMC met with the external auditors twice (2), without the presence of the executive board members and the Management, to express any concerns or issues they may have which are related to their ability to perform their audit work without restraint or interference.

In year 2021, the internal auditors have attended two (2) out of the six (6) meetings held to table the respective internal audit reports and presented their recommendations together with the actions and steps taken by the Management in response to any audit findings and to discuss the internal audit plan. Follow-up audit reports on the status, actions and steps taken by the Management on previous audit findings were tabled to the ARMC at subsequent ARMC meeting to update the ARMC accordingly.

Minutes of each ARMC meeting were recorded and tabled for confirmation at subsequent ARMC meeting and thereafter, the minutes will be presented to the Board for notation. The ARMC Chairman, with the assistance of the Group Chief Financial Officer and the Head of Group Finance and Treasury, presented to the Board the Committee's recommendations to approve the annual and quarterly financial statements. The ARMC Chairman also conveyed and made recommendations to the Board on matters of significant concern as and when raised by the external auditors or internal auditors in the respective presentations or reports.

AUDIT AND RISK MANAGEMENT
COMMITTEE REPORT (cont'd)

The ARMC is also responsible for overseeing the implementation of the Company's Policy on Whistleblowing for the Group's employees and third parties. Any complaint or information in respect of any illegal, unethical or questionable practices may be made through e-mail (*armc@thriven.com.my*) or mail addressed directly to the ARMC. A copy of the Company's Policy on Whistleblowing is available on the Company's corporate website at *www.thriven.com.my*.

The ARMC reviews and manages all type of risks within the Group, including technology, construction, market and operation risks. It is assisted by the Executive Risk Management Committee ("ERMC"), a Management led committee comprising the Group Managing Director, the Managing Director of Northern Region, Senior Managers and Heads of Departments. The ERMC's Terms of Reference, risk management policies and framework were established and approved in 2017.

SUMMARY OF WORK OF THE ARMC

During the financial year, the ARMC carried out its work in line with its Terms of Reference, which are summarised as follows:-

(a) Reviewed the quarterly results and annual financial statements for recommendation to the Board for approval and release to Bursa Malaysia Securities Berhad.

The ARMC is delegated with the responsibility to ensure that the Group's statutory accounts are fairly stated and conform to the relevant regulations and acceptable accounting policies. The ARMC focuses particularly on changes in or implementation of major accounting policy changes, significant and other legal requirements before recommending them for approval by the Board for announcement to Bursa Securities.

In review of the annual audited financial statements, the ARMC has discussed with the Management and the external auditors on the accounting principles and standards and their judgement of the items that may affect the financial statements as well as issues and reservation, arising from the statutory audits.

Upon recommendations by the ARMC, the unaudited quarterly financial results and annual audited financial statements were presented to the Board for approval.

(b) Reviewed and approved the 24-month risk-based internal audit plan, which encompassed the scope of internal audit work.

(c) Reviewed the audit activities and findings of internal audit, as well as the actions and steps taken by the Management in response to such findings.

(d) Reviewed with the external auditors, their audit plan and scope of audit prior to the commencement of audit.

(e) Reviewed with the external auditors, the audit report, issues, reservations and management responses arising from their audit, as well as the audit and non-audit fees.

(f) Reviewed with the external auditors, the extent of assistance rendered by the Management and issues arising from their audit, without the presence of the executive board member and the Management.

AUDIT AND RISK MANAGEMENT
COMMITTEE REPORT (cont'd)

During the year under review, the ARMC had two (2) independent meetings with the external auditors without the presence of the Management to discuss any problems/issues arising from the final audit and the assistance given by the employees or the Management during the course of audit by external auditors. The ARMC was pleased to report that there was no significant matter of disagreement that arose between the external auditors and the Management.

(g) Reviewed the recurrent related party transactions entered into by the Company and the Group throughout the financial year ended 31 December 2021 to ensure that such transactions are undertaken on normal commercial terms and that internal control procedures employed are both sufficient and effective.

(h) Reported to the Board on significant issues and concerns discussed during the ARMC meetings together with applicable recommendations. Minutes of the ARMC meetings were tabled and noted by the Board.

(i) Reviewed the independence status and performance of the external auditors for the financial year ended 31 December 2021.

The ARMC carried out an assessment on the performance of external auditors covering areas such as calibre, quality processes, audit team, audit scope, audit communication, audit governance and independence as well as the audit fees of the external auditors with the assistance from the Management.

The ARMC also ensured the independence of the external auditors by obtaining written assurance from the external auditors that the external auditors are independent in accordance with the *By-Laws (on Professional Ethics, Conducts and Practice)* of the Malaysia Institute of Accountants.

Having satisfied with the independence, suitability and performance of BDO PLT, the ARMC recommended to the Board for approval to seek shareholders' approval for the re-appointment of BDO PLT as external auditors for the ensuing financial year end of 31 December 2022.

(j) Attended the briefing by BDO PLT on its Transparency Report 2020 and noted that the requirements of the said report include:-

(i) audit firm's legal and governance structure;
(ii) measures taken by the audit firm to uphold audit quality and manage risks; and
(iii) Audit Quality Indicators (AQI) over a 3-year period.

The ARMC also took note that the assessment of the competence, audit quality and resource capacity of the external auditors in relation to the audit and the information presented in the Transparency Report should also be considered in guiding the decisions on the appointment and re-appointment of the external auditors as set out under Guidance 9.3 of MCCG 2021.

(k) Reviewed and recommended to the Board for approval, the Circular to Shareholders in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.

(l) Reported to the Board on the measures undertaken by Thriven Group in preventing any possible corruption risks from happening under Section 17A of the Malaysian Anti-Corruption Commission Act 2009.

(m) Reviewed and recommended to the Board for approval, the Statement on Risk Management and Internal Control for inclusion in the Annual Report.

AUDIT AND RISK MANAGEMENT
COMMITTEE REPORT (cont'd)

(n) Reviewed and approved the Audit And Risk Management Committee Report for inclusion in the Annual Report.

(o) Reviewed the summary of risks and top 5 risks of the Group.

As part of the duties and responsibilities to oversight the financial reporting, the ARMC ensures that the changes in or implementation of major accounting policy changes and all significant matters highlighted including financial reporting issues, significant judgments made by the Management, significant and unusual events or transactions, and how these matters are addressed are adhered to.

The ARMC also ensures that the financial reporting of the Company and the Group are in compliance with the MMLR, applicable approved accounting standards and other statutory and regulatory requirements.

INTERNAL AUDIT FUNCTION AND SUMMARY OF WORK

The Board recognised the importance of the internal audit function whose principal responsibility is to evaluate and improve the effectiveness of risk management, control and governance processes.

The role of Internal Audit was out-sourced to CGRM Infocomm Sdn. Bhd. ("**CGRM**"), a professional consultancy firm specialises in corporate governance, risk management and internal audit. CGRM reports functionally to the ARMC and undertake regular reviews of the systems of controls, procedures and operations so as to provide reasonable assurance that the internal control system is sound, adequate and operating satisfactorily.

The attainment of such objectives involved the following activities being carried out by CGRM during the financial year ended 31 December 2021:-

(a) Continuously reviewed and revised the 24-month risk-based internal audit plan for approval by the ARMC for implementation taking cognisance of changes in the Group and operating environment.

(b) Reviewed and appraised the adequacy, effectiveness and reliability of internal control systems, policies and procedures.

(c) Monitored the adequacy, reliability, integrity, security and timeliness of financial and other management information systems.

(d) Determined the extent of compliance with relevant laws, codes, standards, regulations, policies, plans and procedures.

(e) Reviewed the efficiency and effectiveness of operational controls to mitigate identified risks.

(f) Reviewed and verified the means used to safeguard assets.

(g) Tabled to the ARMC, the audit reports incorporating the audit findings, audit recommendations, identified risks, risk management recommendations, root-cause analysis on all observations requiring improvement and management responses on the following areas:
- Financial Control and Progress Payments & Final Accounts Management
- Related Party Transactions And Recurrent Related Party Transactions Procedure
- Corporate Governance Review
- (follow-up audit on) Tender Management (Behrang)

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

- (follow-up audit on) Treasury Management
- (follow-up audit on) Procurement And Sourcing Management For Property Management

(h) Reviewed, identified risk, carryout root-cause analysis on all observations requiring improvement and recommend risk management procedures to the Management in respect of the areas audited in paragraph (g) above and reported to the ARMC for review and necessary actions.

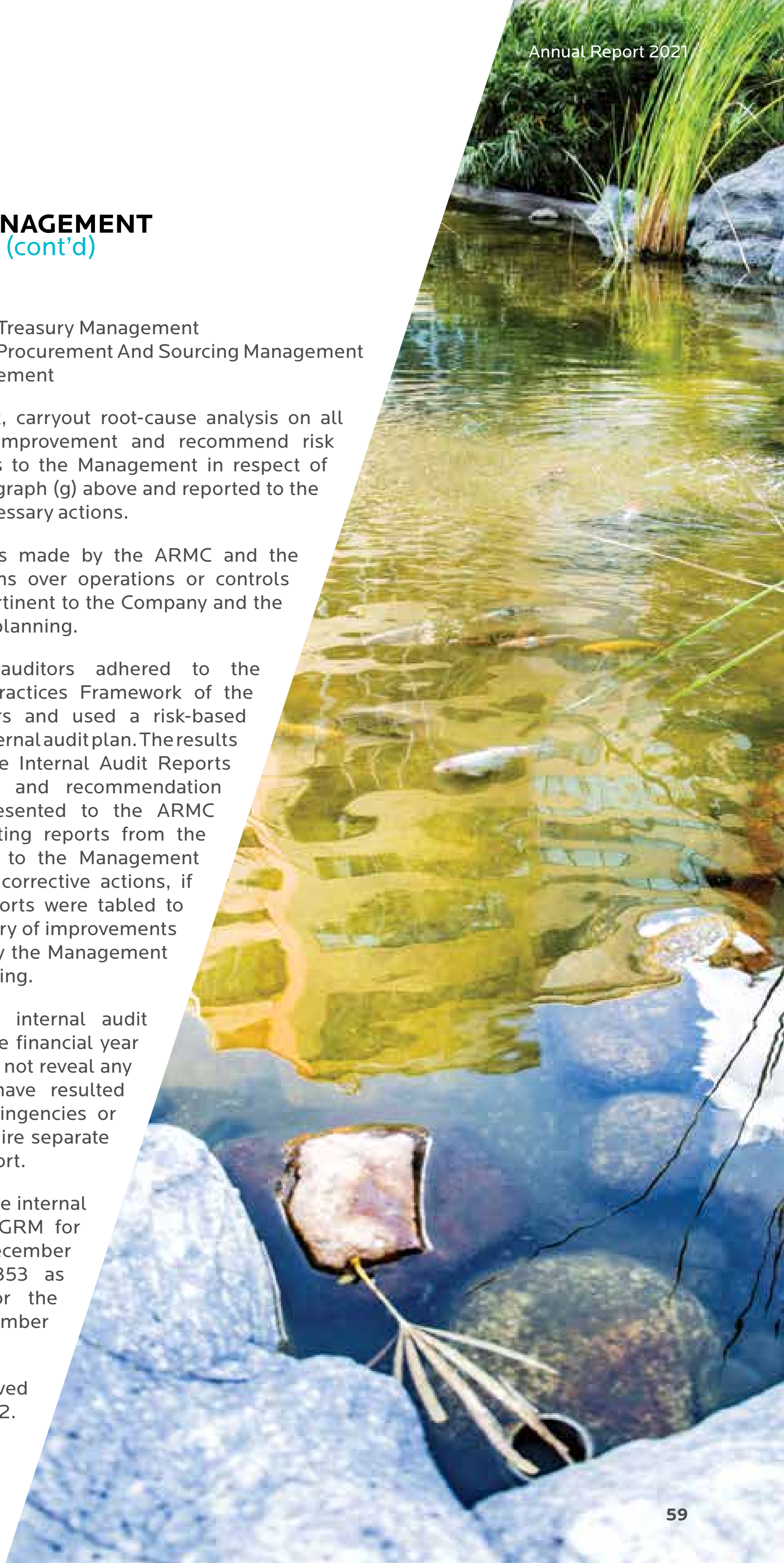
(i) Incorporated suggestions made by the ARMC and the Management on concerns over operations or controls and significant issues pertinent to the Company and the Group into the pre-audit planning.

The outsourced internal auditors adhered to the International Professional Practices Framework of the Institute of Internal Auditors and used a risk-based approach in preparing their internal audit plan. The results of the audits provided in the Internal Audit Reports together with the findings and recommendation for improvements were presented to the ARMC for deliberations. The resulting reports from the audits were also forwarded to the Management for attention and necessary corrective actions, if any, and periodic status reports were tabled to Board together with a summary of improvements required and actions taken by the Management for the Board's review and noting.

The Board noted that the internal audit reviews carried out during the financial year ended 31 December 2021 did not reveal any material weaknesses that have resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this Annual Report.

The total costs incurred for the internal audit service provided by CGRM for the financial year ended 31 December 2021 amounted to RM67,353 as compared to RM59,571 for the financial year ended 31 December 2020.

This ARMC report was approved by the Board on 31 March 2022.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Thriven Global Berhad is pleased to present the Statement on Risk Management and Internal Control for the financial year ended 31 December 2021, which outlines the nature and scope of internal controls and risk management within Thriven Global Berhad and its subsidiaries (collectively referred to as the "Group") during the year under review. This Statement is made in accordance with Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and guided by the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers.

BOARD OF DIRECTORS' RESPONSIBILITY

The Board of Directors ("Board") acknowledges its overall responsibility to ensure the establishment, adequacy and integrity of the Group's risk management and system of internal control. The Board affirms its commitment to maintaining a sound risk management and internal control system and recognises the importance of methodical risk management practices and rigorous internal controls to safeguard shareholders' investments and the assets of the Group.

The Board also recognises that there are inherent limitations to any system of risk management and internal control. Such a system can only provide reasonable, and not absolute, assurance against material misstatement or loss. Thus, the system is designed to manage and minimise impact rather than completely eliminate risks that may impact the achievement of the Group's business objectives.

RISK MANAGEMENT

The Board has delegated the responsibility of risk management to the Audit and Risk Management Committee ("ARMC"). The ARMC supports the Board in fulfilling its responsibility by regularly reviewing the adequacy and effectiveness of the Group's internal control and risk management processes. The ARMC, in conjunction with our internal auditors systematically identify and assess the risks faced by the Group according to the Group's risk management framework.

The risk management framework contains elements drawn from ISO 31000: 2018 Risk Management – Principles and Guidelines. Within the framework, the Group has an established and structured process for identifying, assessing, communicating, monitoring and continuously review risks and effectiveness of the risk mitigation strategies and actions. This process includes reviewing and updating the system of internal controls to take into consideration changes in the regulatory, business and external environment.

KEY RISKS

The Group's financial performance and operations are influenced by a vast range of risk factors. The Group aims to mitigate the exposure through appropriate risk management strategies and internal controls. Principally, the top three (3) identified risks of the Group and action plans by the Management, are as follows:

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

KEY RISKS (continued)

No.	Identified Risk	Action Plans by Management
1.	Weak Market Sentiment that Affected Sales	The Year 2021 remained dominated by the COVID-19 pandemic which severely impacted our sales. There were no aggressive marketing activities carried out during the year in view of the various forms of lockdowns since MCO 1.0. However, the marketing team has utilised mostly online or digital channels i.e. social media, search engine marketing (SEM) and online property portals such as PropertyGuru to reach out to potential audience. With the resumption of business and operations, together with the completion of our Phase 2 construction in Lumi Tropicana, more awareness campaigns were carried out which included outdoor advertisements to increase visibility and capture attention while increasing online presence through more digital advertisements. The Group will continue to focus on selling and renting our completed stocks in Lumi Tropicana, Suite eNESTa Kepong and new launches of affordable housing in Desa Aman, Kedah where the demand is resilient. More innovative and aggressive marketing strategies and activities will be implemented to boost the sales of both completed properties and those under construction.
2.	Liquidity	Apart from the cash generated from sales, the Group is dependent on a combination of equity and borrowings, both short term and long term, to fund its operations. Funding is required to meet construction costs, development costs, operating costs and finance costs. The Group is closely monitoring its cash flow requirements and ensure its financial facilities are adequate to meet its funding needs. We maintain close relationship with key bankers on a continuous basis and look at various fund raising avenues, including attractive sales packages and credit facilities to meet the Group's working capital requirements. The Group is also constantly monitoring its gearing ratio to ensure that the leverage is within acceptable level and in alignment with its growth. Apart from sales, the Group is also actively marketing our unsold completed stocks for short term and long term rental to generate recurring rental income and reduce its holding costs. In addition, the Group is also looking into monetizing its inventory of unsold completed stocks to further improve liquidity of the Group.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

KEY RISKS (continued)

No.	Identified Risk	Action Plans by Management
3.	Completion Risk/Slow Construction Progress	Various forms of lockdowns throughout the years of 2020 and 2021 have affected construction progress of the Group's ongoing projects and resulted in delayed completion. Despite the challenges faced during this pandemic, the Group has successfully handed over vacant possession of projects in Penang, Kedah and Klang Valley which generated a total handover proceeds of approximately RM44.0 million during the financial year. During construction, the Group is monitoring the contractors closely in terms of timelines and quality of works performed. Contractors are evaluated against the criteria such as a good track records of quality, manpower, healthy financial capability before awarding contract by way of tender exercise. The Group has completed all its existing projects except the Suite eNESTa Kepong, which external building works have all been completed and targeted to handover vacant possession to purchasers by end of Quarter 2, 2022.

INTERNAL CONTROLS

The Group's system of internal control encompasses governance, risk assessment, financial, organisational, operational, regulatory and compliance control matters. The key elements of the Group's internal control systems are categorised and summarised as follows:

Control Environment

1. The Group's commitment to integrity and high ethical standards of business conduct are embodied in our Corporate Code of Conduct. A copy of the Corporate Code of Conduct is available on our corporate website *(thriven.com.my > investor relations > corporate governance > corporate code of conduct)*. The Corporate Code of Conduct reiterates the Group's commitment to good corporate behaviour and is an integral part of the Group's system of internal control and corporate governance.

2. The Board has approved the business authority limits covering key aspects of the Group's business and financial operations. Management have conducted the business of the Group within this mandate provided by the Board. During the financial year, the business authority limits were revised and updated based on the latest organisation structure.

3. The Group has a clearly defined organisation structure and reporting responsibilities for all staff which is further subdivided into the northern and central region of its operations.

4. Job descriptions are established for all levels of staff which clearly stipulates their respective job responsibilities and duties.

5. The Group maintained its whistleblower policy and procedures with the intention to encourage and enable employees and other stakeholders to raise concerns regarding any illegal conduct or malpractice without being subject to victimisation, harassment or discriminatory treatment, and to have such concerns properly investigated prior to seeking resolution outside the Group. The ARMC has the overall responsibility to oversee the implementation of the whistleblower policy and procedures of the Group.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

INTERNAL CONTROLS (continued)

Control Environment (continued)

6. Departmental or functional objectives are communicated to and understood by employees with specific criteria established to measure achievement of such objectives.

7. The Group has adopted an Anti-Bribery and Anti-Corruption Policy with the enforcement of the new Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018) (effective from 1 June 2020) to deal with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business in order to prevent acts of bribery and corruption. In adherence to this Policy, the Group has adopted a zero-tolerance approach against bribery and corruption. The Anti-Bribery and Anti-Corruption ("ABC") Policies serve as the Group's pledge of commitment and initiative to eradicate the acts of corruption, breach of duty and trust, abuse of power and avoid conflicts of interest among the Group and its directors, employees and business partners. An ABC Compliance Team ("Team") which is headed by the Senior Manager, Human Resources and Administration was formed and assigned with the responsibility to oversee, coordinate and implement the Group's ABC Compliance Program. The Team reports directly to the ARMC and Board. The Team will also provide a report on any relevant activities and/or payments to the ARMC and Board on a quarterly basis.

   The ABC Policy may be viewed at our corporate website.

Risk Assessment

8. Management periodically considers or anticipates, identifies, and responds to routine events or activities that could have an impact on achieving Group-wide or process-level objectives.

9. Where appropriate, these responses would be translated into policies and/or procedures to ensure continuous application of mitigating controls to prevent recurrence and/or reduce the impact of the event or activity that prevented the Group or process from achieving its objective(s).

10. In the financial year under review, three (3) Internal Audit cycles were performed. The Internal Audit findings of the review have been reported to the Audit and Risk Management Committee and subsequently presented to the Board of Directors for discussion and deliberation. Resolution plans and corrective actions with set timelines were agreed upon to mitigate the risks identified.

    The COVID-19 pandemic and its aftermath have exposed the Group to the risk of uncertainty in sales and thus affected the Group's revenues and profits during the current financial year. Nevertheless, the Group has taken steps to alleviate and minimise COVID-19's impact on our operations, which involve among others, prudent financial management and adapting our business plans to the prevailing market. Despite the pandemic, the Group managed to deliver vacant possession of five (5) completed projects in the central and northern region in the past two (2) years since end June 2020. Next, the Group expects to deliver vacant possession for Suite eNESTa Kepong project in the first half of 2022. Other than the core business in property development, the Group has commenced its hospitality business since Quarter 4 of 2020 by operating short stay accommodations catering to travellers as well as providing rental management services for owners. Subsequent to the lifting of inter-state travel restrictions since 11 October 2021, the business has been picking up with improved average occupancy rate. Besides, the Group has started renovation works on Lumi Market Place ("LMP") and expect to commence the LMP operation by quarter 3 of 2022. Subsequent to the financial year end of 2021, the Group have managed to pare down approximately RM11.9 million of outstanding loans.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

INTERNAL CONTROLS (continued)

Control Activities

11. The Group has systematically documented Standard Operating Policies and Procedures ("SOPP") in place to guide employees in their day-to-day work. These policies and procedures are reviewed regularly and updated when necessary. During the financial year, the following SOPPs have been issued or revised:
    - One (1) new SOPP for Tender Opening Policy (issued on 24 March 2021);
    - One (1) new SOPP for Contracts and Procurement Department (issued on 1 April 2021);
    - One (1) new SOPP for Group Finance & Treasury Process – Steps for Banking & Treasury (updated on 12 May 2021 and 29 December 2021);
    - One (1) new SOPP for Handover of Vacant Possession (Issued on 24 June 2021);
    - One (1) new SOPP for Restarting Work During National Recovery Plan Phase 1 (issued on 28 July 2021);
    - One (1) new SOPP for Related Party Transaction and Recurrent Related Party Transaction (issued on 19 August 2021);
    - One (1) new SOPP for Lumi Hospitality LG Parking (issued on 7 September 2021);
    - One (1) new SOPP for Lumi Tropicana Monthly Maintenance Charges & Other Charges (issued on 30 September 2021); and
    - One (1) new SOPP for Information Technology (issued on 9 November 2021).

12. Periodic individual and collective progress assessments are carried out to ensure alignment and achievement of individual department deliverables or targets to Group's objectives and goals.

Information and Communication

13. Feedback and monitoring mechanisms are implemented to enable management to periodically assess whether business and/or Group-wide objectives have been achieved or are achievable. Monthly review of the Group's operational activities is conducted during management meetings chaired by the Group Managing Director.

14. Management frequently collaborate and meet, whether formally or informally, to discuss and address significant or potential issues in a timely manner.

15. Management is provided with timely, relevant and reliable management, financial and operational reports from the business operations and financial reporting functions of the Group.

Monitoring

16. The Board met quarterly and have set a schedule of matters, which is required to be deliberated and approved by the Board, thus ensuring the Board maintains full and effective supervision over the Group's control processes.

17. Quarterly financial results are reviewed and deliberated by the ARMC prior to announcement and release to the investing public.

18. The ARMC and Management continuously evaluate the adequacy, sufficiency and effective operation of the Group's risk management and internal control system through regular reviews, discussions and deliberations following matters brought to their attention.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

INTERNAL CONTROLS (continued)

19. The internal audit function of the Group, which is outsourced to CGRM Infocomm Sdn Bhd ("CGRM"), an independent professional firm, supports the ARMC and the Board by planning, conducting and providing independent assurance of the adequacy and effectiveness of the Group's risk assessment processes and system of internal controls through audit reviews carried out based on a rolling 24-month risk-based internal audit plan. The reviews were conducted with reference to the International Professional Practices Framework and the Code of Ethics issued by the Institute of Internal Auditors, Inc and classified and reported according to the principles of COSO Internal Control – Integrated Framework.

20. Please refer to the Audit & Risk Management Committee Report on pages 54 to 59 for a summary of internal audit and risk management activities during the financial year.

BOARD ASSESSMENT & ASSURANCE FROM MANAGEMENT

The Board is of the view that the development of a sound system of risk management and internal control is an on-going process, and will continue to take pertinent measures to maintain and improve the Group's system of risk management and internal controls in meeting the Group's strategic objectives, targets and goals.

The process for identifying, evaluating and managing risks as outlined in this Statement has been in place for the year under review and up to the approval of this statement for inclusion in the 2021 Annual Report. During the financial year, the Group has continuously evaluated and implemented a number of internal control improvements as recommended by its internal auditors.

The Board, with assurance received from the Group Managing Director, concludes that the Group's risk management and internal control system are operating effectively, in all material aspects.

REVIEW OF THIS STATEMENT BY EXTERNAL AUDITORS

Pursuant to Paragraph 15.23 of the MMLR, the external auditors have reviewed this statement for inclusion in the 2021 Annual Report, and have reported to the Board that nothing has come to their attention that causes them to believe that this Statement on Risk Management and Internal Control is inconsistent with their understanding of the processes adopted by the Board in reviewing the adequacy and integrity of the system of risk management and internal controls.

The scope of their review is set out in Audit and Assurance Practice Guide 3 ("AAPG3") Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants.

CONCLUSION

This Statement on Risk Management and Internal Control is made in accordance with the resolution of the Board dated 31 March 2022.

SUSTAINABILITY STATEMENT

ABOUT THIS REPORT

The Thriven Global Berhad ("Thriven") Sustainability Statement ("Statement") for the financial year ended 31 December 2021 ("FY2021") provides an overview of how the Group manages its Environmental, Social and Governance ("ESG") material matters along the four pillars of Marketplace, Workplace, Environment and Community.

In this Statement, we will discuss how sustainability is governed at Thriven, our stakeholder engagement strategy, and disclose the progress of our sustainability journey in terms of the strategies, initiatives and policies we have put in place to enhance business sustainability, environmental stewardship and the wellbeing of our employees and the community we serve.

REPORTING FRAMEWORK

This Statement has been prepared in accordance with the Sustainability Reporting Guide (2nd Edition) of Bursa Malaysia Securities Berhad ("Bursa Malaysia") to meet our disclosure responsibility as outlined in the Main Market Listing Requirements.

REPORTING SCOPE AND BOUNDARIES

The reporting period of this annual Statement is from 1 January 2021 to 31 December 2021, unless otherwise stated, covering topics deemed material to our stakeholders and the sustainability of Thriven. Wherever possible, we have provided statistical ESG performance data from preceding years for comparison.

The scope of this report includes the ESG activities and impacts of Thriven Global Berhad and its subsidiaries.

SUSTAINABILITY STATEMENT (cont'd)

LIMITATIONS AND DISCLAIMERS

This Statement is limited to the main operating activities for which we have direct managerial control and does not include third party disclosures. We are cognisant that there may be significant ESG impacts from our value chain and are committed to gradually extend our sustainability practices to our business partners, suppliers and contractors. As we progress on our sustainability journey, we endeavour to improve our internal data collection process to cover more areas of the business, our value chain and include additional ESG indicators for tracking and disclosure.

DISCLOSURE ASSURANCE

All data contained in this report has been sourced internally and has been verified by the respective business units and information owners. We have strived to align this report content and data with the principles of accuracy, balance, clarity, comparability, reliability, timeliness, context, materiality, completeness and stakeholder inclusiveness.

The Management and the Board of Directors have collectively reviewed this Statement and believes it provides a fair and balanced account of Thriven's sustainability performance in FY2021 and our commitments going forward. While we recognise the value of independent verification of reporting data in providing added assurance to stakeholders, we have not sought external assurance for this Statement and will consider taking that step when the sustainability function at Thriven matures.

FEEDBACK

We welcome feedback from our stakeholders on our sustainability reporting and practices to facilitate continuous improvement. Comments and recommendations can be directed to:

Thriven Global Berhad
[Registration No. 198901005042 (182350-H)]

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No. 2, Persiaran Tropicana, PJU 3
47410 Petaling Jaya
Selangor Darul Ehsan
Email : ir@thriven.com.my
General Line : +603 7688 1266
General Fax : +603 7688 1277

ESG Officer : Nasni Rozana Nasroen
Email : nasni@thriven.com.my

Company Secretary : Edmund Seet Wan Sing
Email : edmund.seet@thriven.com.my

SUSTAINABILITY STATEMENT (cont'd)

2021 SUSTAINABILITY HIGHLIGHTS

The focus on ESG is increasing in importance all over the world, bringing changes to how businesses operate in all sectors and industries. Thriven's pursuit of sustainability is centered on the balance between the creation of financial values and the realisation of non-financial values and aspirations that contribute to the socioeconomic and environmental wellbeing of the community and our planet. As a property developer, we believe in the creation of total living environments built around the needs of our residents for today and tomorrow that deliver sustainable financial results for Thriven and its stakeholders.

To that end, we strive continuously to instil best practices in our Marketplace and Workplace practices, while continuing to minimise our negative impacts on the Environment and uplift the Communities around us. The following are our key priorities and achievements for FY2021, mapped to the four pillars of sustainability:

Sustainability Pillars	Goals & Targets For FY2021	Initiatives & Achievements
Marketplace	• Continue to promote fair marketplace competition among our vendors	• Review and update on a quarterly basis measures undertaken by the Group in preventing corruption in accordance with our Anti-Bribery and Corruption Manual.
	• Ensure timely completion and handovers of our projects to customers by reducing the impacts of restrictions implemented during the various Movement Control Order ("MCO") phases to the construction process	• Successfully completed and handed over vacant possession ("VP") of several projects, including Lumi Tropicana Phase 2 (in Petaling Jaya, Selangor), Pangsapuri Enesta Desa Aman (in Kulim, Kedah) and Fortune 88 (in Nibong Tebal, Penang). The VP keys collection were held with a staggered schedule to ensure physical distancing was practiced to ensure the safety of our staff and customers.
	• Continuing stakeholder engagement in compliance with strict infection prevention standard operation procedures ("SOPs") during the various phases of MCO	• Leveraging digital infrastructure and communications (including virtual AGM and video calls via Microsoft Teams or Zoom), Thriven has sustained high levels of engagement with its Customers, Vendors, Business Partners, Financiers and Regulators.
Workplace	• Optimising operational and cost efficiencies	• Moved Company headquarters ("HQ") to new premises in Lumi Tropicana to reduce rental cost and be within our flagship project, Lumi Tropicana, to ensure the highest level of service delivery.
	• Ensuring employees' health and safety at all times	• Strict SOPs have been put in place including physical distancing measures and segregation of staff into 10 SOHO units in our new office while continuing to enforce routine and ad hoc self-testing for Covid-19.
	• Retaining all employees and avoiding staff retrenchment	• Successfully retained all employees without retrenchment or reduction in base salaries.
	• Ensuring business continuity and maintaining employee productivity and performance during MCO's mandatory closure of non-essential premises.	• Leveraging digital technology and infrastructure to enable employees to work from home during MCO's mandatory closure of non-essential premises.

SUSTAINABILITY STATEMENT (cont'd)

Sustainability Pillars	Goals & Targets For FY2021	Initiatives & Achievements
Environment	• Ensuring sustainable management of environmental resources such as water, energy and materials.	• Reduced usage of water, energy and office consumables at Thriven's offices throughout 2021.
	• Optimising reusing or recycling of materials.	• Completed renovations of new HQ in Lumi Tropicana and optimised reusing or recycling of materials from old premises.
	• Reducing printing and paper usage.	• Digitalised internal approval and payment processes as well as communications with external parties, where possible.
Community	• Continue to ensure the safety and wellbeing of our residents and the communities where we operate.	• Implementing and communicating the new pandemic SOPs in the properties we manage.
	• Continuing CSR efforts to support and uplift communities.	• Contributed RM5,000 in sponsorship to MBPJ's Food Bank and donated RM20,000 towards Covid-19 relief assistance in FY2021.

SUSTAINABILITY GOVERNANCE

Thriven recognises ESG management as a crucial component of the Group's Corporate Governance and Risk Management functions. Hence, as the highest-ranking body of Thriven, the Board of Directors has oversight of the Group's sustainability management and is ultimately accountable for Thriven's ESG performance. The sustainability function at Thriven is led by its Group Managing Director ("GMD"), Encik Ghazie Yeoh Bin Abdullah.

In this responsibility, the Board and the GMD are supported by the Senior Management, Department Heads and Project Leads as well as staff at the working level, with a top-down driven approach in determining the strategic implementation of ESG action plans. Progress of the initiatives are reported back up the chain. Any significant ESG matters are then channelled to the Senior Management and the Board of Directors for deliberation.

The sustainability governance structure of the Group is outlined below. It is a restatement from FY2020's report as the governance structure remains unchanged.

Who	Sustainability Roles & Responsibility	
Board of Directors	Deliberates and determines the Group's strategies and policies with a focus on ESG aspects	
Senior Management	Oversees the overall strategy implementation and progress	Reviews sustainability related information and presents it to the Board for deliberation
Department Heads/ Project Leads	Operationalise the plan in the respective business units and divisions	Collate sustainability related information against measurable indicators
Working Level	Implement the plan in their respective job functions	

SUSTAINABILITY
STATEMENT (cont'd)

The Group maintains a robust set of governance frameworks and policies to manage sustainability at Thriven, which includes:

- Corporate Code of Conduct
- Anti-Bribery & Corruption Policies & Procedures
- Whistleblowing Policy
- Employee Handbook
- Board Charter
- Terms of Reference of Remuneration Committee
- Terms of Reference of Audit and Risk Management Committee
- Privacy Policy
- Policies and Procedures – Remuneration of Directors and Senior Management
- Terms of Reference of Nomination Committee
- Procurement Policy
- Corporate Communication Policy

These policies are reviewed periodically to ensure its continued effectiveness. They can be accessed at our Investor Relations portal at *https://www.thriven.com.my/investor-relations/corporate-governance/*. The preparation of Thriven's Sustainability Policy is ongoing and will be ready for adoption by 2023.

The following table discloses the Group's governance-related performance data:

Disclosure	FY2019	FY2020	FY2021
Number of Board of Directors	7	7	8
Number of Independent Directors on the Board	3	3	4
Number of women on the Board	0	0	1
Number of days between the date of AGM Notice Filing Date and date of AGM Date	45	30	50
Number of days between the date of notice and date of meeting	45	30	50
Number of legal actions pending or completed during the reporting period regarding anti-competitive behaviour and violations of anti-trust and monopoly legislation in which the organization has been identified as a participant.	0	0	0
Total number and percentage of operations that have been subject to human rights reviews or human rights impact assessments, by country.	0	0	0
Total number and percentage of significant investment agreements and contracts that include human rights clauses or that underwent human rights screening.	0	0	0
Cases brought through dispute resolution mechanisms.	0	0	0

In line with the updated Malaysian Code on Corporate Governance 2021 ("MCCG 2021"), Thriven is putting in place measures to address sustainability risks and opportunities to support its long-term strategy and success. This includes encouraging Directors to attend training and seminars on sustainability and ESG to ensure they stay abreast with ESG matters relevant to the company and any emerging climate-related risks and opportunities. The matter has been discussed at Board and Nomination Committee meetings, while ESG skills and knowledge have been incorporated/are being incorporated as part of the Board skills composition. One of our Directors has attended three (3) training events on sustainability related topics in the year under review.

The Board and the Management are also working on establishing ESG-related goals and establishing the appropriate time-bound targets towards the achievement of the goals, which will focus on Green Building Index ("GBI") certification for our buildings and efforts to strengthen the Group's equal opportunities commitment to prevent incidence of discrimination and sexual harassment in our organisation.

SUSTAINABILITY
STATEMENT (cont'd)

UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

Thriven has expressed our commitment to contribute to the achievement of the United Nations Sustainable Development Goals ("UNSDG") through our role as a responsible property developer. In the year under review, we have narrowed our focus of the UNSDGs to the following goals and have outlined our contribution to each:

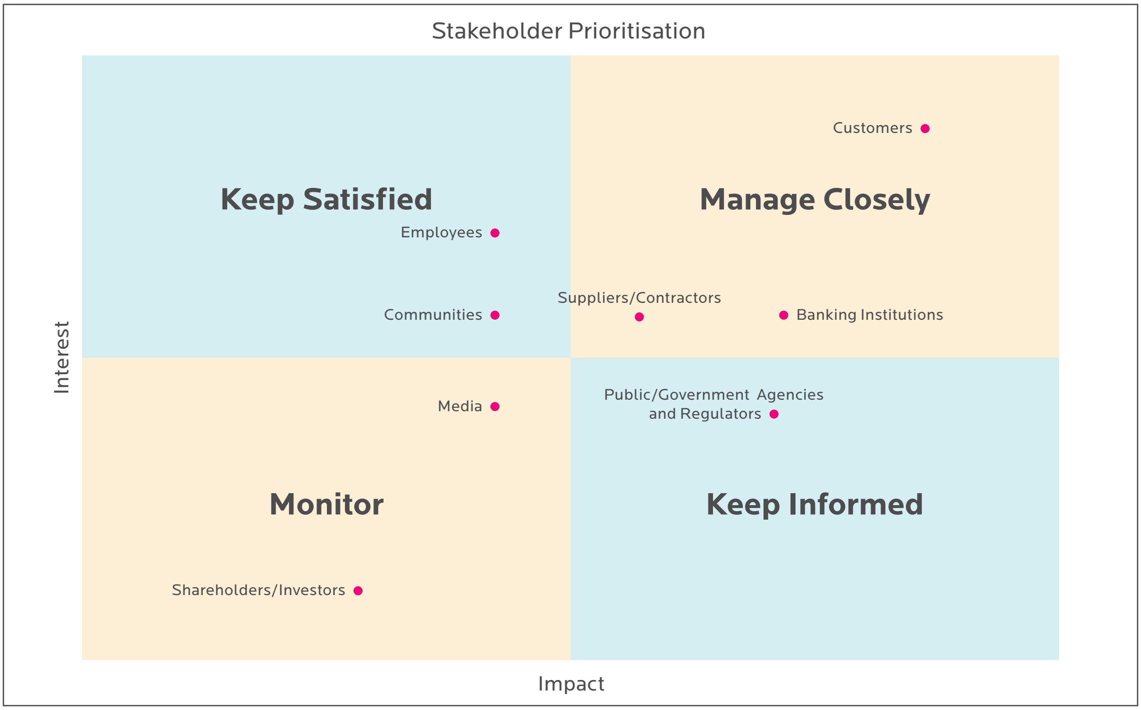
Identified Goal	Thriven's Contribution
End poverty in all its forms everywhere	• In light of the continued economic hardships experienced by the nation, Thriven donated RM20,000 towards Covid-19 relief assistance in June 2021 to the needy.
End hunger, achieve food security and improved nutrition and promote sustainable agriculture	• In FY2021, Thriven contributed RM5,000 in sponsorship to MBPJ's Food Bank to support the local municipal council's hunger relief efforts.
Ensure healthy lives and promote well-being for all at all ages	• Thriven organised health and vaccine awareness talks for staff to support the national Covid-19 vaccination campaign and the adoption of healthy lifestyles among our employees.
Achieve gender equality and empower all women and girls	• Thriven's merit-based approach in talent management supports gender equality, as demonstrated by the gender ratio of its workforce with women making up close to 50% of its executive staff. • The Group is committed to progressively attain 30% women representation on its Board, beginning with the appointment of a female Director in FY2021.
Ensure access to affordable, reliable, sustainable and modern energy for all	• Energy efficient features such as LED lightings and movement sensors are incorporated into Thriven's developments to reduce energy consumption.
Reduce inequality within and among countries	• Thriven is committed to support income inequality reduction. Since 2016, we have consistently offered our employees salaries above the new RM1,500 minimum monthly wage that will come into effect on 1 May 2022. Employees' salaries are reviewed alongside the yearly performance appraisals with an eye towards reducing income inequalities between genders and the various ethnicities. Competitive benefits and equal opportunity access to training are also offered to help level the playing field for all employees. • The Group also continues to support the nation's various affordable housing initiatives with projects such as Residensi ENESTA Kepong as part of the Rumah Mampu Milik programme.
Ensure sustainable consumption and production patterns	• Green building practices and features are actively incorporated into Thriven's property development masterplans and building processes. Aside from promoting the use of eco-friendly materials and the recycling and reuse of building raw materials where possible, rainwater harvesting features have also been incorporated in one of its developments for landscaping use.
Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, and halt and reverse land degradation and halt biodiversity loss	• Thriven's commitment to support the preservation of terrestrial ecosystems is demonstrated by the luscious masterplans of its property creations such as Lumi Tropicana, where 60% of the development's land area has been turned into greenscapes.

SUSTAINABILITY STATEMENT (cont'd)

STAKEHOLDER ENGAGEMENT

Stakeholder engagement remains a core tenet of Thriven's sustainability management strategy. The Board and Management are kept informed of their interests and concerns that have arisen through the stakeholder engagement activities carried out through the year to ensure our business strategies continue to take into consideration their changing needs and expectations.

With the changing operating environment triggered by the global pandemic, Thriven have taken the step to reassess our stakeholder prioritisation to better reflect our key stakeholders' current impact on and interests in our business, which will guide our stakeholder management strategy going forward. The following matrix shows the prioritisation of the Group's key stakeholders and our main engagement strategy relating to each stakeholder group:



Our stakeholder engagement strategy is also informed by the Group's Corporate Communication Policy. We utilise a wide range of engagement channels including newsletters, public announcements, and annual general meetings to disseminate key information about any changes in our business. All material company announcements are published on Bursa Malaysia and on our corporate website through our dedicated investor relations section where the public and our stakeholders can find information relating to the company's share price, financial results, reports, announcements and other news.

There have been no significant changes to Thriven's stakeholder engagement channels and frequency in FY2021, where communications remained primarily digital, even when restrictions were lifted towards the end of the year to ensure the continued safety and wellbeing of our employees and stakeholders. A new drive-thru VP keys collection has been introduced since FY2020 to maintain social distancing during the delivery of keys to our customers.

SUSTAINABILITY STATEMENT (cont'd)

The stakeholder engagement table below has been augmented to include the teams and departments who are the key points of contact with each stakeholder group, while the remaining disclosures in the table are a restatement from FY2020:

Stakeholder Group (Importance)	Engagement Mode	Frequency	Key Point Of Contact	Material Concerns	Engagement Outcomes
Shareholders/ Investors	• General Meetings • Reports • Investor Briefings/ Press Release • Website • Announcements	• Annually • Quarterly • As and when required	• Legal & Company Secretarial Department	• Audited financial statements • Re-appointment of Auditors and Directors • Directors' fees • Company prospects • Governance, policies and procedures • Material information disclosures • Changes in shareholdings • New issue of securities, if any	• Good governance • Communication with shareholders and investors • Compliance with regulations • Timely disclosures • Transparency • Revision to Whistleblowing Policy • Implementation of Anti-Bribery Policy
Customers	• Marketing campaigns • Digital platforms (social media, WhatsApp chats) • Sales galleries (virtual or physical)	• As and when required	• Sales Admin Department • Customer Relationship Management Department	• Affordable housing solutions • Quality and value • Return on investments • Timely vacant possession handovers	• Property sales • Handover events for Lumi Tropicana Phase 1 and Residensi Enesta Kepong
Public/ Government Agencies and Regulators	• Online surveys • Meetings • Consultations	• As and when required	• Project Department • Legal & Company Secretarial Department • Group Finance & Treasury • Human Resources & Administration Department	• Compliance • National agenda	• Compliance with relevant standards • Feedback regarding regulatory changes affecting the industry • Receipt of relevant approvals in a timely manner • Obtained land conversion, lease extensions and Development Order approvals for Section 13 • Obtained operating permit for subsidiaries to re-start work during MCO period

SUSTAINABILITY
STATEMENT (cont'd)

Stakeholder Group (Importance)	Engagement Mode	Frequency	Key Point Of Contact	Material Concerns	Engagement Outcomes
Employees	• Management Meetings • Performance Appraisals • E-letters and Memos, WhatsApp Exchanges	• Quarterly • Monthly • Half-yearly • Ongoing	• Human Resources & Administration Department	• Competitive remuneration • Employee-friendly policies • Career development • Safe and comfortable work environment	• Reviewed and revised HR policies • Skills and talent development training • Succession planning in progress • Employee job satisfaction evaluations in development
Communities	• Meetings/ Community Events	• Yearly • As and when required	• Facilities Management Department	• Responsible community engagement	• Corporate Social Responsibility activities • Communication of COVID-19 SOPs to residents
Suppliers/ Contractors	• Supplier/ Contractor Meetings • Procurement Activities • Assessments and Performance Review	• As and when • required	• Contract Department/ Project Department	• Transparent processes • Fair and timely payments • MOH compliance at worksites	• Fair procurement practices • Competitively priced source materials • Advantageous credit/payment terms
Media	• Meetings • Website and Social Media • Press Conferences and Interviews	• As and when required	• Marketing Communications Department	• Credible information on Thriven including financial information • Sales and Marketing activities	• Timely corporate updates • Enhanced company reputation • Enhanced sales
Banking Institutions	• Meetings (including virtual) • Annual Reviews	• As and when required • Periodic	• Group Finance & Treasury	• Economic and financial performance • Business risks, opportunities and growth prospects • Industry forecasts	• Obtained loan moratoriums and certain flexibilities for our existing credit facilities • Obtained new credit lines

SUSTAINABILITY STATEMENT (cont'd)

MATERIALITY MATTERS

Thriven reviews its material matters yearly during the sustainability reporting process, taking into consideration the broad range of stakeholder concerns brought to its attention and reviewing it against the company's interests and issues emerging from the changing business landscape as well as the latest regulatory requirements. This process is carried out internally by the sustainability working teams in consultation with the appointed sustainability report writer. Our materiality process in FY2021 can be summarised as follows:

1 **Identify** material sustainability matters from internal review and stakeholders' concerns

2 **Prioritise** sustainability matters for inclusion in sustainability statement

3 **Validation** of material matters by Senior Management and Board of Directors

The Board and Management have acknowledged the following list of materiality matters as being most relevant to Thriven's sustainability, which remains unchanged since FY2020. We have included an assessment of each topic's impact on Thriven's business on a scale of 1 to 10, with 1 being the lowest and 10 being highest, as a step towards the prioritisation of our material matters. We are working towards the incorporation of a materiality matrix in our future reporting cycles to provide a more accurate view of the material topics' importance to our business and to our stakeholders.

Topics	Sub-Topics	Impact (Low – High)
Marketplace		
Quality & Value	Provision of value-added services for all our developments	High
	Adherence to international quality standards and compliance	
	Enhancing quality of life of our communities	
Integrity	Regulatory and legislative compliance and ethical conduct	High
	Fair and transparent business conduct free from corruption and bribery	
	Provision of whistleblowing channels for staff to report unlawful business practices	
	Fair and impartial procurement	
Customer Engagement	Regular engagement with our customers through various initiatives and channels	High
	Protecting the privacy of our customers' data	
Risk Management	Effective risk management and control systems to respond to changes in the operating environment	High
Industry Associations	Membership in industry associations and participation in marketplace events	Medium
Codes, Policies and Handbooks	Clear policies and procedures governing workplace behaviours	Medium

SUSTAINABILITY STATEMENT (cont'd)

Topics	Sub-Topics	Impact (Low – High)
Workplace		
Recruitment	Merit-based non-discriminatory hiring	Medium
Diversity and Inclusivity	Diversity in representation and a culture of inclusivity and non-discrimination	Medium
Training and Development	Investment in employee training, education, as well as professional and personal development	Medium
Employee Performance and Remuneration	Structured and standardised periodic performance appraisal	High
	Opportunities for career growth and job promotions	
	Competitive employee remuneration and benefits based on performance	
	Recognition of outstanding performance and achievements through awards and other means of appreciation	
Health and Safety	Standardised Health, Safety and Environment ("HSE") worksite policies and practices	High
	Implementation of pandemic prevention measures	
Employee Engagement	Regular engagement with employees through formal and informal channels, events and social bonding activities	Medium
Environment		
Green Building	Putting in place sustainable and environmentally friendly construction practices	Medium
Materials Management	Conscientious use of construction materials and raw resources	Medium
Waste Management	Reducing waste and ensuring efficient disposal of waste generated	Medium
Noise Reduction	Minimising noise pollution	Medium
Energy and Water Consumption	Efficient and responsible energy and water consumption	Medium
Community		
Residential SOP Communication	Ensuring pandemic-related information and SOPs are effectively communicated to residents	Medium
CSR Activities and Volunteerism	Championing social causes and community outreach through CSR initiatives and volunteerism	Medium

These material matters form the scope of reporting for this Sustainability Statement along the four pillars of Marketplace, Workplace, Environment and Community.

SUSTAINABILITY
STATEMENT (cont'd)

MARKETPLACE

Thriven strives to contribute to a fair, competitive and vibrant marketplace, providing quality products and services to meet customers' needs while upholding ethical, sustainable and responsible business practices.

QUALITY & VALUE

Quality and value are important attributes which sustains our customers' confidence in the Thriven brand. Leveraging our synergistic ecosystem of property service offering, which encompasses property development, investment holding of developed projects, facilities management and provision of hospitality services and lifestyle retail operations, we strive continuously to provide a complete living experience of exceptional value to our customers.

Value Added

In line with our "FORWARD LIVING" philosophy, Thriven strives continuously to add value wherever we can.

This includes a range of on-demand housekeeping, music teachers, masseurs and other professional service providers pre-screened by Thriven under our Lumi Hospitality services for residents' convenience and peace of mind. Lease management services such as tenancy management and controlled rental rates are also provided to ensure investment-based homebuyers have access to a hassle-free experience in managing the tenancy while enjoying strong returns on their property purchases.

Aside from the availability of on-demand services, we continue to provide training to building management supervisors through programmes certified by the Construction Industry Development Board ("CIDB") to enhance our asset management services. Based on the feedback from customers, we have carried out several upgrading works on Lumi Tropicana and Pangsapuri Enesta Desa Aman since the VP, including the installation of CCTV cameras at the lift car, painting and landscaping works carried out to improve the neighbourhood environment to ensure a safe and pleasant living experience for its residents.

From the design which utilises smart urban planning for affordably priced quality products to the continued maintenance and upgrading works carried out beyond VP, we are committed to continually enhance the living environments of all our developments and the quality of life of our communities.

Quality Benchmarking

Thriven has put in place many internal control processes to ensure the quality of our property products. All materials used in the construction process must be registered under CIDB's material list and approved by SIRIM and other relevant authority departments. Materials with proven durability and ease of maintenance are given preference to ensure a longer quality lifespan of our products. Quality testing of the chosen materials as well as the design plans of our developments are carried out in our office, sales gallery and show units prior to approval.

Aside from the scrutiny placed on materials, we also incorporate QLASSIC assessments as key part of our quality benchmarking of the building processes. Our projects have consistently scored above 75% points in their respective QLASSIC assessments. The QLASSIC scores attained by our recent projects are disclosed in the table below:

Project	QLASSIC Score	Assessment Year
Indahyu Phase 3	77%	2019
Pangsapuri Enesta Desa Aman	80%	2021
Enesta Avenue (Show unit)	79%	2021

SUSTAINABILITY
STATEMENT (cont'd)

Our focus on innovation as a differentiator has also seen our Lumi Tropicana property creation entered into The Malaysia Book of Records on 4 August 2020 as the title holder of the "Longest Infinity Pool" in Malaysia at a length of 190 metres.

At a length of 190 metres, Lumi Tropicana holds the record for the "Longest Infinity Pool" in Malaysia.

Affordability

Our commitment to contribute to global sustainable development goals have also driven us to make affordability one of the central tenets of the Group. This sees Thriven collaborating with the national and state governments on affordable housing initiatives such as the Rumah Mampu Milik programme. Projects launched under this ambit includes Pangsapuri Enesta Desa Aman in Kedah, priced at the RM170,000 range, and Residensi ENESTA Kepong in Kuala Lumpur, with a RM300,000 price cap on apartments measuring 800 sq ft.

Thriven's properties are competitively priced to reflect what is deemed affordable in a given location, providing our buyers with appreciating investments located in strategic or matured areas close to various amenities. We have established a niche in affordable luxury properties, and our recent Lumi project is branded to reflect that value proposition.

We are keen to continue supplying the affordable housing market with quality products, which remains a resilient segment of the property market given the economic downturn and the continued support allocated by the Government's Budget allocations.

INTEGRITY

Integrity is integral in our license to operate, ensuring that Thriven continues to command the trust of our customers, our employees, our peers in the marketplace as well as our shareholders and regulatory authorities.

Thriven is committed to upholding the highest standards of integrity in all aspects of its business activities, conduct and behaviour, particularly in ensuring fairness and corruption prevention, and have outlined its importance within the Employee Handbook as well as our Corporate Code of Conduct. Our efforts to uphold integrity is supported by a robust range of governance policies, which are reviewed and updated periodically to ensure they remain relevant and effective.

SUSTAINABILITY STATEMENT (cont'd)

Our internal control processes also serve to ensure we remain in compliance with all applicable laws, legislations and regulations of the country and our industry, while striving towards achieving best practice standards in our operations.

Anti-Bribery and Corruption ("ABC")
In compliance with the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act") which came into force on 1 June 2020, Thriven has adopted a comprehensive anti-bribery and corruption ("ABC") policy and compliance programme (referred collectively as "ABC Policies") in FY2020, with revisions made on the matter in all other relevant Group policies, charters, terms of reference and Standard Operating Procedures ("SOPs") to ensure our corruption risks are being managed effectively.

The Audit and Risk Management Committee ("ARMC") and an ABC Compliance Team has been appointed to support the implementation of the ABC Policies. The ABC Policies with its accompanying manual has been disseminated to all employees and published on Thriven's website (*www.thriven.com.my*) for public access.

In FY2021, the ARMC has reviewed and updated the Board on the Group's corruption risks and prevention practices on a quarterly basis. All employees including Company Directors have undergone the necessary training and briefing sessions to familiarise themselves with the policy framework and recognition of corruption risks. A Corruption Risk Register has been created and will be maintained and updated from time to time. All Board of Directors, employees and existing vendors of Thriven have also signed an ABC Pledge, with new vendors following suit upon engagement.

There have been zero incidents of corruption reported or identified at Thriven in the year under review.

Whistleblowing
Thriven has established a Whistleblowing Policy which sets out the means by which any suspected violation of the Company's Codes of Conduct and ABC Policies can be reported confidentially without fear of reprisals if the allegation has been made in good faith. The Whistleblowing Policy was last updated in May 2020 to better align with the Group's ABC Policies.

There have been no cases of misconduct reported through the Whistleblowing channel in FY2021.

Procurement
The principles of fairness guides our procurement practices alongside the prioritisation of local suppliers and contractors with a strong track record of responsible social and environmental practices and project delivery. This procurement commitment is outlined in our Procurement Policy and our updated SOP for Contracts and Procurement issued on 1 April 2021 and the Tender Opening Policy issued on 24 March 2021, which were amended in consultation with our internal auditor and appointed consultant for the implementation of our ABC Policies.

We are happy to report that 100% of projects up for tender in FY2021 have been awarded to local suppliers and contractors, with the total value awarded standing at RM7.2 million for the Central Region. The Northern Region did not carry out any tender exercises in the year under review.

100%

of tenders awarded to **local suppliers** and **contractors**

SUSTAINABILITY STATEMENT (cont'd)

CUSTOMER ENGAGEMENT

Customer engagement is key in ensuring Thriven is able to design its property products and services offering to continue meeting customers' evolving needs. This important responsibility is spearheaded by the Customer Relationship Management Department, which has put in place SOP to guide our sales and administrative teams. We have continued to improve our customer engagement practices to suit the changing times, now favouring digital channels established since 2018 such as our CRM live chat "WIX", dedicated CRM WhatsApp hotline number, and our CRM email portal (*crm@thriven.com.my*) to ensure social distancing amid the pandemic. Virtual showrooms facilitated the viewing experience during MCO, while 'Thrivers', our frontline customer relationship managers, helped guide customers' homeownership journey through the digitalised process. A 'drive-thru' vacant possession handover experience was also conceptualised in FY2020 to make our customers' homeownership journey safer and more memorable.

In our bid to continually enhance customers' experience with Thriven, we plan to incorporate customer satisfaction surveys into our VP process in the near future to establish benchmarks for further improvements.

Digital tools and platforms such as WIX chat and virtual showrooms facilitated Thriven's customer engagement activities amid the ongoing pandemic in FY2021.

A drive-thru vacant possession keys collection process was established to ensure a safe handover process.

SUSTAINABILITY STATEMENT (cont'd)

RISK MANAGEMENT

Thriven has established robust risk management and internal control processes, which includes the identification of ESG risks and opportunities, to ensure all business risks are monitored and managed to reduce the probability and potential of negative impacts. This responsibility is spearheaded by the Executive Risk Management Committee consisting of senior management and heads of department with the GMD at the helm, while the Board, via the ARMC, reviews the effectiveness of the process. Our risk management framework is drawn up in reference to ISO 31000: 2018 Risk Management – Principles and Guidelines, and the Enterprise Risk Management standard.

The top five risks identified in our risk management process and the mitigation measures implemented are detailed below:

Top Risks	Risk Matrix	Description of its impact	Mitigation Measures
Slow Sales	High	The prolonged pandemic continued to impact the economy, reducing consumer spending power and dampening property sales.	The Management and Marketing teams have come up with several initiatives including the creation of new sales packages, marketing campaigns and advertisements to drive customer interest and push sales.
Low Property Valuation by Banks	High	Amid the current market uncertainties, property valuations by banks have trended lower than the purchase price, using more conservative estimates in a bid to protect their investment risks from loan defaults. This property value will then determine the loan amount they are willing to lend property buyers, leading to lower financing margins.	The Management team has proposed to adjust the sales price downwards and reduce rebates to close the valuation price gap while protecting the Group's profit margin. In addition to that, the Sales Administration Department is also liaising with the banks to secure end-financing for purchasers.
Tighter Cashflow to Fund Projects	High	Construction delays during the pandemic and lockdowns have impacted the Group's progress billings on its ongoing property projects. Coupled with the rising construction and materials costs as well as slower sale, this has put a significant strain on the Group's cashflow, hampering funding for projects in its pipeline.	The Management team has applied for new loans from a few financial institutions. At the same time, the team also concentrated its efforts on obtaining the Certificate of Completion and Compliance ("CCC") and hand over vacant possession ("HOVP") of existing projects in order to bill and collect payments.

Top Risks	Risk Matrix	Description of its impact	Mitigation Measures
Completion Risk	High	The repeated disruptions from the various phases of MCO since March 2020 to contain the pandemic had caused significant delays in construction progress, causing overruns on delivery timelines and hence, construction costs. These unexpected disruptions and bloated cost have caused significant liquidity issues for the contractor, increasing Thriven's project completion risk in FY2021.	Thriven maintained close engagements with contractors to ensure immediate actions are taken to mitigate any delay in the delivery of projects followed by close monitoring of projects by the project team. In addition to that, a Covid Relief Assistance Fund was also channelled to help offset fixed overhead costs incurred during MCO 1.0 and 3.0, which covers cost for tower crane, passenger hoist, plant and machineries and workers welfare during the affected period. At the same time, Thriven has also submitted an application for an extension of time for the HOVP of the affected project equal to the number of MCO disruption days.
Authorities' Approvals	High	Delay by the relevant authorities in granting required approvals for works related to our development projects and/or issuance of letters of support/approvals in order to obtain the Certificate of Completion and Compliance ("CCC") have affected the issuance of CCC for our development projects.	The Management and Project teams have been following up closely with the relevant authorities for the required approvals and/or letters of support.

Customer Privacy

During the course of our business activities, we will inevitably come into contact with large amounts of customer's personal data which may be sensitive in nature. We adhere fully to the Personal Data Protection Act 2010 ("PDPA") in the management and protection of our customers' personal data and will never use it for commercial purposes without their consent. Suppliers and business partners are also bound to Non-Disclosure Agreements on the protection of this data.

This commitment is outlined in our Privacy Policy, which is posted on our website at *https://www.thriven.com.my/investor-relations/privacy-policy/*.

INDUSTRY ASSOCIATIONS

Thriven continues to be an active member of the marketplace through our membership in real estate industry associations such as Real Estate and Housing Developers' Association ("REHDA") and Construction Industry Development Board ("CIDB"), which serves to enhance our Company's credibility, widen our network and allows us to participate in policy dialogue while staying up to date on market changes.

Although Thriven is not a member of the Commissioner of Buildings ("COB"), our Facilities Management divisions such as Eco Green Services Sdn Bhd and Residensi Enesta Kepong Management Corporation operates under the jurisdiction of the Kuala Lumpur City Hall ("DBKL") COB, while the Lumi Tropicana Joint Management Body falls under the jurisdiction of Petaling Jaya City Hall ("MBPJ") COB. They work closely with the respective COBs to ensure compliance with the local authorities' rule and regulations and in the enforcement of the Strata Management Act 757 Act 2013.

SUSTAINABILITY
STATEMENT (cont'd)

WORKPLACE

At Thriven, we believe that a healthy and sustainable workplace nurtures employees to thrive better, and to be more driven to deliver better results. That is why we continue to put a strong emphasis on human resources as a key function of sustainability to recruit, upskill, engage and reward our employees.

CODES, POLICIES & HANDBOOKS

Our workplace practices are regulated by a set of codes, policies and handbooks (as disclosed on page 70 of this annual report) which sets out the guidelines and expectations for employee workplace behaviours. Since the introduction of remote working arrangements in FY2020 and implementation of workplace pandemic prevention measures, as well as the gradual lifting of restrictions under the National Recovery Plan in FY2021, we have set out to systematically document, review and update the Standard Operating Policies and Procedures ("SOPP") regularly to guide employees on their day-to-day work as part of the Group's Back to Work arrangement during the National Recovery Plan.

The following SOPPs have been issued and revised during FY2021:

- One (1) new SOPP for Tender Opening Policy (issued on 24 March 2021);
- One (1) new SOPP for Contracts and Procurement Department (issued on 1 April 2021);
- One (1) new SOPP for Group Finance & Treasury Process – Steps for Banking & Treasury (updated on 12 May 2021 and 29 December 2021);
- One (1) new SOPP on Handover of Vacant Possession (issued on 24 June 2021);
- One (1) new SOPP for Restarting Work During National Recovery Plan Phase 1 (issued on 28 July 2021);
- One (1) new SOPP for Related Party Transaction and Recurrent Related Party Transaction (issued on 19 August 2021);
- One (1) new SOPP for Lumi Hospitality LG Parking (issued on 7 September 2021);
- One (1) new SOPP for Lumi Tropicana Monthly Maintenance Charges & Other Charges (issued on 30 September 2021); and
- One (1) new SOPP for Information Technology (issued on 9 November 2021).

We will continue to review and update our guidelines and SOPPs from time to time as the need arises to safeguard efficiency and propriety at Thriven.

RECRUITMENT

Thriven practices a merit-based equal opportunity hiring policy to ensure we continue to attract the best talent suited to our organisational needs. The Group has been prudent in its recruitment activities over the past two years, focusing on filling essential talent gaps while endeavouring to prevent staff retrenchments amid the economic downturn. We are happy to note that Thriven have not had to implement any voluntary or mandatory separation scheme in the year under review.

Employee turnover for FY2021 stands at 19.7%, while welcoming 11 new hires to the Group during the year. No retirements were registered in FY2021 while one of our employees received a long service award in recognition of his 10 years of service. A breakdown of the Group's recruitment performance data is provided below:

Recruitment Performance Data	FY2019	FY2020	FY2021
Total no. of new hires:	26	6	11
No. of new hires by age group:			
– Ages 20-29	11	2	9
– Ages 30-39	9	4	2
– Ages 40-49	5	0	0
– Ages 50-59	0	0	0
– 60 Years and Above	1	0	0
No of staff who retired:	1	0	0

SUSTAINABILITY STATEMENT (cont'd)

DIVERSITY & INCLUSIVITY

Diversity is a source of strength for our country and the Group, providing a wider range of perspectives to inform our business insights. We make a conscious effort to celebrate this diversity through inclusive policies and employee engagement activities, taking an equal opportunity approach to our hiring, retaining, training, promotion and reward of employees irrespective of age, race, gender and religion to develop a high-performance culture in our organisation.

The following table provides a breakdown of the changing age, gender, ethnicity and nationality composition of our workforce:

General Workforce Data	FY2019	FY2020	FY2021
Total Workforce	88	80	76
Male Employees	53	46	46
Female Employees	35	34	30
Malaysian Employees	88	80	76
Foreign Employees**	0	0	0
Malay Employees	40	40	39
Chinese Employees	44	38	35
Indian Employees	2	2	2
Other Ethnicities	1	0	0
Ages 20-29	19	16	14
Ages 30-39	35	33	32
Ages 40-49	26	20	20
Ages 50-59	6	8	8
60 Years and Above	2	3	2

We have taken another step to support equal opportunity for women with the addition of a female Director to our Board in FY2021 while striving to progressively achieve the target of 30% women representation in the near future.

TRAINING AND DEVELOPMENT

Talent training and development continue to be prioritised in FY2021 to upskill our employees and provide them the knowledge and competencies to improve their job performance and facilitate the attainment of their life goals. The training sessions carried out in FY2021 are listed below, with a total of 896.5 training hours logged and RM76,080 spent. This translates to an average of 11.80 average training hours per employee for the entire organisation, which is a marked improvement from FY2020, where training expenditure was reduced to conserve our financial capital amid the pandemic. Internship placements, and successor trainee and mentorship programmes have been temporarily halted in FY2021 due to the pandemic restrictions in place.

SUSTAINABILITY STATEMENT (cont'd)

Date	Name Of Course	Training Provider	Funding Source
3 & 4 February 2021	Customer Service Excellence (online)	Skills Johor Sdn. Bhd.	Complimentary
2 & 3 March 2021	High Impact Property Closing for Non-Sales Staff	Fourth Quadrant Communications	Company
6 & 7 April 2021	Business English for Small Medium Enterprise	Skill Johor Sdn. Bhd.	Complimentary
17-18 August and 1-8 September 2021	Financial Accounting and Fixed Asset for GGT	MHW	Company
20 August 2021	Applying Lean in Cross Generation Workforce	Skills Johor Sdn Bhd	Complimentary
20 August 2021	PDS Training	MHW	Company
26 August 2021	Senior Inspirations Talk (SIT) Kedah Perlis Edition	REHDA Kedah Perlis	Company
3 September 2021	The Great Reset - From New Normal to Now Normal	Global Training Network Alliances	Complimentary
23, 24, 25 November 2021	Managing Customer Experience	Skills Johor Sdn. Bhd. (via Zoom)	Complimentary
24, 25, 26 November 2021	Art of Selling	Skills Johor Sdn. Bhd. (via Zoom)	Complimentary

Employee Training Data	FY2019	FY2020	FY2021
Total Training Hours Conducted	411	225.5	896.5
Average Training Hours Per Employee	4.67	2.81	11.80
Total Training Expenditure (RM)	23,369	7,319	76,080
Amount of HRDF Contribution (RM)	48,518	10,193 (Jan, Feb & Sep only)	0 (de-registered)

Screenshot of virtual sales training session conducted in FY2021.

SUSTAINABILITY STATEMENT (cont'd)

EMPLOYEE PERFORMANCE AND REMUNERATION

Thriven provides a range of talent management strategies to ensure appropriate and competitive remunerations for our employees that commensurate with their performance. This merit-based approach is the backbone of our continued success in cultivating a high-performance culture at Thriven.

Performance Review

Employee performance appraisals are carried out on a yearly and as-needed basis to ensure our employees remain on track towards achieving the set Key Performance Indicators and their respective career goals. We have successfully carried out performance appraisals for all employees (100%) in the organisation during FY2021.

Job Promotion

All employees regardless of their age, gender, race and religion have an equal opportunity for job promotion towards becoming leaders of the company. Whenever a position becomes available, we prefer to promote employees from within the Group to fill the role before looking elsewhere for suitable candidates.

During the year under review, we have carried out 7 replacement hiring, 3 crucial new hiring and 1 contract renewal of staff based on the needs identified through our performance appraisal process. We have also carried out 4 internal promotions in 2021. The details of the promotions are as below:

Company	Department	Previous Designation	New Designation
EGSSB	Facilities Management	Manager, Property	Senior Manager, Facilities Management
TGB	Legal & Company Secretarial	Executive, Legal & Company Secretarial	Senior Executive, Legal & Company Secretarial
TGB	Directors Office	Executive, Administration	Senior Executive, Project Administration
MVSB	Customer Relationship Management	Executive, Customer Relationship Management	Senior Executive, Customer Relationship Management.

Employee Benefits

Thriven provides a range of competitive benefits and remuneration packages as part of our talent management strategy. Our salary structure takes into account the various skills, professional qualifications, experience and other attributes of each employee, as well as the responsibilities of their role, to ensure the provision of a market competitive remuneration package.

The range of benefits available to our employees continue to be fine-tuned to incentivise performance and inspire loyalty. The benefits provided in FY2021 include but are not limited to:

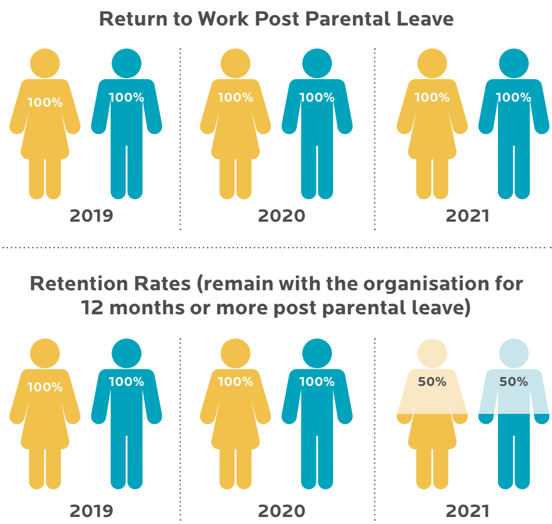
- Health Coverage
- Employee Service Award
- Dental Coverage
- Education Assistance
- Insurance
- Study Leave
- Travel Allowance
- Employee Discounts
- Professional Society Membership
- Maternity and Paternity Leave
- Reward for Perfect Attendance
- Company Car Usage/ Mileage Claims
- Employee Referral Programme

SUSTAINABILITY STATEMENT (cont'd)

As a family-friendly employer, Thriven provides 60 days maternity leave for all female employees and 3 days paternity leave for all male employees who have been confirmed in their appointment. The maternity and paternity leave entitlement and utilisation data are provided below:

Parental Leave	FY2019	FY2020	FY2021
No. of Employees Entitled for Maternity and Paternity Leave	85	78	73
No. of Employees Who Took Paternity Leave	2	1	2
No. of Employees Who Took Maternity Leave	2	4	2

Return to Work Post Parental Leave



Aside from salary and benefits, Thriven also adheres to the statutory payments to Employees Provident Fund ("EPF") and Social Security Organisation ("SOCSO"). The total payout for our employees' wages, bonuses, benefits and statutory contributions for the past 3 years are disclosed below:

	FY2019	FY2020	FY2021
Total payments made to employees in terms of salaries, bonuses and benefits	9,399,656	8,407,371	8,375,731
Total statutory payments made for employees' retirement benefits (EPF)	1,098,219	990,580	902,163
Total payments to SOCSO for employees' medical insurance	68,387	66,316	59,014
Total:	**10,566,262**	**9,464,267**	**9,336,908**

Awards and Appreciations

Awards and appreciation initiatives are carried out to incentivise service quality and employee loyalty to the organisation. We have conferred one (1) long service award in FY2021.

Meanwhile, the Employee Referral Programme introduced to reward new hire referrals from employees have seen some success in FY2021 after the reward fee increment implemented in FY2020, registering additional recruitment candidates from the referral programme.

HEALTH AND SAFETY

As a supporter of universal human rights, Thriven believes all employees should be provided a safe working environment and have established a zero-tolerance approach to non-compliance with Health, Safety and Environment ("HSE") practices and safety standards. This expectation and commitment is extended to all our suppliers and contractors, who are required to ensure all necessary safety training, personal protective equipment and other safeguards are provided for work to be conducted safely at all work sites and offices.

SUSTAINABILITY STATEMENT (cont'd)

Pandemic Prevention Measures

The Covid-19 outbreak prevention measures implemented in FY2020 continues to be in place, with modifications made in alignment with the latest recommendations of the Ministry of Health ("MOH") and the Ministry of International Trade and Industry ("MITI"). This includes the implementation of social distancing measures, temperature scans, MySejahtera check-ins, mandatory face masks, sanitation measures, limitations to worker headcount, and encouragement of virtual meetings and communication channels. Air purifiers, fogging disinfectants, and hand sanitisers are also provided to reduce the spread of germs and viruses. All employees are also required to carry out RTK saliva or nasal Covid-19 self-test every week by rotation, with the cost for the test kits borne by Thriven.

In support of the national vaccination campaign, Thriven's HR department has also invited Dr. Megat Amirul Amzar, vaccine advocate from PPUM, to give talk on "Covid-19 Vaccination: What You Need to Know" on 29 March 2021. The virtual 1-hour session was held to help our employees better understand the new Covid-19 vaccines in an effort to encourage registration and uptake for the vaccine. The Northern office also participated in the Construction Industry Vaccination Program ("CIVac") which was held by CIDB, bearing the cost for the vaccination to ensure our employees' safety and facilitate the reopening of its business operations. We're pleased to report that 100% of Thriven's employees have been fully vaccinated against Covid-19.

The total cost of implementing these additional COVID-19 safety measures during the financial year are disclosed below:

FY2021 COVID-19 Safety Measures	Amount (RM)
Construction Industry Vaccination Program ("CIVac")	900
COVID-19 Self-Test Kits	8,525
COVID-19 PCR & RTK Tests	4,737
8 HEPA Air Purifiers	6,769
6 Digital Touchless Thermometer	902
Total:	**21,833**

HEPA Air Purifiers and Digital Touchless Thermometer was purchased and installed around our office premises to reduce the risk of workplace transmissions.

SUSTAINABILITY STATEMENT (cont'd)

Worksite Safety Practices

Due to the nature of Thriven's business, the Group's exposure to workplace accidents is largely restricted to the construction sites of its property projects. Worksite employees are provided with SIRIM-approved personal protective equipment ("PPE") such as safety helmets, reflective vests, safety boots, hand gloves, and dust masks.

Thriven's occupational health and safety ("OHS") management approach requires our main contractors to provide a full-time safety officer on site to ensure compliance with CIDB requirements for projects valued at RM20 million and above. The safety officer is responsible for conducting hazard identification and implementation of OHS briefings and training programmes, and the submission of a Health and Safety Report every month in compliances with Malaysia's Occupational Safety and Health Act ("OSHA") requirements. Toolbox meetings are also conducted by the main contractor at least once a week.

Since the onset of the pandemic, Covid-19 health and safety protocols have also been incorporated into the Group's worksite OHS practices, with regular Covid-19 test and screening measures to ensure compliance with guidelines issued by the MOH, National Security Council ("NSC" or "MKN"), and the Public Works Department ("JKR"), in addition to the regular CIDB requirements.

EMPLOYEE ENGAGEMENT

Engagement with the Group's employees continue to be championed amid the pandemic to ensure their needs and concerns are addressed and to facilitate efficient work processes. Due to safety concern, these engagement efforts continued to remain mostly virtual in FY2021, utilising digital tools such as MS Teams to conduct meetings virtually and WhatsApp Group, which was actively used for sharing of information regarding Company matters as well as Covid-19 updates.

A total of nine (9) Management meetings were held using MS Teams from January to September 2021. Upon the lifting of restrictions in 4Q2021, the last two (2) Management meetings of the year were held physically in the months of October and November 2021. At the end of the year on 23 December 2021, a friendly futsal match was also held between the Group's employees and the MBPJ Building Department at Lumi Tropicana.

Other employee engagement activities for the year included a Long Service Award ceremony for Lim Beng Lee, as well as the Covid-19 Vaccine Awareness talk held on 29 March 2021. The human resources department also helped to arrange vaccine appointments for employees who did not receive their appointments to ensure that the Company achieved 100% vaccination rate as soon as possible.

Friendly futsal match with MBPJ Building Department at Lumi Tropicana on 23 December 2021.

ENVIRONMENT

As a property developer, Thriven recognises the risks that climate change and biodiversity loss pose to society and is committed to minimise the impacts of our business activities on the environment. We observe strict compliance with all relevant environmental laws and regulations at our property worksites.

GREEN BUILDING

Thriven's goal has always been to design and construct buildings that will be green building index ("GBI") certified. We actively incorporate green building design principles and features into our property creations that will help to reduce resource consumption throughout the building's lifespan from construction to VP. Rainwater harvesting systems are routinely incorporated into our property designs, with the rainwater collected used towards landscape maintenance activities.

As a result of these efforts, Lumi Tropicana successfully obtained GOLD Green Building Index ("GBI") certification for the entire project in FY2021.

MATERIALS MANAGEMENT

As part of our Green Building commitment, material selection for use in our property projects are scrutinised to eliminate the use of scarce natural raw resources such as marble, granite and timber. We have committed to procure more than half of our construction materials from renewable sources, and all the materials used must be CIDB and SIRIM approved.

Aside from construction sites, we are also committed to waste reduction at our office, opting for environmentally friendly and recyclable consumables such as paper and ink cartridges to reduce our carbon footprint. Our processes are increasingly being digitalised to prevent unnecessary printing, with double-sided printing practiced when printing is necessary to reduce its consumption. This also serves to reduce our filing and cabinet space needs.

Lumi Tropicana has achieved Green Building Index certification in FY2021.

SUSTAINABILITY STATEMENT (cont'd)

WASTE MANAGEMENT

Growing landfills is a serious environmental concern and Thriven is committed to do our part to reduce this through responsible waste management of our operations.

Construction waste such as debris, hardcore and concrete waste, steel scraps and chemical waste generated at our project construction sites are responsibly disposed of in compliance with DOE's regulatory standards by waste management contractors. We also practice recycling on site to reuse materials wherever possible to extend its lifespan and reduce waste production, and our construction site at Lumi Tropicana voluntarily practices separation of construction waste and food waste on site in an effort to live up to our GBI aspirations.

Likewise at our offices, employees are encouraged to Reuse, Reduce and Recycle whenever possible.

NOISE REDUCTION

In consideration for the welfare of the communities near our construction sites, Thriven makes a conscious effort to opt for low noise and low vibration equipment for a quieter construction experience and reduce noise pollution to the neighbourhood.

ENERGY AND WATER CONSUMPTION

Thriven is committed to the conservation of energy and water in our operations and to help reduce its consumption throughout the lifespan of the properties we create. Energy and water efficient fittings such as LED lights and rainwater harvesting systems are installed to help conserve these resources, while our building are designed to encourage cross ventilation and natural lighting.

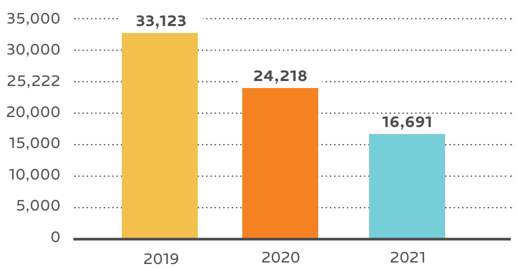
Thriven continues to register lower electricity consumption at our headquarters in FY2021 compared to the preceding years, due to the various energy saving initiatives implemented and the higher number of lockdown days in 2021.

Our water utility bill on the other hand saw a spike in FY2021 due to the move of our headquarters from a single unit at Menara LGB at Taman Tun Dr Ismail, Kuala Lumpur, to our new premises at Lumi SoHo Office at Tropicana, Petaling Jaya, which consists of 10 SoHo units with a minimum water utility charge of RM20 per unit per month. Our water consumption intensity remains comparable to the previous years.

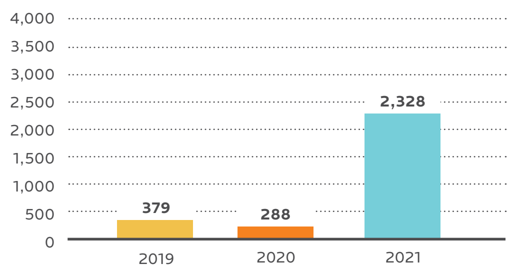
Our electricity and water utilities bill for the past three (3) years is disclosed below:

Thriven HQ Utilities Bill

Electricity (RM)



Water (RM)



SUSTAINABILITY STATEMENT (cont'd)

COMMUNITIES

In line with our 'FORWARD LIVING' philosophy in the creation of properties that support thriving communities and sustainable lifestlye, Thriven has always been active in engaging the residents of our property developments to help foster community living in the neighbourhood and to better understand their needs and concerns. However, due to the pandemic risks, physical engagement activities continue to be avoided, while our facilities management team relied on online communication tools such as email and WhatsApp to gather community feedback, address complaints and manage facilities booking and renovation applications.

Residential SOP Communication
In FY2021, we continued to keep our residents updated about the latest health and safety measures implemented and changes to pandemic related SOPs through notices posted around the communal residential areas to help ensure their safety and wellbeing.

CSR Activities & Volunteerism
Despite the economic hardships, Thriven continued to support the community through sponsorships and donations. In June 2021, Thriven donated RM20,000 to our contractor to help with some Covid-19 emergency matters for their site workers. In light of the continued economic hardships faced by society during the pandemic, we also contributed RM5,000 to the MBPJ food bank to support food security for the needy.

Residential Pandemic Prevention Communication at Lumi Tropicana

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are required by the Companies Act 2016 ("the Act") to prepare financial statements for each financial year which have been made out in accordance with applicable Malaysian Financial Reporting Standards (MFRSs), the International Financial Reporting Standards (IFRSs) and the requirements of the Act.

The Directors are responsible to ensure that:-

(a) the financial statements give a true and fair view of the state of affairs of the Group and of the Company as at the end of each financial year and of the results and cash flows of the Group and of the Company for the financial year then ended;

(b) the Management has used suitable accounting policies and applied them consistently, made reasonable and prudent judgments and estimates, in the preparation of the financial statements on a going concern basis; and

(c) the Group and the Company keep accounting records which disclose the financial position of the Group and of the Company with reasonable accuracy, enabling them to ensure that the financial statements comply with the Act.

The Directors are also responsible for taking such steps as are reasonably to them to safeguard the assets of the Group and of the Company, and to detect and prevent fraud and other irregularities.

This statement was approved by the Board of Thriven on 31 March 2022.


YAMAHA

FINANCIAL STATEMENTS

DIRECTORS' REPORT

The Directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding, property development and property investment.

The principal activities and other information of the subsidiaries are set out in Note 8 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
(Loss)/Profit for the financial year	(14,227)	3,174
Attributable to:		
Owners of the parent	(15,940)	3,174
Non-controlling interests	1,713	–
	(14,227)	3,174

DIVIDEND

No dividend has been paid, declared or proposed by the Company since the end of the previous financial year. The Directors do not recommend any payment of dividend in respect of the financial year ended 31 December 2021.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those presented in the statements of changes in equity.

ISSUE OF SHARES AND DEBENTURES

The Company did not issue any new shares or debentures during the financial year.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year.

DIRECTORS' REPORT (cont'd)

DIRECTORS

The Directors who have held office during the financial year and up to the date of this report are as follows:

Datuk Fakhri Yassin bin Mahiaddin	
Ghazie Yeoh bin Abdullah*	
Dato' Low Keng Siong*	
Henry Choo Hon Fai	
Rewi Hamid Bugo	
Lee Eng Leong	
Datuk Azrulnizam bin Abdul Aziz	(Appointed on 5 August 2021)
Cindy Toh Siu Mei	(Appointed on 5 August 2021)
Lim Kok Beng	(Resigned on 17 June 2021)

* *Directors of the Company and its subsidiaries*

Pursuant to Section 253 of Companies Act 2016 in Malaysia, the Directors of the subsidiaries of the Company who have held office during the financial year and up to the date of this report are as follows:

Tunku Zainol bin Tengku Izham	
Che Hasnadi bin Che Hassan	
Ramzia binti Arshad	(Alternate Director to Tunku Zainol bin Tengku Izham)
Teoh Kong Haur	
Seet Wan Sing	(Appointed on 29 December 2021)
Augustone Cheong Kwok Fai	(Resigned on 29 December 2021)

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in ordinary shares of the Company and of its related corporations during the financial year ended 31 December 2021 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia were as follows:

	Number of ordinary shares			
Shares in the Company	**Balance as at 1.1.2021**	**Bought**	**Sold**	**Balance as at 31.12.2021**
Direct interests				
Ghazie Yeoh bin Abdullah	23,939,619	–	–	23,939,619
Dato' Low Keng Siong	50,264,610	–	–	50,264,610
Rewi Hamid Bugo	2,349,700	–	–	2,349,700
Deemed interests				
Datuk Fakhri Yassin bin Mahiaddin [1]	148,524,802	–	–	148,524,802
Rewi Hamid Bugo [2]	2,888,400	–	–	2,888,400

[1] *Deemed interest pursuant to Section 8(4) of the Companies Act 2016 by virtue of his shareholding in Ketapang Capital Sdn. Bhd..*

[2] *Deemed interest pursuant to Section 8(4) of the Companies Act 2016 by virtue of his shareholding in Santubong Properties Sdn. Bhd. and indirect interest through shareholding by his father in the company.*

By virtue of his substantial interests in the ordinary shares of the Company, Datuk Fakhri Yassin bin Mahiaddin is also deemed interested in the shares of all the subsidiaries to the extent that the Company has an interest.

None of the other Directors holding office at the end of the financial year held any interest in the ordinary shares or options over ordinary shares and debentures of its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than those benefits included in the aggregate amount of remuneration received or due and receivable by the Directors as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest other than certain Directors who may be deemed to derive benefits by virtue of trade transactions entered into with companies in which certain Directors have substantial financial interests.

The details of the above transactions are disclosed in Note 29 to the financial statements.

There were no arrangements made during and at the end of the financial year, to which the Company is a party, which had the object of enabling the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' REMUNERATION

The details of remuneration paid and payable to the Directors of the Group and of the Company for the financial year are as follows:

	Group and Company 2021 RM'000	2020 RM'000
Executive:		
- Salaries and other emoluments	**3,272**	3,305
Non-executive:		
- Directors' fees	**163**	154
- Other emoluments	**2**	17
	165	171
Total	**3,437**	3,476

Included in Directors' remuneration of the Group and of the Company are estimated monetary value of benefits-in-kind provided to the Directors of the Group and of the Company during the financial year amounted to RM1,082,000 (2020: RM1,114,000).

Remuneration paid and payable to the Directors of the Group and of the Company for the financial year, analysed into bands of RM50,000 are as follows:

	Number of Directors 2021	2020
Executive:		
RM1,300,000 - RM1,350,000	**–**	1
RM1,250,000 - RM1,300,000	**1**	–
RM1,000,000 - RM1,050,000	**1**	1
RM950,000 - RM1,000,000	**1**	1
	3	3
Non-executive:		
Below RM50,000	**6**	4

DIRECTORS' REPORT (cont'd)

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

The Group and the Company effected Directors' and officers' liability insurance during the financial year to protect the Directors and officers of the Group and of the Company against potential costs and liabilities arising from claims brought against the Directors.

The total amount of insurance premiums effected for the Directors and officers of the Group and of the Company were RM12,641 for the financial year.

There were no indemnity given to or insurance effected for the auditors of the Group and of the Company during the financial year.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

(a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and had satisfied themselves that there are no known bad debts to be written off and that adequate provision had been made for doubtful debts; and

(ii) to ensure that any current assets other than debts, which were unlikely to realise their book values in the ordinary course of business have been written down to their estimated realisable values.

(b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

(II) FROM THE END OF THE FINANCIAL YEAR TO THE DATE OF THIS REPORT

(c) The Directors are not aware of any circumstances:

(i) which would necessitate the writing off of bad debts or render the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any material extent;

(ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; and

(iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) In the opinion of the Directors:

(i) there has not arisen any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made; and

(ii) no contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve (12) months after the end of the financial year which would or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY (continued)

(III) AS AT THE DATE OF THIS REPORT

(e) There are no charges on the assets of the Group and of the Company which have arisen since the end of the financial year to secure the liabilities of any other person.

(f) There are no contingent liabilities of the Group and of the Company which have arisen since the end of the financial year.

(g) The Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

Significant events during the financial year and subsequent to the end of the reporting period are disclosed in Note 33 and Note 34 to the financial statements.

AUDITORS

The auditors, BDO PLT (LLP0018825-LCA & AF 0206), have expressed their willingness to continue in office.

The details of auditors' remuneration of the Company and its subsidiaries for the financial year ended 31 December 2021 are disclosed in Note 25 to the financial statements.

Signed on behalf of the Board in accordance with a resolution of the Directors.

Datuk Fakhri Yassin bin Mahiaddin
Director

Ghazie Yeoh bin Abdullah
Director

Kuala Lumpur
31 March 2022

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 107 to 194 have been drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the provisions of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021 and of the financial performance and cash flows of the Group and of the Company for the financial year then ended.

On behalf of the Board,

Datuk Fakhri Yassin bin Mahiaddin
Director

Ghazie Yeoh bin Abdullah
Director

Kuala Lumpur
31 March 2022

STATUTORY DECLARATION

I, Ghazie Yeoh bin Abdullah, being the Director primarily responsible for the financial management of Thriven Global Berhad, do solemnly and sincerely declare that the financial statements set out on pages 107 to 194 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly	)	
declared by the abovenamed at	)	
Kuala Lumpur this	)	
31 March 2022	)	**Ghazie Yeoh bin Abdullah**

Before me:

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THRIVEN GLOBAL BERHAD

(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Thriven Global Berhad, which comprise the statements of financial position as at 31 December 2021 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 107 to 194.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

a. Property development revenue recognition

Revenue from property development activities during the financial year as disclosed in Note 21 to the financial statements is RM83,892,000.

The Group identifies performance obligations that are distinct and material, which are judgmental in the context of contracts. Transaction prices are determined based on estimated profit margins prior to its allocation to the identified performance obligations. The Group also estimates total contract costs in applying the input method to recognise revenue over time.

We determined this to be a key audit matter because it requires management to exercise significant judgements in determining the satisfaction of performance obligations as stated in the contracts with customers, transaction price allocations and costs in applying the input method to recognise revenue over time.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF THRIVEN GLOBAL BERHAD (cont'd)

(Incorporated in Malaysia)

Key Audit Matters (continued)

a. Property development revenue recognition (continued)

Our audit procedures included the following:

(i) reviewed contracts with customers to identify distinct and material performance obligations, and compared our findings to the findings of the Group;

(ii) recomputed transaction prices based on contract prices, performance obligations and profit margins of the Group;

(iii) recomputed the results of the input method determined by management for revenue recognition based on verified actual costs incurred to-date and budgeted costs;

(iv) assessed estimated total costs to complete through inquiries with operational and financial personnel of the Group; and

(v) compared contract budgets to actual outcomes to assess reliability of management budgeting process and controls.

b. Recoverability of trade receivables

As at 31 December 2021, the Group had trade receivables amounted to RM50,761,000, which was net of impairment losses of RM2,675,000. The details of trade receivables and its credit risks have been disclosed in Note 11 to the financial statements.

We determined this to be a key audit matter because it requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward-looking information incorporating the impact of COVID-19 pandemic.

Our audit procedures included the following:

(i) recomputed the probability of default using historical data and forward-looking information adjustment, incorporating the impact of the COVID-19 pandemic, applied by the Group;

(ii) recomputed the correlation coefficient between the macroeconomic indicators set by the Group and historical credit losses to determine the appropriateness of the forward-looking information used by the Group; and

(iii) inquired of management to assess the rationale underlying the relationship between the forward-looking information and expected credit losses.

We have determined that there is no key audit matter to be communicated in our auditors' report of the audit of the separate financial statements of the Company.

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF THRIVEN GLOBAL BERHAD (cont'd)
(Incorporated in Malaysia)

Key Audit Matters (continued)

Information Other than the Financial Statements and Auditors' Report Thereon (continued)

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with MFRSs, IFRSs and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the ability of the Group and of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control of the Group and of the Company.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF THRIVEN GLOBAL BERHAD (cont'd)
(Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

As part of an audit in accordance with approved standards on auditing in Malaysia and ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: (continued)

d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group or of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

e) Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

BDO PLT
LLP0018825-LCA & AF 0206
Chartered Accountants

Ho Kok Khiaw
03412/02/2023 J
Chartered Accountant

31 March 2022

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021

	Note	Group 31.12.2021 RM'000	Group 31.12.2020 RM'000 (Restated)	Group 1.1.2020 RM'000 (Restated)	Company 31.12.2021 RM'000	Company 31.12.2020 RM'000
ASSETS						
Non-current assets						
Property, plant and equipment	6	**4,608**	4,587	7,777	**2,123**	1,843
Investment properties	7	**28,729**	30,684	26,263	**–**	–
Investments in subsidiaries	8	**–**	–	–	**145,370**	85,370
Goodwill	9	**5,314**	5,314	5,314	**–**	–
Inventories	10	**29,763**	30,343	30,398	**–**	–
Other receivables	11	**–**	–	–	**47,381**	42,964
Deferred tax assets	16	**2,829**	1,424	1,024	**–**	–
		71,243	72,352	70,776	**194,874**	130,177
Current assets						
Inventories	10	**175,427**	183,866	192,899	**–**	–
Trade and other receivables	11	**56,645**	31,371	16,291	**82,347**	121,280
Contract assets	12	**57,059**	67,125	124,381	**–**	–
Current tax assets		**219**	101	622	**–**	–
Cash and bank balances	13	**11,114**	14,480	16,701	**1,198**	540
		300,464	296,943	350,894	**83,545**	121,820
TOTAL ASSETS		**371,707**	369,295	421,670	**278,419**	251,997
EQUITY AND LIABILITIES						
Equity attributable to owners of the parent						
Share capital	14	**59,587**	59,587	59,586	**59,587**	59,587
Reserves	15	**105,926**	121,866	142,492	**119,906**	116,732
		165,513	181,453	202,078	**179,493**	176,319
Non-controlling interests	8(f)	**3,442**	1,729	312	**–**	–
TOTAL EQUITY		**168,955**	183,182	202,390	**179,493**	176,319

STATEMENTS OF FINANCIAL POSITION (cont'd)
as at 31 December 2021

	Note	Group 31.12.2021 RM'000	Group 31.12.2020 RM'000 (Restated)	Group 1.1.2020 RM'000 (Restated)	Company 31.12.2021 RM'000	Company 31.12.2020 RM'000
LIABILITIES						
Non-current liabilities						
Borrowings	17	**7,000**	8,634	8,304	**7,000**	3,700
Lease liabilities	20	**385**	4,420	1,197	**464**	478
Redeemable preference shares	19	**2,493**	2,493	2,493	**–**	–
Other payables	18	**–**	–	–	**9,361**	–
		9,878	15,547	11,994	**16,825**	4,178
Current liabilities						
Borrowings	17	**106,080**	96,189	100,787	**59,844**	43,972
Trade and other payables	18	**76,609**	63,697	99,220	**21,149**	26,586
Contract liabilities	12	**3,396**	2,059	3,419	**–**	–
Lease liabilities	20	**4,579**	6,166	1,368	**449**	654
Current tax liabilities		**2,210**	2,455	2,492	**659**	288
		192,874	170,566	207,286	**82,101**	71,500
TOTAL LIABILITIES		**202,752**	186,113	219,280	**98,926**	75,678
TOTAL EQUITY AND LIABILITIES		**371,707**	369,295	421,670	**278,419**	251,997

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the financial year ended 31 December 2021

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
Revenue	21	85,880	147,036	5,640	5,640
Cost of sales	22	(69,375)	(113,286)	–	–
Gross profit		16,505	33,750	5,640	5,640
Other income	23	1,391	1,458	9,628	9,950
Other expenses		(23,717)	(24,107)	(9,488)	(8,767)
Net (loss)/gain on impairment of financial assets and contract assets	25	(526)	(1,154)	2,216	(2,258)
Operating (loss)/profit		(6,347)	9,947	7,996	4,565
Finance costs	24	(7,138)	(13,075)	(3,924)	(3,928)
(Loss)/Profit before tax	25	(13,485)	(3,128)	4,072	637
Tax expense	27	(742)	(4,508)	(898)	(669)
(Loss)/Profit for the financial year		(14,227)	(7,636)	3,174	(32)
Other comprehensive income, net of tax		–	–	–	–
Total comprehensive (loss)/income for the financial year		(14,227)	(7,636)	3,174	(32)
(Loss)/Profit for the financial year/ Total comprehensive (loss)/income attributable to:					
Owners of the parent		(15,940)	(9,053)	3,174	(32)
Non-controlling interests	8(f)	1,713	1,417	–	–
		(14,227)	(7,636)	3,174	(32)
Loss per ordinary share attributable to equity holders of the Company					
Basic/Diluted (sen per share)	28	(2.91)	(1.66)		

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2021

	Note
Group	
Balance as at 1 January 2020, as previously reported	
Effects on the adoption of IFRIC Agenda Decision	32(c)(i)
Balance as at 1 January 2020, as restated	
(Loss)/Income for the financial year	
Other comprehensive income, net of tax	
Total comprehensive (loss)/income	
Transactions with owners	
Redemption of redeemable preference shares in a subsidiary	15(a)
Transfer of warrant reserve to retained earnings upon expiry of unexercised warrants	
Issuance of ordinary shares pursuant to warrants exercised	14
Total transactions with owners	
Balance as at 31 December 2020	

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)

for the financial year ended 31 December 2021

← *Non-distributable*		→	*Distributable*			
Share capital RM'000	**Warrant reserve RM'000**	**Capital reserve RM'000**	**Retained earnings RM'000**	**Total attributable to owners of the parent RM'000**	**Non-controlling interests RM'000**	**Total equity RM'000**
59,586	14,126	89,559	40,572	203,843	585	204,428
–	–	–	(1,765)	(1,765)	(273)	(2,038)
59,586	14,126	89,559	38,807	202,078	312	202,390
–	–	–	(9,053)	(9,053)	1,417	(7,636)
–	–	–	–	–	–	–
–	–	–	(9,053)	(9,053)	1,417	(7,636)
–	–	(11,573)	–	(11,573)	–	(11,573)
–	(14,126)	–	14,126	–	–	–
1	–	–	–	1	–	1
1	(14,126)	(11,573)	14,126	(11,572)	–	(11,572)
59,587	–	77,986	43,880	181,453	1,729	183,182

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)

for the financial year ended 31 December 2021

	Note
Group	
Balance as at 1 January 2021, as previously reported	
Effects on the adoption of IFRIC Agenda Decision	32(c)(ii)
Balance as at 1 January 2021, as restated	
(Loss)/income for the financial year	
Other comprehensive income, net of tax	
Total comprehensive (loss)/income	
Balance as at 31 December 2021	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)

for the financial year ended 31 December 2021

	Non-distributable		Distributable			
	Share capital RM'000	Capital reserve RM'000	Retained earnings RM'000	Total attributable to owners of the parent RM'000	Non-controlling interests RM'000	Total equity RM'000
	59,587	77,986	48,410	185,983	2,303	188,286
	–	–	(4,530)	(4,530)	(574)	(5,104)
	59,587	77,986	43,880	181,453	1,729	183,182
	–	–	(15,940)	(15,940)	1,713	(14,227)
	–	–	–	–	–	–
	–	–	(15,940)	(15,940)	1,713	(14,227)
	59,587	**77,986**	**27,940**	**165,513**	**3,442**	**168,955**

STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2021

	Note	Non-distributable Share capital RM'000	Non-distributable Warrant reserve RM'000	Non-distributable Capital reserve RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Company						
Balance as at 1 January 2020		59,586	14,126	83,203	25,235	182,150
Loss for the financial year		–	–	–	(32)	(32)
Other comprehensive income, net of tax		–	–	–	–	–
Total comprehensive loss		–	–	–	(32)	(32)
Transactions with owners						
Redemption of redeemable preference shares in a subsidiary	15(a)	–	–	(5,800)	–	(5,800)
Transfer of warrant reserve to retained earnings upon expiry of unexercised warrants		–	(14,126)	–	14,126	–
Issuance of ordinary shares pursuant to warrants exercised	14	1	–	–	–	1
Total transactions with owners		1	(14,126)	(5,800)	14,126	(5,799)
Balance as at 31 December 2020		59,587	–	77,403	39,329	176,319

	Non-distributable Share capital RM'000	Non-distributable Capital reserve RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Company				
Balance as at 1 January 2021	59,587	77,403	39,329	176,319
Profit for the financial year	–	–	3,174	3,174
Other comprehensive income, net of tax	–	–	–	–
Total comprehensive income	–	–	3,174	3,174
Balance as at 31 December 2021	**59,587**	**77,403**	**42,503**	**179,493**

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

for the financial year ended 31 December 2021

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
(Loss)/Profit before tax		(13,485)	(3,128)	4,072	637
Adjustments for:					
Depreciation of:					
- investment properties	7(a)(i)	3,225	1,859	–	–
- property, plant and equipment	6	1,572	3,015	946	1,444
Finance costs	24	7,138	13,075	3,924	3,928
Gain on disposal of:					
- property, plant and equipment	23	–	(3)	–	(3)
Gain on modifications of leases	23	–	(44)	–	(44)
Impairment losses on investment properties	7(a)(i)	–	5,290	–	–
Interest income	23	(246)	(641)	(9,553)	(9,832)
Lease concessions	20(a)	–	(52)	–	(39)
Property, plant and equipment written off	6	551	219	551	1
Impairment losses on:					
- amounts due from subsidiaries	11(h)	–	–	28	2,258
- contract assets	12(d)	–	386	–	–
- trade and other receivables	11(h)	874	866	–	–
Reversal of impairment losses on:					
- amounts due from subsidiaries	11(h)	–	–	(2,244)	–
- contract assets	12(d)	(301)	–	–	–
- trade and other receivables	11(h)	(47)	(98)	–	–
Operating (loss)/profit before changes in working capital		(719)	20,744	(2,276)	(1,650)

STATEMENTS OF CASH FLOWS (cont'd)

for the financial year ended 31 December 2021

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES (continued)					
Working capital changes:					
Contract assets		**10,367**	56,870	**–**	–
Contract liabilities		**1,337**	236	**–**	–
Inventories		**9,019**	9,226	**–**	–
Trade and other payables		**12,002**	(53,154)	**280**	(771)
Trade and other receivables		**(26,101)**	(15,848)	**(1,166)**	(5,426)
Cash generated from/(used in) operations		**5,905**	18,074	**(3,162)**	(7,847)
Interest paid		**(3,852)**	(4,303)	**(2,572)**	(2,564)
Tax paid		**(2,510)**	(5,087)	**(527)**	(1,007)
Tax refunded		**–**	663	**–**	–
Net cash (used in)/from operating activities		**(457)**	9,347	**(6,261)**	(11,418)
CASH FLOWS FROM INVESTING ACTIVITIES					
Additions to investment properties	7(a)(i)	**(1,270)**	–	**–**	–
Additions to investment properties under construction	7(a)(ii)	**–**	(2,092)	**–**	–
Interest received		**246**	641	**3**	6
Proceeds from disposal of:					
- property, plant and equipment		**–**	12	**–**	12
Purchase of property, plant and equipment	6(c)	**(964)**	(373)	**(765)**	(86)
Advances (to)/ from subsidiaries		**–**	–	**(10,707)**	14,546
Net cash (used in)/from investing activities		**(1,988)**	(1,812)	**(11,469)**	14,478

STATEMENTS OF CASH FLOWS (cont'd)

for the financial year ended 31 December 2021

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
CASH FLOWS FROM FINANCING ACTIVITIES					
Drawdowns/(Repayments) of borrowings		**5,479**	(6,775)	**18,824**	(1,897)
Payments of lease liabilities	20(b)	**(6,748)**	(3,059)	**(784)**	(1,033)
Withdrawals/(Placements) of:					
- fixed deposits pledged with licensed banks		**3,832**	(4,325)	**(3)**	(6)
Proceeds from issuance of ordinary shares	14	**–**	1	**–**	1
Net cash from/(used in) financing activities		**2,563**	(14,158)	**18,037**	(2,935)
Net increase/(decrease) in cash and cash equivalents		**118**	(6,623)	**307**	125
Cash and cash equivalents at beginning of financial year		**5,603**	12,226	**(3,401)**	(3,526)
Cash and cash equivalents at end of financial year	13	**5,721**	5,603	**(3,094)**	(3,401)

STATEMENTS OF CASH FLOWS (cont'd)
for the financial year ended 31 December 2021

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Term loans (Note 17) RM'000	Bridging loans (Note 17) RM'000	Revolving credits (Note 17) RM'000	Other (Note 17) RM'000	Total borrowings excluding bank overdrafts RM'000	Lease liabilities (Note 20) RM'000
Group						
At 1 January 2021	**21,200**	**4,934**	**40,300**	**34,717**	**101,151**	**10,586**
Cash flows	**5,006**	**(4,761)**	**7,664**	**(2,430)**	**5,479**	**(6,748)**
Non-cash flows:						
- Additions	**–**	**–**	**–**	**–**	**–**	**702**
- Termination	**–**	**–**	**–**	**–**	**–**	**(22)**
- Unwinding of interest	**–**	**–**	**–**	**2,430**	**2,430**	**446**
At 31 December 2021	**26,206**	**173**	**47,964**	**34,717**	**109,060**	**4,964**
At 1 January 2020	5,597	11,300	60,825	27,774	105,496	2,565
Cash flows	15,603	(6,366)	(20,525)	4,513	(6,775)	(3,059)
Non-cash flows:						
- Additions	–	–	–	–	–	11,263
- Lease concessions	–	–	–	–	–	(52)
- Modifications	–	–	–	–	–	(415)
- Unwinding of interest	–	–	–	2,430	2,430	284
At 31 December 2020	21,200	4,934	40,300	34,717	101,151	10,586

STATEMENTS OF CASH FLOWS (cont'd)

for the financial year ended 31 December 2021

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

	Term loans (Note 17) RM'000	Revolving credits (Note 17) RM'000	Total borrowings excluding bank overdrafts RM'000	Lease liabilities (Note 20) RM'000
Company				
At 1 January 2021	**3,700**	**40,300**	**44,000**	**1,132**
Cash flows	**11,160**	**7,664**	**18,824**	**(784)**
Non-cash flows:				
- Additions	**–**	**–**	**–**	**534**
- Termination	**–**	**–**	**–**	**(22)**
- Unwinding of interest	**–**	**–**	**–**	**53**
At 31 December 2021	**14,860**	**47,964**	**62,824**	**913**
At 1 January 2020	5,597	40,300	45,897	2,434
Cash flows	(1,897)	–	(1,897)	(1,033)
Non-cash flows:				
- Additions	–	–	–	101
- Lease concessions	–	–	–	(39)
- Modifications	–	–	–	(415)
- Unwinding of interest	–	–	–	84
At 31 December 2020	3,700	40,300	44,000	1,132

The accompanying notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2021

1. CORPORATE INFORMATION

Thriven Global Berhad ("the Company") is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad.

The registered office and principal place of business of the Company has changed from Level 23A, Menara LGB, No.1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur to PS1-08, Lumi Tropicana, No. 2, Persiaran Tropicana, PJU 3, 47410 Petaling Jaya, Selangor Darul Ehsan.

The consolidated financial statements for the financial year ended 31 December 2021 comprise the Company and its subsidiaries. These financial statements are presented in Ringgit Malaysia ("RM"), which is also the functional currency of the Company. All financial information presented in RM has been rounded to the nearest thousand, unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 31 March 2022.

2. PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding, property development and property investment. The principal activities of the subsidiaries are set out in Note 8 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the provisions of the Companies Act 2016 in Malaysia.

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRS during the financial year. The new MFRSs and Amendments to MFRSs adopted during the financial year are disclosed in Note 31 to the financial statements.

The Group has also adopted the IFRS Interpretations Committee ("IFRIC") Agenda Decision - Over time transfer of constructed good (IAS 23 *Borrowing Costs*) and implemented this change in accounting policy retrospectively as disclosed in Note 32 to the financial statements.

The financial statements of the Group and of the Company have been prepared under the historical cost convention except as otherwise stated in the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

4. OPERATING SEGMENTS

The Group has three reportable segments, as described below, which are the strategic business units of the Group. The strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Group Managing Director (the chief operations decision maker) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the reportable segments of the Group:

(a) Property development
(b) Property investment
(c) Investment holding and others

Performance is measured based on segment profit before tax ("Segment Profit") as included in the internal management reports that are reviewed by the Group Managing Director (the chief operations decision maker). Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

(a) Segment assets

The total of segment asset is measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by the Group Managing Director. Segment assets are used to measure the return of assets of each segment.

(b) Segment liabilities

Segment liabilities are measured based on all liabilities of a segment, as included in the internal management reports that are reviewed by the Group Managing Director. Segment liabilities are used to measure the gearing of each segment.

4. OPERATING SEGMENTS (continued)

	Property development RM'000	Property investment RM'000	Investment holding and others RM'000	Total RM'000	Adjustments and eliminations RM'000	Per consolidated financial statements RM'000
2021						
Revenue						
Revenue from external customers	83,892	628	1,360	85,880	–	85,880
Inter-segment revenue	–	–	5,640	5,640	(5,640)	–
Total revenue	83,892	628	7,000	91,520	(5,640)	85,880
Results						
Interest income	1,930	5	9,553	11,488	(11,242)	246
Finance costs	(11,556)	(2,900)	(3,924)	(18,380)	11,242	(7,138)
Net finance (costs)/ income	(9,626)	(2,895)	5,629	(6,892)	–	(6,892)
Depreciation of property, plant and equipment and investment properties	516	7,782	948	9,246	(4,449)	4,797
Segment (loss)/ profit before tax	(10,625)	(6,698)	4,041	(13,282)	(203)	(13,485)
Assets						
Additions to non-current assets	297	1,447	1,809	3,553	–	3,553
Segment assets	418,420	24,954	320,571	763,945	(392,238)	371,707
Liabilities						
Segment liabilities	296,871	29,349	100,095	426,315	(223,563)	202,752

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

4. OPERATING SEGMENTS (continued)

	Property development RM'000	Property investment RM'000	Investment holding and others RM'000	Total RM'000	Adjustments and eliminations RM'000	Per consolidated financial statements RM'000
2020 (Restated)						
Revenue						
Revenue from external customers	146,266	41	729	147,036	–	147,036
Inter-segment revenue	–	–	6,081	6,081	(6,081)	–
Total revenue	146,266	41	6,810	153,117	(6,081)	147,036
Results						
Interest income	2,178	2	9,832	12,012	(11,371)	641
Finance costs	(20,322)	(196)	(3,928)	(24,446)	11,371	(13,075)
Net finance (costs)/ income	(18,144)	(194)	5,904	(12,434)	–	(12,434)
Depreciation of property, plant and equipment and investment properties	1,559	2,895	1,447	5,901	(1,027)	4,874
Impairment losses on investment properties	–	221	–	221	5,069	5,290
Segment profit/ (loss) before tax	7,829	(2,545)	794	6,078	(9,206)	(3,128)
Assets						
Additions to non-current assets	275	11,775	187	12,237	–	12,237
Segment assets	378,570	31,318	327,140	737,028	(367,733)	369,295
Liabilities						
Segment liabilities	305,415	27,774	107,472	440,661	(254,548)	186,113

4. OPERATING SEGMENTS (continued)

Reportable segment profit or loss, assets and liabilities of the Group are as follows:

	2021 RM'000	2020 RM'000 (Restated)
Loss for the financial year		
Segment loss	**(13,485)**	(3,128)
Tax expense	**(742)**	(4,508)
Loss for the financial year per statements of profit or loss and other comprehensive income	**(14,227)**	(7,636)
Additions to non-current assets		
Investment properties	**1,270**	11,570
Properties held for development	**117**	105
Property, plant and equipment	**2,166**	562
	3,553	12,237
Assets		
Total assets for reportable segments per statements of financial position	**371,707**	369,295
Current tax assets	**219**	101
Deferred tax assets	**2,829**	1,424
Liabilities		
Total liabilities for reportable segments per statements of financial position	**202,752**	186,113
Current tax liabilities	**2,210**	2,455

Geographical segments

Segment information relating to geographical areas of operation has not been presented as the Group operates only in Malaysia.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

5. CAPITAL AND FINANCIAL RISK MANAGEMENT

(a) Capital management

The objectives of the Group when managing capital is to maintain a strong capital base and safeguard the ability of the Group to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Directors monitor and are determined to maintain an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2021 and 31 December 2020.

The Group monitors capital utilisation on the basis of net debt-to-equity ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, borrowings, lease liabilities and trade and other payables less cash and bank balances. Capital represents equity attributable to the owners of the parent. The net debt-to-equity ratios as at 31 December 2021 and 31 December 2020 are as follows:

	Group		Company	
	2021 RM'000	2020 RM'000 (Restated)	2021 RM'000	2020 RM'000
Borrowings	113,080	104,823	66,844	47,672
Lease liabilities	4,964	10,586	913	1,132
Trade and other payables	76,609	63,697	30,510	26,586
Less: Cash and bank balances	(11,114)	(14,480)	(1,198)	(540)
Net debt	183,539	164,626	97,069	74,850
Total capital	165,513	181,453	179,493	176,319
Net debt	183,539	164,626	97,069	74,850
Total	349,052	346,079	276,562	251,169
Ratio	53%	48%	35%	30%

Pursuant to the requirements of Practice Note No. 17/2005 of Bursa Malaysia Securities Berhad, the Group is required to maintain a consolidated shareholders' equity of more than twenty-five percent (25%) of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40.0 million. The Company has complied with this requirement for the financial year ended 31 December 2021.

The Group is not subject to any other externally imposed capital requirements.

5. CAPITAL AND FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies

The financial risk management objective of the Group is to optimise value creation for shareholders whilst minimising the potential adverse impact arising from fluctuations in interest rates and the unpredictability of the financial markets.

The Group is exposed mainly to credit risk, liquidity and cash flow risk and interest rate risk. Information on the management of the related exposures is detailed below:

(i) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The exposure to credit risk of the Group arises principally from its receivables from customers. The exposure to credit risk of the Company arises principally from loans and advances to subsidiaries.

The credit risk concentration profiles have been disclosed in Note 11 to the financial statements.

(ii) Liquidity and cash flow risk

Liquidity risk is the risk that the Group and the Company would encounter difficulty in meeting financial obligations due to shortage of funds. The exposure to liquidity and cash flow risk of the Group and of the Company arises primarily from mismatches of the maturities of financial assets and liabilities. The objective of the Group and of the Company is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. As part of its overall liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities at a reasonable level to its overall debt position.

In order to mitigate potential risk exposure due to the COVID-19 pandemic, the Group has taken and will continue to take necessary steps to safeguard and preserve its financial condition, emphasising on liquidity management to meet its continuing financial commitments and liquidity needs of business operations.

The analysis of financial instruments by remaining contractual maturities has been disclosed in Notes 17, 18 and 20 to the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

5. CAPITAL AND FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management objectives and policies (continued)

The Group is exposed mainly to credit risk, liquidity and cash flow risk and interest rate risk. Information on the management of the related exposures is detailed below: (continued)

(iii) Interest rate risk

The fixed rate borrowings of the Group is exposed to a risk of change in their fair value due to changes in interest rates. The variable rate borrowings of the Group are exposed to a risk of change in cash flows due to changes in interest rates. The short term receivables and payables are not significantly exposed to interest rate risk.

The income and operating cash flows of the Group are substantially independent of changes in market interest rate. Interest rate exposure arises from the borrowings and deposits of the Group and is managed through the use of fixed and floating rate borrowings and deposits. The Group does not use derivative financial instruments to hedge its interest rate risk.

The interest rate profile and sensitivity analysis of interest rate risk have been disclosed in Notes 11, 13, 17, 18 and 20 to the financial statements.

6. PROPERTY, PLANT AND EQUIPMENT

	Note	Land and buildings RM'000
Group		
2021		
Carrying amount		
As at 1 January 2021		2,835
Additions		1,394
Termination		–
Written off	25	(551)
Depreciation charge for the financial year	25	(506)
As at 31 December 2021		3,172
Cost		8,638
Accumulated depreciation		(5,466)
Carrying amount		3,172

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

			Right-of-use assets			
Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Subtotal RM'000	Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
2	1,017	3,854	468	93	172	4,587
–	70	1,464	685	17	–	2,166
–	–	–	(22)	–	–	(22)
–	–	(551)	–	–	–	(551)
–	(298)	(804)	(575)	(21)	(172)	(1,572)
2	789	3,963	556	89	–	4,608
337	5,006	13,981	1,020	118	1,940	17,059
(335)	(4,217)	(10,018)	(464)	(29)	(1,940)	(12,451)
2	789	3,963	556	89	–	4,608

6. PROPERTY, PLANT AND EQUIPMENT (continued)

	Note	Land and buildings RM'000	Motor vehicles RM'000
Group			
2020			
Carrying amount			
As at 1 January 2020		3,359	14
Additions		228	–
Disposal		–	–
Modifications		–	–
Reclassifications		684	–
Transferred to inventories	10(a)(ii)	–	–
Written off	25	(218)	–
Depreciation charge for the financial year	25	(1,218)	(12)
As at 31 December 2020		2,835	2
Cost		8,785	337
Accumulated depreciation		(5,950)	(335)
Carrying amount		2,835	2

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

			Right-of-use assets			
Office equipment, furniture and fittings RM'000	Capital work-in-progress RM'000	Subtotal RM'000	Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
1,391	831	5,595	1,622	–	560	7,777
145	–	373	88	101	–	562
(9)	–	(9)	–	–	–	(9)
–	–	–	(371)	–	–	(371)
9	(693)	–	–	–	–	–
–	(138)	(138)	–	–	–	(138)
(1)	–	(219)	–	–	–	(219)
(518)	–	(1,748)	(871)	(8)	(388)	(3,015)
1,017	–	3,854	468	93	172	4,587
4,936	–	14,058	2,457	101	1,940	18,556
(3,919)	–	(10,204)	(1,989)	(8)	(1,768)	(13,969)
1,017	–	3,854	468	93	172	4,587

6. PROPERTY, PLANT AND EQUIPMENT (continued)

	Note	Buildings RM'000
Company		
2021		
Carrying amount		
As at 1 January 2021		666
Additions		1,217
Termination		–
Written off	25	(551)
Depreciation charge for the financial year	25	(154)
As at 31 December 2021		1,178
Cost		1,217
Accumulated depreciation		(39)
Carrying amount		1,178
Company		
2020		
Carrying amount		
As at 1 January 2020		742
Additions		62
Disposal		–
Modifications		–
Written off	25	–
Depreciation charge for the financial year	25	(138)
As at 31 December 2020		666
Cost		1,385
Accumulated depreciation		(719)
Carrying amount		666

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

			Right-of-use assets			
Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Subtotal RM'000	Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
–	**537**	**1,203**	**375**	**93**	**172**	**1,843**
–	**48**	**1,265**	**517**	**17**	**–**	**1,799**
–	**–**	**–**	**(22)**	**–**	**–**	**(22)**
–	**–**	**(551)**	**–**	**–**	**–**	**(551)**
–	**(136)**	**(290)**	**(463)**	**(21)**	**(172)**	**(946)**
–	**449**	**1,627**	**407**	**89**	**–**	**2,123**
107	**1,979**	**3,303**	**517**	**118**	**1,940**	**5,878**
(107)	**(1,530)**	**(1,676)**	**(110)**	**(29)**	**(1,940)**	**(3,755)**
–	**449**	**1,627**	**407**	**89**	**–**	**2,123**
12	671	1,425	1,496	–	560	3,481
–	24	86	–	101	–	187
–	(9)	(9)	–	–	–	(9)
–	–	–	(371)	–	–	(371)
–	(1)	(1)	–	–	–	(1)
(12)	(148)	(298)	(750)	(8)	(388)	(1,444)
–	537	1,203	375	93	172	1,843
107	1,931	3,423	2,122	101	1,940	7,586
(107)	(1,394)	(2,220)	(1,747)	(8)	(1,768)	(5,743)
–	537	1,203	375	93	172	1,843

6. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the asset and which has a different useful life, is depreciated separately.

(b) All items of property, plant and equipment, except for right-of-use assets, are initially measured at cost. Right-of-use assets are initially measured at cost, which comprise the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date of the leases.

After initial recognition, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any re-measurement of the lease liabilities.

Depreciation is calculated to write off the cost of the assets to their residual values on a straight line basis over their estimated useful lives or the end of the lease term. The estimated useful lives represent common life expectancies applied for the business of the Group. The principal annual depreciation rates used are as follows:

Land and buildings	2% - 20%
Motor vehicles	20%
Office equipment, furniture and fittings	10% - 33%
Right-of-use assets	
- Buildings	over the lease period from 2 to 3 years
- Office equipment	5 years
- Motor vehicles	5 years

Capital work-in-progress consisted of office shop lots under construction for intended use as office premises. The amount was stated at cost. Capital work in-progress were not depreciated until such time when the assets were available for use.

(c) During the financial year, the Group and Company made the following cash payments to purchase property, plant and equipment:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Purchase of property, plant and equipment	**2,166**	562	**1,799**	187
Less: Leases	**(702)**	(189)	**(534)**	(101)
Other payable	**(500)**	–	**(500)**	–
Cash payments to purchase property, plant and equipment	**964**	373	**765**	86

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

7. INVESTMENT PROPERTIES

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)
Investment properties	7(a)(i)	**28,729**	30,684

(a) The details of the investment properties are as follows:

(i) Investment properties

	Note	Retail RM'000	|-Right-of-use assets -| Apartments RM'000	Total RM'000
Group				
2021				
Carrying amount				
As at 1 January 2021, as previously reported		**28,096**	**2,633**	**30,729**
Effects on the adoption of IFRIC Agenda Decision	32(c)(ii)	**(45)**	**–**	**(45)**
As at 1 January 2021, as restated		**28,051**	**2,633**	**30,684**
Additions		**1,270**	**–**	**1,270**
Depreciation charge for the financial year	25	**(592)**	**(2,633)**	**(3,225)**
As at 31 December 2021		**28,729**	**–**	**28,729**
Cost		**29,625**	**9,478**	**39,103**
Accumulated depreciation		**(896)**	**(4,188)**	**(5,084)**
Accumulated impairment losses		**–**	**(5,290)**	**(5,290)**
Carrying amount		**28,729**	**–**	**28,729**

7. INVESTMENT PROPERTIES (continued)

(a) The details of the investment properties are as follows: (continued)

(i) Investment properties (continued)

	Note	Retail RM'000	|-Right-of-use assets -| Apartments RM'000	Total RM'000
Group				
2020 (Restated)				
Carrying amount				
As at 1 January 2020		–	–	–
Additions		–	9,478	9,478
Transferred from investment properties under construction	7(a)(ii)	28,355	–	28,355
Depreciation charge for the financial year	25	(304)	(1,555)	(1,859)
Impairment losses for the financial year	25	–	(5,290)	(5,290)
As at 31 December 2020		28,051	2,633	30,684
Cost		28,355	9,478	37,833
Accumulated depreciation		(304)	(1,555)	(1,859)
Accumulated impairment losses		–	(5,290)	(5,290)
Carrying amount		28,051	2,633	30,684

(ii) Investment properties under construction

	Note	Retail RM'000
Group		
2020 (Restated)		
Carrying amount		
As at 1 January 2020		26,263
Additions		2,092
Transferred to investment properties	7(a)(i)	(28,355)
As at 31 December 2020		–

7. INVESTMENT PROPERTIES (continued)

(b) Investment properties are initially measured at cost, which includes transaction costs. After initial recognition, investment properties (including right-of-use assets that meet the definition of investment properties) are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated to write off the cost of the investment properties to their residual values on a straight line basis over their estimated useful lives. The depreciation rates used are as follows:

Retail	50 years
Apartments	2 years

Investment properties under construction were not depreciated until such time when the assets were available for use.

(c) Investment properties are properties, which are owned to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

(d) The cost of investment properties under construction included the cost of materials, direct labour and other costs directly attributable to bringing the investment properties to a working condition for their intended use.

(e) During the financial year 2019, a subsidiary of the Company, Mayfair Ventures Sdn. Bhd. ("MVSB"), entered into a Sale and Purchase Agreement ("SPA") to dispose its retail space in Lumi Tropicana which was under construction to a third party ("Purchaser") for a total cash consideration of RM34,716,981.

On the same date of the SPA, another subsidiary of the Company, Lumi Hospitality Sdn. Bhd. ("LHSB"), entered into a Tenancy Agreement with the Purchaser to immediately leaseback the retail space for a lease period of ten (10) years. In addition, MVSB and the Purchaser had also entered into a buyback option agreement, whereby the Purchaser had the option to request MVSB to repurchase the retail space at least three (3) months prior to the expiry of the lease period at the original selling price of RM34,716,981.

The above arrangement has been determined as a sale and leaseback arrangement in accordance with MFRS 16 *Leases* and the disposal of the retail space also did not satisfy the requirements of MFRS 15 *Revenue from Contracts with Customers* to be accounted for as a sale of asset. Therefore, the above arrangement constitutes a financing arrangement. Accordingly, the Group continues to recognise the Lumi Tropicana retail space in its financial statements and reclassified the said retail space as an investment property as at 31 December 2021 and 31 December 2020.

Disposal proceeds received from the Purchaser, which represent the progress billings received as at 31 December 2021 amounted to RM34,716,981 (2020: RM34,716,981), has been accounted for as financial liability in accordance with MFRS 9 *Financial Instruments* as disclosed in Note 17 to the financial statements.

7. INVESTMENT PROPERTIES (continued)

(f) The Group determines whether an impairment loss is required by evaluating the extent to which the recoverable amount is less than its carrying amount. The recoverable amount is determined based on the value in use. Estimating a value in use requires significant judgements and estimates about the future results and key assumptions applied to the cash flow projections in determining the recoverable amounts after incorporating the impact of COVID-19 pandemic.

The recoverable amount of investment properties – retail was reviewed and exceeded the carrying amount of the investment properties, hence no impairment loss was recognised as at 31 December 2021 and 31 December 2020.

In the previous financial year, the recoverable amount of investment properties - apartments, was reviewed for impairment due to losses incurred resulting from the impact of the COVID-19 pandemic. The review led to the recognition of impairment losses of RM5,290,000, which was recognised and presented within "other expenses" in the statements of profit or loss and other comprehensive income due to adverse adjustments made to the cash flow forecasts included in the value in use calculations. The cash flow forecasts were based on budgets for the remaining lease period of 21 months, with various inputs and assumptions and were probability weighted based on the following scenarios as follows:

	Worst case	Base case	Best case
Probability weightage	30%	60%	10%
Average monthly rental			
Short-term rental/short-stay	RM242	RM287	RM382
Long-term rental	RM3,050	RM3,169	RM3,400
Average occupancy rate			
Short-term rental/short-stay	55%	64%	71%
Long-term rental	50%	61%	75%
Pre-tax discount rate	8%	8%	8%
Period of time from 1 January 2021 until various phases of Movement Control Order ("MCO") are lifted	6 to 12 months	3 to 6 months	Within 3 months

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

7. INVESTMENT PROPERTIES (continued)

(f) (continued)

For disclosure purposes, the sensitivity of the impairment assessment to reasonably possible changes in each of the key inputs with all other variables held constant were as follows:

	Change in assumption	Additional change in impairment RM'000
Probability weightage	Worst case: 40%	
	Base case: 55%	140
	Best case: 5%	
Average monthly rental		
Short-term rental/short-stay	Reduce by 5%	78
Long-term rental	Reduce by 5%	74
Average occupancy rate		
Short-term rental/short-stay	Reduce by 5%	111
Long-term rental	Reduce by 5%	125
Pre-tax discount rate	Increase by 1%	30
Period of time from 1 January 2021 until various phases of MCO are lifted	Delay by 3 months	188

(g) For disclosure purpose, the fair value of investment properties of the Group were categorised as follows:

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Group				
2021	**–**	**–**	**34,717**	**34,717**
2020	–	–	37,351	37,351

(i) There were no transfers between Level 1, Level 2, and Level 3 fair value measurements during the financial years ended 31 December 2021 and 31 December 2020.

(ii) The fair value of the investment properties was determined using comparison method and investment method by the management. The comparison method entailed comparing the property with comparable properties, which had been sold or are being offered for sale whereas the investment method involves capitalisation of the net annual income stream that is expected to be received from the property after deducting the annual outgoings and other operating expenses incidental to the property.

Assessment of the fair values of the investment properties of the Group is undertaken annually. The changes in Level 3 fair values are analysed by the management based on the assessments undertaken.

7. INVESTMENT PROPERTIES (continued)

(h) The following are recognised in the statements of profit or loss and other comprehensive income in respect of investment properties:

	Group 2021 RM'000	Group 2020 RM'000
Rental income derived from investment properties	628	41
Direct operating expenses arising from investment properties	639	17

8. INVESTMENTS IN SUBSIDIARIES

	Company 2021 RM'000	Company 2020 RM'000
Unquoted shares, at costs	181,023	121,023
Less: Accumulated impairment losses	(35,653)	(35,653)
	145,370	85,370

(a) Investments in subsidiaries, which are eliminated on consolidation, are stated in the separate financial statements of the Company at cost less impairment losses, if any. On disposal of such investments, the difference net disposal proceeds and their carrying amounts is included in profit or loss.

(b) All components of non-controlling interests shall be measured at their acquisition-date fair values, unless another measurement basis is required by MFRSs. The choice of the measurement criteria is made on a combination-by-combination basis. Subsequent to initial recognition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

(c) Management reviews the material investments in subsidiaries for impairment when there is an indication of impairment.

The recoverable amounts of the investments in subsidiaries are assessed by reference to the value-in-use or fair value less cost to sell of the respective subsidiaries, whichever is higher.

Estimating a value in use requires significant judgements and estimates about the future results and key assumptions applied to the cash flow projections of the subsidiaries in determining the recoverable amounts after incorporating the impact of COVID-19 pandemic. These key assumptions include different forecast growth in future revenue and operating cash flows, as well as determining an appropriate pre-tax discount rate for used for each subsidiary.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
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8. INVESTMENTS IN SUBSIDIARIES (continued)

(d) During the current financial year, the Company has subscribed for additional 60,000 new redeemable preference shares at an issue price of RM1,000.00 each in its subsidiary, Mayfair Ventures Sdn. Bhd. ("MVSB") via capitalisation of amount due from MVSB amounted to RM60,000,000. As a result, the number of MVSB's redeemable preference shares held by the Company has increased from 300,000 shares to 360,000 shares.

(e) The details of the subsidiaries are as follows:

Name of company	Country of incorporation /Principal place of business	Effective interest in equity 2021 %	2020 %	Principal activities
Dynamic Unity Sdn. Bhd.	Malaysia	**100**	100	Investment holding
Bukit Punchor Development Sdn. Bhd.	Malaysia	**100**	100	Property development
Thriven TT Sdn. Bhd.	Malaysia	**90**	90	Property development
Lumi Hospitality Sdn. Bhd.	Malaysia	**100**	100	Investment holding, hospitality and retail management
MLB Quarry Sdn. Bhd.	Malaysia	**60**	60	Dormant
Eco Green Services Sdn. Bhd.	Malaysia	**100**	100	Maintenance services and facilities management services
Thriven Properties Sdn. Bhd.	Malaysia	**100**	100	Property ownership and management
Bakat Stabil Sdn. Bhd.	Malaysia	**93**	93	Property development
Mayfair Ventures Sdn. Bhd.	Malaysia	**100**	100	Property development
Thriven Amona Sdn. Bhd.	Malaysia	**51**	51	Property development
Thriven NCR Sdn. Bhd.	Malaysia	**85**	85	Property development
Verdant Parc Sdn. Bhd.	Malaysia	**100**	100	Property development
Subsidiary of Dynamic Unity Sdn. Bhd.				
Golden Cignet Sdn. Bhd.	Malaysia	**100**	100	Property development

All subsidiaries are audited by BDO PLT.

8. INVESTMENTS IN SUBSIDIARIES (continued)

(f) The subsidiaries of the Group that have non-controlling interests ("NCI") are as follows:

	Thriven TT Sdn. Bhd. RM'000	Bakat Stabil Sdn. Bhd. RM'000	Thriven Amona Sdn. Bhd. RM'000	MLB Quarry Sdn. Bhd. RM'000	Thriven NCR Sdn. Bhd. RM'000	Total RM'000
2021						
NCI percentage of ownership and voting interest	**10%**	**7%**	**49%**	**40%**	**15%**	
Carrying amount of NCI	**(2,998)**	**(1,267)**	**8,185**	**(449)**	**(29)**	**3,442**
(Loss)/Profit for the financial year/Total comprehensive (loss)/income allocated to NCI	**(1)**	**(265)**	**1,984**	**(4)**	**(1)**	**1,713**
2020 (Restated)						
NCI percentage of ownership and voting interest	10%	7%	49%	40%	15%	
Carrying amount of NCI	(2,997)	(1,002)	6,201	(445)	(28)	1,729
Profit/(Loss) for the financial year/Total comprehensive income/(loss) allocated to NCI	2	(267)	1,687	(4)	(1)	1,417

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8. INVESTMENTS IN SUBSIDIARIES (continued)

(g) The summarised financial information before intra-group elimination of the subsidiaries that have NCI as at the end of each reporting period are as follows:

	Thriven TT Sdn. Bhd. RM'000	Bakat Stabil Sdn. Bhd. RM'000	Thriven Amona Sdn. Bhd. RM'000	MLB Quarry Sdn. Bhd. RM'000	Thriven NCR Sdn. Bhd. RM'000
2021					
Assets and liabilities					
Non-current assets	–	87	505	–	882
Current assets	1	54,054	60,829	–	70
Non-current liabilities	–	(2,493)	–	–	–
Current liabilities	(29,982)	(51,047)	(44,630)	(1,123)	(1,148)
Net (liabilities)/assets	(29,981)	601	16,704	(1,123)	(196)
Results					
Revenue	–	–	27,287	–	–
(Loss)/Profit for the financial year and total comprehensive (loss)/income	(11)	(3,779)	4,049	(10)	(10)
Cash flows (used in)/from operating activities	(11)	(774)	6,910	(10)	(8)
Cash flows from/(used in) investing activities	11	767	(4,149)	10	(1)
Cash flows used in financing activities	–	–	(4,761)	–	–
Net decrease in cash and cash equivalents	–	(7)	(2,000)	–	(9)
2020 (Restated)					
Assets and liabilities					
Non-current assets	–	110	638	–	884
Current assets	1	54,040	54,986	–	80
Non-current liabilities	–	(2,493)	(4,933)	–	–
Current liabilities	(29,972)	(47,277)	(38,036)	(1,113)	(1,151)
Net (liabilities)/assets	(29,971)	4,380	12,655	(1,113)	(187)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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8. INVESTMENTS IN SUBSIDIARIES (continued)

(g) The summarised financial information before intra-group elimination of the subsidiaries that have NCI as at the end of each reporting period are as follows: (continued)

	Thriven TT Sdn. Bhd. RM'000	Bakat Stabil Sdn. Bhd. RM'000	Thriven Amona Sdn. Bhd. RM'000	MLB Quarry Sdn. Bhd. RM'000	Thriven NCR Sdn. Bhd. RM'000
2020 (Restated)					
Results					
Revenue	–	–	32,949	–	–
Profit/(Loss) for the financial year and total comprehensive income/(loss)	24	(3,819)	3,442	(10)	(9)
Cash flows (used in)/from operating activities	(12)	(471)	12,517	(16)	(10)
Cash flows from/(used in) investing activities	12	464	(3,292)	10	19
Cash flows used in financing activities	–	–	(6,366)	–	–
Net (decrease)/increase in cash and cash equivalents	–	(7)	2,859	(6)	9

9. GOODWILL

	Group	
	2021 RM'000	2020 RM'000
As at 1 January/31 December	**5,314**	5,314

	Cost RM'000	Accumulated impairment losses RM'000	Carrying amount RM'000
Group			
2021	**31,675**	**(26,361)**	**5,314**
2020	31,675	(26,361)	5,314

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THE FINANCIAL STATEMENTS (cont'd)
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9. GOODWILL (continued)

(a) Goodwill recognised in a business combination is an asset at the acquisition date and is initially measured at cost. After initial recognition, goodwill is measured at cost less accumulated impairment losses.

(b) The carrying amount of goodwill is in relation to the investment in Thriven Amona Sdn. Bhd. ("TASB") (2020: TASB), which is allocated to the property development segment.

(c) For the purpose of impairment testing, goodwill is allocated to the subsidiary acquired, which represents the lowest level within the Group at which goodwill is monitored for internal management purposes.

The recoverable amount of the subsidiary is determined based on the value in use ("VIU") calculation. The VIU is calculated using the pre-tax cash flow projections based on financial budgets approved by management. VIU was determined by discounting the future cash flow generated from the development of properties of the subsidiary and was based on the following key assumptions:

(i) Cash flow projected was based on the gross development value of projects planned and that there will be continual demand for quality residential properties; and

(ii) The pre-tax discount rate of 8.00% (2020: 9.20%) is applied in discounting the cash flows and was based on the weighted average cost of capital adjusted for specific risks relating to the subsidiary incorporating the impact of the COVID-19 pandemic.

(d) The values assigned to the key assumptions represent assessment of the management of future trends in the industry and are based on both external sources and internal sources (historical data).

The above estimates are particularly sensitive in the following areas:

(i) Fluctuations in future planned revenues and development costs arising from fluctuations in raw material costs and constructions costs; and

(ii) Fluctuations in the discount rate used and general interest rates.

(e) The management is not aware of any reasonably possible change in the above key assumptions that would cause the carrying amount of the subsidiary to materially exceed its recoverable amount.

10. INVENTORIES

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)
Non-current assets			
Properties held for development	10(a)(i)	29,763	30,343
Current assets			
Properties under development	10(a)(ii)	158,218	181,195
Completed properties		17,209	2,671
		175,427	183,866
Total inventories		205,190	214,209
Inventories pledged as securities	17	115,542	71,706

(a) The details of the inventories are as follows:

(i) Non-current assets - Properties held for development

	Note	Freehold land RM'000	Development costs RM'000	Total RM'000
Group				
At cost				
2021				
As at 1 January		6,167	24,176	30,343
Additions		–	117	117
Transferred to properties under development	10(a)(ii)	–	(697)	(697)
As at 31 December		6,167	23,596	29,763
2020				
As at 1 January		6,025	24,373	30,398
Additions		–	105	105
Transferred from/(to) properties under development	10(a)(ii)	142	(302)	(160)
As at 31 December		6,167	24,176	30,343

NOTES TO
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10. INVENTORIES (continued)

(a) The details of the inventories are as follows: (continued)

(ii) Current assets - Properties under development

	Note	Land costs RM'000	Development costs RM'000	Accumulated costs charged to profit or loss RM'000	Total RM'000
Group					
At cost					
2021					
As at 1 January, as previously stated		167,877	584,439	(564,672)	187,644
Effects on the adoption of IFRIC Agenda Decision	32(c)(ii)	–	(9,674)	3,225	(6,449)
As at 1 January, as restated		167,877	574,765	(561,447)	181,195
Cost incurred during the financial year		–	60,295	(1,605)	58,690
Transferred from properties held for development	10(a)(i)	–	697	–	697
Transferred to completed properties		(2,715)	(12,866)	–	(15,581)
Reversal of completed projects		(63,674)	(289,741)	353,415	–
Cost recognised in profit or loss during the financial year	22	–	–	(66,783)	(66,783)
As at 31 December		101,488	333,150	(276,420)	158,218

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
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10. INVENTORIES (continued)

(a) The details of the inventories are as follows: (continued)

(ii) Current assets - Properties under development (continued)

	Note	Land costs RM'000	Development costs RM'000	Accumulated costs charged to profit or loss RM'000	Total RM'000
Group					
At cost					
2020 (Restated)					
As at 1 January, as previously stated		168,312	482,943	(456,663)	194,592
Effects on the adoption of IFRIC Agenda Decision	32(c)(i)	–	(2,572)	–	(2,572)
As at 1 January, as restated		168,312	480,371	(456,663)	192,020
Cost incurred during the financial year		–	102,219	–	102,219
Transferred from property, plant and equipment	6	–	138	–	138
Transferred (to)/from properties held for development	10(a)(i)	(142)	302	–	160
Transferred to completed properties		(79)	(2,022)	–	(2,101)
Reversal of completed projects		(214)	(6,243)	6,457	–
Cost recognised in profit or loss during the financial year	22	–	–	(111,241)	(111,241)
As at 31 December		167,877	574,765	(561,447)	181,195

(b) Inventories are stated at lower of cost and net realisable value.

(c) Properties held for development consists of land where no development activities have been carried out or are not expected to be completed within the normal operating cycle of the Group. Such land is classified as non-current assets.

(d) Included in the land costs under properties under development are leasehold land of RM100,317,000 (2020: RM165,904,000), which represent costs incurred as a consequence of having used the right-of-use assets to produce inventories during the financial year in accordance with MFRS 102 *Inventories*.

(e) Completed development properties comprise costs associated with the acquisition of land, direct costs, appropriate proportions of common costs attributable to developing the properties to completion.

(f) During the financial year, completed properties of the Group recognised as cost of sales amounted to RM1,043,000 (2020: RM309,000).

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11. TRADE AND OTHER RECEIVABLES

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Non-current assets:					
Other receivables					
Amount due from a subsidiary		**–**	–	**47,645**	43,742
Less: Impairment loss		**–**	–	**(264)**	(778)
Total other receivables (non-current)		**–**	–	**47,381**	42,964
Current assets:					
Trade receivables					
Third parties		**53,436**	28,488	**–**	–
Less: Impairment losses		**(2,675)**	(1,848)	**–**	–
Total trade receivables	21	**50,761**	26,640	**–**	–
Other receivables					
Amounts due from subsidiaries		**–**	–	**113,264**	154,044
Third parties		**4,159**	4,398	**1,482**	1,481
Deposits		**3,534**	2,129	**369**	210
		7,693	6,527	**115,115**	155,735
Less: Impairment losses on:					
- Amounts due from subsidiaries		**–**	–	**(31,571)**	(33,273)
- Other receivables		**(1,852)**	(1,852)	**(1,235)**	(1,235)
Total other receivables		**5,841**	4,675	**82,309**	121,227
Total receivables		**56,602**	31,315	**82,309**	121,227
Prepayments		**43**	56	**38**	53
Total trade and other receivables (current)		**56,645**	31,371	**82,347**	121,280
Total trade and other receivables (non- current and current)		**56,645**	31,371	**129,728**	164,244

(a) Receivables (excluding prepayments) are classified as financial assets, and are measured at amortised cost.

(b) Trade receivables are non-interest bearing and the normal trade credit terms granted by the Group and the Company ranged from 15 to 60 days (2020: 15 to 60 days). Other credit terms are assessed and approved on a case by case basis. They are recognised at their original invoice amounts, which represent their fair values on initial recognition.

11. TRADE AND OTHER RECEIVABLES (continued)

(c) Trade and other receivables are denominated in RM.

(d) The non-current amount due from a subsidiary represents non-trade transactions, which are unsecured, bear interest rates at 7.00% (2020: 7.00% to 8.00%) per annum and are not payable within the next twelve months. The carrying amount of the non-current amount due from a subsidiary approximates its fair value as its interest rate is priced at reasonable approximation of the market interest rate as at the end of the reporting period.

(e) Non-trade balances due from subsidiaries represent advances and payments on behalf, which are unsecured, interest-free and payable on demand in cash and cash equivalents except for an amount of RM78,234,000 (2020: RM119,466,000), which bear interest at rates ranging from 5.00% to 7.00% (2020: 5.00% to 8.00%) per annum.

Sensitivity analysis for amounts due from subsidiaries as at the end of the reporting period is not presented as fixed rate instruments are not affected by change in interest rates.

(f) Impairment for trade receivables that do not contain a significant financing component are recognised based on the simplified approach of calculating the lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the twelve (12) months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group and the Company consider credit loss experience and observable data such as current changes and future forecasts in economic conditions by market segment of the Group as identified in Note 4 to the financial statements to estimate the amount of expected impairment losses. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

During this process, the probability of non-payment by the trade receivables is adjusted by forward looking information (i.e. gross domestic product ("GDP"), inflation rate and unemployment rate) and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised within the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectable, the gross carrying value of the asset would be written off against the associated impairment.

It requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward looking information incorporating the impact of the COVID-19 pandemic.

NOTES TO
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11. TRADE AND OTHER RECEIVABLES (continued)

(g) Impairment for other receivables and amounts due from subsidiaries are recognised based on the general approach within MFRS 9 using the forward looking expected credit loss model. The methodology to determine the amount of the impairment is based on determining if there has been a significant increase in credit risk since initial recognition of the financial asset. The Group and the Company define significant increase in credit risk based on operating performance of the receivables, changes to contractual terms, payment trends and past due over 60 days. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. At the end of the reporting period, the Group and the Company assess whether there has been a significant increase in credit risk for financial assets by comparing the risk for default occurring over the expected life with the risk of default since initial recognition. For financial assets where credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For financial assets that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Group considers a receivable as credit impaired when one or more events that have a detrimental impact on the estimated cash flow have occurred, which includes debtors who are in significant financial difficulties or have defaulted on payments.

The probability of non-payment by other receivables and amounts due from subsidiaries is adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the twelve month or lifetime expected credit loss for other receivables and amounts due from subsidiaries.

It requires management to exercise significant judgement in determining the probability of default by other receivables and amounts due from subsidiaries, appropriate forward looking information and significant increase in credit risk incorporating the impact of the COVID-19 pandemic.

11. TRADE AND OTHER RECEIVABLES (continued)

(h) The reconciliations of movements in the impairment allowance for trade receivables are as follows:

	Note	Lifetime ECL - not credit impaired RM'000	Lifetime ECL - credit impaired RM'000	Total allowance RM'000
Group				
2021				
As at 1 January		1,726	122	1,848
Charge for the financial year	25	874	–	874
Reversal of impairment losses	25	(47)	–	(47)
As at 31 December		2,553	122	2,675
2020				
As at 1 January		1,018	142	1,160
Charge for the financial year	25	786	–	786
Reversal of impairment losses	25	(78)	(20)	(98)
As at 31 December		1,726	122	1,848

The reconciliations of movements in the impairment allowance for other receivables are as follows:

	Note	Lifetime ECL - credit impaired RM'000
Group		
2021		
As at 1 January/31 December		1,852
2020		
As at 1 January		1,772
Charge for the financial year	25	80
As at 31 December		1,852

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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11. TRADE AND OTHER RECEIVABLES (continued)

(h) The reconciliations of movements in the impairment allowance for other receivables are as follows: (continued)

	Lifetime ECL - credit impaired RM'000
Company	
2021	
As at 1 January/31 December	**1,235**
2020	
As at 1 January/31 December	1,235

The reconciliations of movements in the impairment allowance for amounts due from subsidiaries are as follows:

	Note	12-month ECL RM'000	Lifetime ECL - not credit impaired RM'000	Lifetime ECL - credit impaired RM'000	Total RM'000
Company					
2021					
As at 1 January		**2,185**	**778**	**31,088**	**34,051**
Charge for the financial year	25	**–**	**–**	**28**	**28**
Reversal of impairment losses	25	**(1,730)**	**(514)**	**–**	**(2,244)**
As at 31 December		**455**	**264**	**31,116**	**31,835**
2020					
As at 1 January		565	161	31,067	31,793
Charge for the financial year	25	1,620	617	21	2,258
As at 31 December		2,185	778	31,088	34,051

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11. TRADE AND OTHER RECEIVABLES (continued)

(i) As at the end of each reporting period, the credit risk exposure relating to trade receivables of the Group are summarised in the table below:

	Group 2021 RM'000	2020 RM'000
Maximum exposure	50,761	26,640
Collateral obtained	–	–
Net exposure to credit risk	50,761	26,640

(j) The following tables provide information about expected credit losses for trade receivables as at the end of the reporting period:

	Gross carrying amount RM'000	Loss allowance RM'000	Balance as at 31.12.2021 RM'000
Group			
2021			
Current	14,008	(11)	13,997
Past due			
1 to 30 days	37,181	(661)	36,520
31 to 60 days	–	–	–
More than 60 days	2,247	(2,003)	244
	39,428	(2,664)	36,764
	53,436	(2,675)	50,761

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THE FINANCIAL STATEMENTS (cont'd)
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11. TRADE AND OTHER RECEIVABLES (continued)

(j) The following tables provide information about expected credit losses for trade receivables as at the end of the reporting period: (continued)

	Gross carrying amount RM'000	Loss allowance RM'000	Balance as at 31.12.2020 RM'000
Group			
2020			
Current	24,572	(916)	23,656
Past due			
1 to 30 days	1,231	(49)	1,182
31 to 60 days	822	(243)	579
More than 60 days	1,863	(640)	1,223
	3,916	(932)	2,984
	28,488	(1,848)	26,640

(k) The Group does not have any significant concentration of credit risks as at the end of the reporting period.

The Company does not have any significant exposure to any individual customer or counterparty other than amounts due from subsidiaries, which constitutes 99.53% (2020: 99.72%) of total receivables as at the end of the reporting period.

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12. CONTRACT ASSETS/(LIABILITIES)

	Group 2021 RM'000	Group 2020 RM'000
Contract assets		
Property development contracts	57,181	67,504
Property management and rental operations	4	48
Less: Impairment losses	(126)	(427)
	57,059	67,125
Contract liabilities		
Property development contracts	(3,396)	(2,059)
	53,663	65,066

(a) Contract assets and contract liabilities represent the timing differences in revenue recognition and the milestone billings. The milestone billings are structured and/or negotiated with customers to reflect physical completion of the contracts.

Contract assets are transferred to receivables when the rights to economic benefits become unconditional. This usually occurs when the Group issues billing to the customer. Contract liabilities are recognised as revenue when performance obligations are satisfied.

(b) Contract assets and contract liabilities from property development contracts

	Group 2021 RM'000	Group 2020 RM'000
Revenue recognised in profit or loss to date	823,455	739,563
Progress billings to date	(769,670)	(674,118)
Less: Impairment losses	(126)	(427)
	53,659	65,018

(c) Impairment for contract assets that do not contain a significant financing component are recognised based on the simplified approach using the lifetime expected credit losses as disclosed in Note 11(f) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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12. CONTRACT ASSETS/(LIABILITIES) (continued)

(d) The reconciliations of movements in the impairment allowance for contract assets are as follows:

	Note	Group Lifetime ECL - not credit impaired 2021 RM'000	2020 RM'000
As at 1 January		427	41
Charge for the financial year	25	–	386
Reversal of impairment losses	25	(301)	–
As at 31 December		126	427

13. CASH AND BANK BALANCES

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Cash and bank balances		9,741	9,275	926	271
Deposits with licensed banks		1,373	5,205	272	269
As reported in the statements of financial position		11,114	14,480	1,198	540
Less:					
- Bank overdrafts	17	(4,020)	(3,672)	(4,020)	(3,672)
- Deposits pledged to licensed banks		(1,373)	(5,205)	(272)	(269)
Cash and cash equivalents included in the statements of cash flows		5,721	5,603	(3,094)	(3,401)

(a) Cash and bank balances are classified as financial assets, and are measured at amortised cost.

(b) Included in cash and bank balances of the Group and of the Company is a balance of RM5,922,000 (2020: RM5,435,000) and RM4,000 (2020: RM4,000) respectively held under Housing Development Account pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966, as amended by the Housing Developers (Housing Development Account) (Amendment) Regulations, 2015, which is not available for general use by the Group and of the Company.

(c) Deposits with licensed banks of the Group and of the Company were pledged as securities for banking facilities granted to the Group and to the Company as disclosed in Note 17 to the financial statements.

(d) The weighted average effective interest rate of deposits with licensed banks of the Group and of the Company are 1.52% (2020: 2.32%) and 1.25% (2020: 1.82%) per annum respectively.

Sensitivity analysis for fixed rate deposits at the end of the reporting period is not presented as fixed rate instruments are not affected by change in interest rates.

13. CASH AND BANK BALANCES (continued)

(e) Cash and bank balances are denominated in RM.

(f) No expected credit losses were recognised arising from the deposits with financial institutions because the probability of default by these financial institutions was negligible.

14. SHARE CAPITAL

	Group and Company			
	2021		2020	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Issued and fully paid				
As at 1 January	**546,944**	59,587	**546,943**	59,586
Exercise of warrants	**–**	–	**1**	1
As at 31 December	**546,944**	59,587	**546,944**	59,587

(a) Owners of the parent are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the residual assets of the Company.

(b) In the previous financial year, the issued and fully paid-up ordinary share capital of the Company was increased from 546,942,726 to 546,944,126 by the issuance of 1,400 new ordinary shares amounting to RM672 pursuant to the exercise of 1,400 warrants at an exercise price of RM0.48 each for cash.

The newly issued ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company.

15. RESERVES

		Group		Company	
	Note	2021 RM'000	2020 RM'000 (Restated)	2021 RM'000	2020 RM'000
Non-distributable					
Capital reserve	15(a)	**77,986**	77,986	**77,403**	77,403
Distributable					
Retained earnings		**27,940**	43,880	**42,503**	39,329
		105,926	121,866	**119,906**	116,732

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15. RESERVES (continued)

(a) Capital reserve

The capital reserve represents the following:

	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Changes in ownership interest in a subsidiary				
As at 1 January	583	12,156	–	5,800
Redemption of redeemable preference shares in a subsidiary*	–	(11,573)	–	(5,800)
As at 31 December	583	583	–	–
Reduction in par value of the ordinary shares of the Company in year 2010	77,403	77,403	77,403	77,403
	77,986	77,986	77,403	77,403

* During the financial year ended 31 December 2013, a subsidiary of the Company, Mayfair Ventures Sdn. Bhd. ("MVSB"), issued ordinary shares and redeemable preference shares ("RPS") to the Company and a former non-controlling party, MJC Development Sdn. Bhd. ("MJC"). MJC paid the premium portion of the RPS amounting to RM5,800,179 on behalf of the Company, which was not deemed as a debt to MJC and this was recognised as capital reserve at the Group and the Company respectively.

In the previous financial year, upon the completion of Lumi Tropicana's Phase 1 by MVSB, the remaining RPS held by MJC was redeemed by MVSB and the premium portion of the RPS amounting to RM5,800,179 that was previously paid on behalf of the Company by MJC was reclassified from capital reserve to amount owing to MJC as the relevant parties have agreed to its repayment. The redemption amount of RM11,573,000 was fully settled by the Group in the previous financial year.

16. DEFERRED TAX ASSETS

(a) The deferred tax assets are made up of the following:

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
As at 1 January		1,424	1,024	–	–
Recognised in profit or loss	27	1,405	400	–	–
As at 31 December		2,829	1,424	–	–

16. DEFERRED TAX ASSETS (continued)

(b) The components and movements of deferred tax assets and liabilities during the financial year prior to offsetting are as follows:

Deferred tax assets of the Group

	Note
As at 1 January 2021, as previously reported	
Effects on the adoption on the IFRIC Agenda decision	32(c)(ii)
As at 1 January 2021, as restated	
Recognised in profit or loss	
As at 31 December 2021	
As at 1 January 2020, as previously reported	
Effects on the adoption on the IFRIC Agenda decision	32(c)(i)
As at 1 January, as restated	
Recognised in profit or loss	
As at 31 December 2020	

Deferred tax liabilities of the Group

As at 1 January 2021
Recognised in profit or loss
As at 31 December 2021
As at 1 January 2020
Recognised in profit or loss
As at 31 December 2020

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31 December 2021

	Property, plant and equipment RM'000	Investment properties RM'000	Provisions RM'000	Unutilised tax losses RM'000	Offsetting RM'000	Total RM'000
	36	**156**	**490**	**–**	**(648)**	**34**
	–	**–**	**1,390**	**–**	**–**	**1,390**
	36	**156**	**1,880**	**–**	**(648)**	**1,424**
	(21)	**-**	**2,835**	**326**	**(1,735)**	**1,405**
	15	**156**	**4,715**	**326**	**(2,383)**	**2,829**
	22	539	254	–	(325)	490
	–	–	534	–	–	534
	22	539	788	–	(325)	1,024
	14	(383)	1,092	–	(323)	400
	36	156	1,880	–	(648)	1,424

	Property, plant and equipment RM'000	Inventories RM'000	Offsetting RM'000	Total RM'000
	(19)	**(629)**	**648**	**–**
	(2)	**(1,733)**	**1,735**	**–**
	(21)	**(2,362)**	**2,383**	**–**
	(24)	(301)	325	–
	5	(328)	323	–
	(19)	(629)	648	–

16. DEFERRED TAX ASSETS (continued)

(c) The amounts of temporary differences for which no deferred tax assets have been recognised in the statements of financial position are as follows:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Unused tax losses				
- Expires by 31 December 2031	5,416	–	–	–
- Expires by 31 December 2030	2,375	2,375	–	–
- Expires by 31 December 2029	112	112	–	–
- Expires by 31 December 2028	33,415	33,415	548	548
Unabsorbed capital allowances	2,471	1,493	1,999	1,839
	43,789	37,395	2,547	2,387

Deferred tax assets of the Company and certain subsidiaries have not been recognised in respect of these items as it is not probable that future taxable profits of the Company and subsidiaries would be available against which the deductible temporary differences could be utilised.

Unutilised tax losses can be carried forward for ten (10) consecutive years of assessment whilst the unabsorbed capital allowances do not expire under the current tax legislation. These items are subject to the agreement of the Inland Revenue Board.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

17. BORROWINGS

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Non-current					
Term loans		7,000	3,700	7,000	3,700
Bridging loans		–	4,934	–	–
		7,000	8,634	7,000	3,700
Current					
Term loans		19,206	17,500	7,860	–
Bridging loans		173	–	–	–
Revolving credits		47,964	40,300	47,964	40,300
Bank overdrafts	13	4,020	3,672	4,020	3,672
Other borrowings - non-financial institution (arising from sale and leaseback arrangement)	17(d)	34,717	34,717	–	–
		106,080	96,189	59,844	43,972
Total borrowings					
Term loans		26,206	21,200	14,860	3,700
Bridging loans		173	4,934	–	–
Revolving credits		47,964	40,300	47,964	40,300
Bank overdrafts	13	4,020	3,672	4,020	3,672
Total bank borrowings		78,363	70,106	66,844	47,672
Other borrowings - non-financial institution (arising from sale and leaseback arrangement)	17(d)	34,717	34,717	–	–
		113,080	104,823	66,844	47,672

(a) Borrowings are classified as financial liabilities, and are measured at amortised cost.

(b) Borrowings are denominated in RM.

(c) The borrowings are secured by the following:

(i) Pledge of certain inventories of the Group as disclosed in Note 10 to the financial statements;

(ii) Lien on a portion of fixed deposit placement and amount held in an interest reserve account of the Group and of the Company as disclosed in Note 13 to the financial statements;

(iii) Assignment stakeholders sum of certain projects of the Group; and

(iv) Corporate guarantees by the Company.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

17. BORROWINGS (continued)

(d) Other borrowings - non-financial institution represents proceeds received from sale and leaseback arrangement accounted for as financial liability as disclosed in Note 7 to financial statements.

(e) Fair value of the bank borrowings of the Group and of the Company are categorised as Level 2 in the fair value hierarchy. There is no transfer between levels in the hierarchy during the financial year.

(f) The carrying amounts of the borrowings are reasonable approximation of fair value, either due to their short term nature, insignificant impact of discounting or floating rate instruments that are re-priced to market interest rates on or near the end of each reporting period.

(g) The following table sets out the carrying amounts, the weighted average effective interest rates as at the end of each reporting period and the remaining maturities of the borrowings of the Group and of the Company that are exposed to interest rate risk:

	Weighted average effective interest rate per annum %	On demand or within one (1) year RM'000	One (1) to five (5) years RM'000	More than five (5) years RM'000	Total RM'000
Group					
31 December 2021					
Floating rates					
Term loans	5.55	**19,206**	**7,000**	**–**	**26,206**
Bridging loans	4.64	**173**	**–**	**–**	**173**
Revolving credits	4.17	**47,964**	**–**	**–**	**47,964**
Bank overdrafts	6.39	**4,020**	**–**	**–**	**4,020**
Fixed rate					
Others	7.00	**34,717**	**–**	**–**	**34,717**
31 December 2020					
Floating rates					
Term loans	5.46	17,500	3,700	–	21,200
Bridging loans	5.32	–	4,934	–	4,934
Revolving credits	4.77	40,300	–	–	40,300
Bank overdrafts	7.08	3,672	–	–	3,672
Fixed rate					
Others	7.00	34,717	–	–	34,717

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

17. BORROWINGS (continued)

(g) The following table sets out the carrying amounts, the weighted average effective interest rates as at the end of each reporting period and the remaining maturities of the borrowings of the Group and of the Company that are exposed to interest rate risk: (continued)

	Weighted average effective interest rate per annum %	On demand or within one (1) year RM'000	One (1) to five (5) years RM'000	More than five (5) years RM'000	Total RM'000
Company					
31 December 2021					
Floating rates					
Term loans	6.12	**7,860**	**7,000**	**–**	**14,860**
Revolving credits	4.17	**47,964**	**–**	**–**	**47,964**
Bank overdrafts	6.39	**4,020**	**–**	**–**	**4,020**
31 December 2020					
Floating rates					
Term loans	6.66	–	3,700	–	3,700
Revolving credits	4.77	40,300	–	–	40,300
Bank overdrafts	7.08	3,672	–	–	3,672

(h) Sensitivity analysis for fixed rate borrowings as at the end of the reporting period is not presented as fixed rate instruments are not affected by change in interest rates. Sensitivity analysis of interest rates for the floating rate instruments at the end of the reporting period, assuming all other variables remain constant are as follows:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Effects of 50 basis points changes to (loss)/profit after tax				
- Increase by 0.5% (2020: 0.5%)	**(298)**	(266)	**(254)**	(181)
- Decrease by 0.5% (2020: 0.5%)	**298**	266	**254**	181

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

17. BORROWINGS (continued)

(i) The table below summarises the maturity profile of the bank borrowings of the Group and of the Company at the end of each reporting period based on contractual undiscounted repayment obligations as follows:

	On demand or within one (1) year RM'000	One (1) to five (5) years RM'000	Over five (5) years RM'000	Total RM'000
Group				
31 December 2021				
Term loans	**20,154**	**7,359**	**–**	**27,513**
Bridging loans	**181**	**–**	**–**	**181**
Revolving credits	**47,964**	**–**	**–**	**47,964**
Bank overdrafts	**4,020**	**–**	**–**	**4,020**
Others	**34,717**	**–**	**–**	**34,717**
	107,036	**7,359**	**–**	**114,395**
31 December 2020				
Term loans	18,565	3,737	–	22,302
Bridging loans	251	5,088	–	5,339
Revolving credits	40,300	–	–	40,300
Bank overdrafts	3,672	–	–	3,672
Others	34,717	–	–	34,717
	97,505	8,825	–	106,330
Company				
31 December 2021				
Term loans	**8,665**	**7,359**	**–**	**16,024**
Revolving credits	**47,964**	**–**	**–**	**47,964**
Bank overdrafts	**4,020**	**–**	**–**	**4,020**
	60,649	**7,359**	**–**	**68,008**
31 December 2020				
Term loans	226	3,737	–	3,963
Revolving credits	40,300	–	–	40,300
Bank overdrafts	3,672	–	–	3,672
	44,198	3,737	–	47,935

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

18. TRADE AND OTHER PAYABLES

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Non-current liabilities:					
Other payables					
Amounts due to subsidiaries		–	–	9,361	–
Current liabilities:					
Trade payables					
Third parties		55,728	40,104	–	–
Other payables					
Amounts due to subsidiaries		–	–	20,012	26,229
Amounts due to related parties		2,232	2,061	–	–
Third parties		6,466	3,536	830	211
Accruals		11,483	13,191	307	146
Deposits received	21	594	4,750	–	–
Others		106	55	–	–
Total other payables		20,881	23,593	21,149	26,586
Total trade and other payables (current)		76,609	63,697	21,149	26,586
Total trade and other payables (non-current and current)		76,609	63,697	30,510	26,586

(a) Trade and other payables are classified as financial liabilities, and are measured at amortised cost.

(b) Trade payables are non-interest bearing and the normal trade credit terms granted to the Group and the Company ranged from 30 to 45 days (2020: 30 to 45 days).

(c) Included in trade payables of the Group are retention sums for contract works of RM16,439,000 (2020: RM15,980,000). The retention sums are unsecured, interest-free and payable upon the expiry of the defect liability periods of 12 to 30 months.

(d) The non-current amounts due to subsidiaries represent non-trade transactions, which are unsecured, bear interest rates at 5.00% per annum and are not payable within the next twelve (12) months. The carrying amount of the non-current amounts due to subsidiaries approximates its fair value as its interest rate is priced at reasonable approximation of the market interest rate as at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)
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18. TRADE AND OTHER PAYABLES (continued)

(e) Except for the amounts due to certain subsidiaries totalling RM20,000,000 (2020: RM26,193,000) that bear interest rate at 5.00% (2020: 5.00% to 6.00%) per annum, the amounts due to other subsidiaries are non-interest bearing, unsecured and are payable within the next twelve (12) months in cash and cash equivalents.

(f) Non-trade balances due to related parties represent advances and payments on behalf, which are unsecured, interest-free and payable within next twelve months in cash and cash equivalents. Non-trade balances due to related parties bear interest rate at 8.00% (2020: 8.00%) per annum.

(g) Included in the accruals is an amount of RM9,855,000 (2020: RM12,074,000), which mainly represents project cost accruals of the Group.

(h) Trade and other payables are denominated in RM.

(i) Maturity profile of trade and other payables of the Group and of the Company at the end of the reporting period based on contractual undiscounted repayment obligations.

	Within 1 year RM'000	1-5 years RM'000	Total RM'000
Group			
2021			
Trade and other payables	**74,377**	**–**	**74,377**
Amounts due to related parties	**2,411**	**–**	**2,411**
Total	**76,788**	**–**	**76,788**
2020			
Trade and other payables	61,636	–	61,636
Amounts due to related parties	2,226	–	2,226
Total	63,862	–	63,862
Company			
2021			
Trade and other payables	**1,137**	**–**	**1,137**
Amounts due to subsidiaries	**21,012**	**9,829**	**30,841**
Total	**22,149**	**9,829**	**31,978**
2020			
Trade and other payables	357	–	357
Amounts due to subsidiaries	27,539	–	27,539
Total	27,896	–	27,896

(j) Sensitivity analysis for fixed rate profile of other payables at the end of the reporting period is not presented as fixed rate instruments are not affected by change in interest rates.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
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19. REDEEMABLE PREFERENCE SHARES

	Group			
	2021		2020	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Issued and fully paid				
As at 1 January/31 December	2	2,493	2	2,493

Redeemable preference shares represent preference shares issued by a subsidiary of the Company, Bakat Stabil Sdn. Bhd., to its non-controlling interests.

The salient features of the redeemable preference shares are as follows:

(a) The redeemable preference shares, are to be redeemed in whole or in part, at any time by the subsidiary on or before 31 December 2022 and the redemption price shall be paid together with any accrued dividend.

(b) The redeemable preference shares carry a cumulative dividend of 8.00% (2020: 8.00%) per annum, such dividend shall accrue at 8.00% (2020: 8.00%) per annum and compounded on the anniversary dates of its issuance unless paid by the subsidiary.

(c) The right, on winding up or on repayment of capital, to repayment of the capital paid-up or credited as paid-up on those redeemable preference shares in priority or in preference to any repayment to any holders of ordinary shares.

(d) Holders of redeemable preference shares shall not be entitled to surplus assets and profits of the subsidiary.

20. LEASE LIABILITIES

The Group and Company as lessee

	Note	Buildings RM'000	Apartments RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Group						
2021						
Carrying amount						
As at 1 January 2021		478	9,360	94	654	10,586
Additions		685	–	17	–	702
Termination		(22)	–	–	–	(22)
Lease payments		(600)	(5,846)	(24)	(278)	(6,748)
Interest expense	24	31	384	5	26	446
As at 31 December 2021		572	3,898	92	402	4,964

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

20. LEASE LIABILITIES (continued)

The Group and Company as lessee (continued)

	Note	Buildings RM'000	Apartments RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Group						
2020						
Carrying amount						
As at 1 January 2020		1,671	–	–	894	2,565
Additions		88	11,074	101	–	11,263
Modifications		(415)	–	–	–	(415)
Lease payments		(862)	(1,910)	(9)	(278)	(3,059)
Lease concessions		(52)	–	–	–	(52)
Interest expense	24	48	196	2	38	284
As at 31 December 2020		478	9,360	94	654	10,586

	Note	Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Company					
2021					
Carrying amount					
As at 1 January 2021		**384**	**94**	**654**	**1,132**
Additions		**517**	**17**	**–**	**534**
Termination		**(22)**	**–**	**–**	**(22)**
Lease payments		**(482)**	**(24)**	**(278)**	**(784)**
Interest expense	24	**22**	**5**	**26**	**53**
As at 31 December 2021		**419**	**92**	**402**	**913**
2020					
Carrying amount					
As at 1 January 2020		1,540	–	894	2,434
Additions		–	101	–	101
Modifications		(415)	–	–	(415)
Lease payments		(746)	(9)	(278)	(1,033)
Lease concessions		(39)	–	–	(39)
Interest expense	24	44	2	38	84
As at 31 December 2020		384	94	654	1,132

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

20. LEASE LIABILITIES (continued)

The Group and Company as lessee (continued)

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Represented by:				
Current liabilities	4,579	6,166	449	654
Non-current liabilities	385	4,420	464	478
	4,964	10,586	913	1,132

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Lease liabilities owing to financial institutions	402	654	402	654
Lease liabilities owing to non-financial institutions	4,562	9,932	511	478
	4,964	10,586	913	1,132

(a) The following are the amounts recognised in profit or loss:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Depreciation charge of right-of-use assets (included in other expenses)	768	1,267	656	1,146
Interest expense on lease liabilities (included in finance costs)	446	284	53	84
Expense relating to short-term leases (included in other expenses)	19	33	15	30
Expense relating to leases of low-value assets (included in other expenses)	–	1	–	1
Gain on modifications of leases (included in other income)	–	(44)	–	(44)
Variable lease payments arising from COVID-19 related rent concessions (included in other expenses)	–	(52)	–	(39)
	1,233	1,489	724	1,178

20. LEASE LIABILITIES (continued)

(b) The following are total cash outflows for leases as a lessee:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Included in net cash from operating activities:				
Payment relating to short-term leases and low value assets	**19**	34	**15**	31
Interest paid in relation to lease liabilities	**446**	284	**53**	84
Included in net cash from financing activities:				
Payment of lease liabilities	**6,748**	3,059	**784**	1,033
	7,213	3,377	**852**	1,148

(c) The Group and the Company have certain leases of buildings with lease term of 12 months or less, and low value leases of office equipment of RM5,000 and below. The Group applies the "short-term lease" and "low-value assets" exemptions for these leases.

(d) The Group and the Company determine the lease term of a lease as the non-cancellable period of the lease, together with periods covered by an option to extend or to terminate the lease if the Group and the Company are reasonably certain to exercise the relevant options. Management has considered the relevant facts and circumstances that create an economic incentive for the Group and the Company to either exercise the option to extend the lease, or to exercise the option to terminate the lease. Any differences in expectations from the original estimates would impact the carrying amounts of the lease liabilities of the Group and of the Company. The lease payments are discounted using the annual incremental borrowing rates of the Group ranging from 5.00% to 6.00% (2020: 5.00% to 6.00%). At the end of the financial year, the undiscounted potential future rental payments arising from unexercised extension options that are not included in the lease term amounted to RM698,000 (2020: RM2,326,000), which is within five (5) years.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

20. LEASE LIABILITIES (continued)

(e) The following table sets out the carrying amounts, the weighted average incremental borrowing rates and the remaining maturities for the lease liabilities of the Group and the Company:

	Weighted average incremental borrowing rate per annum %	Within 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000	Total RM'000
Group						
31 December 2021						
Lease liabilities						
Fixed rates	**5.00 - 6.00**	**4,579**	**266**	**119**	**–**	**4,964**
31 December 2020						
Lease liabilities						
Fixed rates	5.00 - 6.00	6,166	4,283	137	–	10,586
Company						
31 December 2021						
Lease liabilities						
Fixed rates	**5.00 - 6.00**	**449**	**345**	**119**	**–**	**913**
31 December 2020						
Lease liabilities						
Fixed rates	5.00 - 6.00	654	341	137	–	1,132

(f) The table below summarises the maturity profile of the lease liabilities of the Group and the Company at the end of the reporting period based on contractual undiscounted repayment obligations as follows:

	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
Group				
31 December 2021				
Lease liabilities	**4,586**	**512**	**–**	**5,098**
31 December 2020				
Lease liabilities	6,593	4,506	–	11,099

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

20. LEASE LIABILITIES (continued)

(f) The table below summarises the maturity profile of the lease liabilities of the Group and the Company at the end of the reporting period based on contractual undiscounted repayment obligations as follows: (continued)

	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
Company				
31 December 2021				
Lease liabilities	**486**	**482**	**–**	**968**
31 December 2020				
Lease liabilities	689	500	–	1,189

21. REVENUE

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Revenue from contracts with customers:				
Property development:				
- Sales of completed properties	**1,998**	496	**–**	–
- Sales of properties under construction	**81,894**	145,770	**–**	–
	83,892	146,266	**–**	–
Property management	**1,360**	729	**–**	–
Management fee	**–**	–	**5,640**	5,640
	85,252	146,995	**5,640**	5,640
Other revenue:				
Rental of investment properties	**628**	41	**–**	–
	85,880	147,036	**5,640**	5,640

Revenue is measured by reference to each distinct performance obligation promised in the contract with customer or as the Group and the Company transfer the control of the goods or services promised in a contract and the customer obtains control of the goods or services. Depending on the substance of the respective contract with customer, the control of the promised goods or services may transfer over time or at a point in time.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

21. REVENUE (continued)

At the inception of each contract with customer, the Group and the Company determine whether control of the goods or services for each performance obligation is transferred over time or at a point in time. Revenue is recognised over time if:

(i) the customer simultaneously receives and consumes all of the benefits provided by the Group and the Company;

(ii) the performance of the Group and of the Company creates or enhances a customer-controlled asset; or

(iii) the Group or the Company does not have an alternative use of the asset that it creates or enhances and has an enforceable rights to payment for performance completed to date.

Significant judgement is required in determining performance obligations, transaction price allocation and costs in applying the input method to recognise revenue over time.

The Group identifies performance obligations that are distinct and material, which are judgmental in the context of contracts. Transaction prices are determined based on estimated profit margins prior to its allocation to the identified performance obligations.

The Group and the Company recognise revenue when they transfer control over a product or service to a customer.

(a) Property development

The property development segment of the Group generates revenue from the sale of properties to customers. The sale of properties can be disaggregated into two main types as follows:

(i) Revenue from sale of completed properties

Revenue from sale of completed properties to customer is recognised at a point in time when the Group satisfies the performance obligation by transferring a promised asset to a customer, i.e. upon such customer taking legal possession of the property. This occurs when persuasive evidence exists, usually in the form of an executed sale agreement or evidence of purchase price settlement, or when the customer takes vacant possession of the properties.

There is no significant financing component in the revenue arising from the sale of completed properties as the sales are made on the normal credit terms not exceeding twelve (12) months.

(ii) Revenue from sale of properties under construction

Revenue from sale of properties under construction is recognised over time, commencing upon the Group entities entering into agreements with its customers. Revenue is recognised over time using input method based on the percentage of completion measured by reference to the property development costs incurred for work performed to date against the estimated property development costs to completion.

(b) Property management

Revenue of property management is derived from providing maintenance and facilities management services. The revenue from services rendered is recognised at a point in time when the services has been rendered to the customer and coincides with the delivery of services and acceptance by customers.

There is no right of return and warranty provided to the customers on the services rendered.

21. REVENUE (continued)

(c) Management fees

Management fees from the provision of the management services to the subsidiaries are recognised when subsidiaries simultaneously receive and consume the benefits.

(d) Rental of investment properties

Revenue of the rental of investment properties is derived from the rental of investment properties of the Group and of the Company. The revenue is recognised when service is rendered to the customer in relation to their stay at the investment properties.

A. Disaggregation of revenue

In the following table, revenue is disaggregated by the type of services and the timing of transfer of revenue recognition.

	Timing revenue recognition					
	Product transferred at a point in time		Product transferred over time		Total	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Group						
Property development	**1,998**	496	**81,894**	145,770	**83,892**	146,266
Property management	**1,988**	1,211	**–**	–	**1,988**	1,211
Management fee	**–**	–	**5,640**	5,640	**5,640**	5,640
Total reportable segment	**3,986**	1,707	**87,534**	151,410	**91,520**	153,117
Adjustments and eliminations	**–**	(441)	**(5,640)**	(5,640)	**(5,640)**	(6,081)
Total	**3,986**	1,266	**81,894**	145,770	**85,880**	147,036
Company						
Management fee	**–**	–	**5,640**	5,640	**5,640**	5,640

No disaggregation of revenue from contracts with customers by geographical basis has been presented as the Group's and the Company's activities are carried out predominantly in Malaysia.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

21. REVENUE (continued)

B. Contract balances

The following table provides information about receivables and contract balances with contract customers:

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Contract receivables, included in 'Trade and other receivables'	11	**50,761**	26,640	**–**	–
Contract balances:					
- Net contract assets in relation to property development activities	12	**53,785**	65,445	**–**	–
- Deposits received	18	**(594)**	(4,750)	**–**	–
		53,191	60,695	**–**	–

The receivables primarily relate to the rights to consideration for work completed of the Group and are billed during the financial year.

Reconciliation of movements in contract assets/(liabilities) during the financial year are as follows:

	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
As at 1 January	**60,695**	117,126	**–**	(11)
Performance obligations satisfied in previous financial year	**(65,445)**	(121,186)	**–**	–
Revenue recognised during financial year, included in contract liabilities at the beginning of the reporting period	**–**	184	**–**	–
	(4,750)	(3,876)	**–**	(11)
Deposits paid/(received) during financial year	**4,156**	(873)	**–**	11
Progress billings issued during financial year	**(30,107)**	(80,638)	**–**	–
Revenue recognised during financial year	**83,892**	146,082	**–**	–
As at 31 December	**53,191**	60,695	**–**	–

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

21. REVENUE (continued)

C. Transaction prices allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting date.

	Group 2021 RM'000	Group 2020 RM'000
Sales of properties under construction expected to be recognised in financial year:		
2021	–	67,632
2022	2,046	–
	2,046	67,632

All consideration from contracts with customers is included in the amounts presented above.

22. COST OF SALES

	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
Property development:				
- Cost of completed properties	1,043	309	–	–
- Cost of properties under construction	66,783	111,241	–	–
	67,826	111,550	–	–
Construction contract costs	189	1,112	–	–
Investment properties	639	17	–	–
Property management	721	607	–	–
	69,375	113,286	–	–

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

23. OTHER INCOME

Other income comprises of the following:

	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
Interest income on:				
- fixed deposits with licensed banks	62	131	3	6
- housing development accounts	23	85	–	–
- others	125	26	–	–
- subsidiaries	–	–	9,550	9,826
- trade receivables	36	399	–	–
	246	641	9,553	9,832
Gain on disposal of property, plant and equipment	–	3	–	3
Gain on modifications of leases	–	44	–	44
Miscellaneous	1,145	770	75	71
	1,391	1,458	9,628	9,950

Interest income is recognised as it accrues using the effective interest method in the profit or loss.

24. FINANCE COSTS

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
Interest expense on:					
- amounts due to subsidiaries		–	–	1,299	1,280
- bank overdrafts		275	237	275	237
- revolving credits		2,051	1,973	2,050	1,973
- term loans		951	2,093	247	354
- bridging loan		575	–	–	–
- lease liabilities	20	446	284	53	84
- redeemable preference shares		239	492	–	–
- other borrowings		2,430	2,430	–	–
- amounts due to non-controlling parties		171	158	–	–
- amounts due to former non-controlling party		–	5,408	–	–
		7,138	13,075	3,924	3,928

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

25. (LOSS)/PROFIT BEFORE TAX

Included in (loss)/profit before tax are the following:

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
Auditors' remuneration:					
- statutory audits:					
- current year		173	173	51	51
- over provision in prior years		–	(31)	–	–
- other services:					
- current year		12	12	8	8
Depreciation of:					
- investment properties	7(a)(i)	3,225	1,859	–	–
- property, plant and equipment	6	1,572	3,015	946	1,444
Employee benefits	26	10,171	9,519	6,022	5,218
Impairment losses on:					
- amounts due from subsidiaries	11(h)	–	–	28	2,258
- contract assets	12(d)	–	386	–	–
- trade and other receivables	11(h)	874	866	–	–
Reversal of impairment losses on:					
- amounts due from subsidiaries	11(h)	–	–	(2,244)	–
- contract assets	12(d)	(301)	–	–	–
- trade and other receivables	11(h)	(47)	(98)	–	–
Net loss/(gain) on impairment of financial assets and contract assets		526	1,154	(2,216)	2,258
Impairment losses on investment properties	7(a)(i)	–	5,290	–	–
Property, plant and equipment written off	6	551	219	551	1

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

26. EMPLOYEE BENEFITS

	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Salaries, wages, bonuses and allowances	**7,906**	7,212	**4,349**	3,584
Defined contribution plans	**955**	874	**505**	415
Social security contributions	**59**	66	**21**	22
Other staff-related expenses	**1,251**	1,367	**1,147**	1,197
	10,171	9,519	**6,022**	5,218

Included in employee benefits of the Group and of the Company are Directors' remuneration amounting to RM3,274,000 (2020: RM3,322,000) respectively.

27. TAX EXPENSE

	Note	Group 2021 RM'000	Group 2020 RM'000 (Restated)	Company 2021 RM'000	Company 2020 RM'000
Current tax expense based on profit for the financial year		**2,450**	4,989	**869**	863
(Over)/Under provision in prior years		**(303)**	(81)	**29**	(194)
		2,147	4,908	**898**	669
Deferred tax					
- Relating to origination and reversal of temporary differences		**(755)**	(13)	**–**	–
- Over provision in prior years		**(650)**	(387)	**–**	–
	16	**(1,405)**	(400)	**–**	–
		742	4,508	**898**	669

(a) Malaysian income tax is calculated at the statutory tax rate of 24% (2020: 24%) of the estimated taxable profit for the fiscal year.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

27. TAX EXPENSE (continued)

(b) Numerical reconciliation between the tax expense and the product of accounting (loss)/profit multiplied by the applicable tax rate of the Group and of the Company are as follows:

	Group		Company	
	2021 RM'000	2020 RM'000 (Restated)	2021 RM'000	2020 RM'000
(Loss)/Profit before tax	**(13,485)**	(3,128)	**4,072**	637
Tax at Malaysian statutory tax rate of 24% (2020: 24%)	**(3,236)**	(751)	**977**	153
Tax effects in respect of:				
Non-allowable expenses	**4,479**	5,357	**404**	828
Non-taxable income	**(1,083)**	(299)	**(550)**	(156)
Deferred tax assets not recognised	**1,535**	515	**38**	38
Utilisation of previously unrecognised deferred tax assets	**–**	(8)	**–**	–
	1,695	4,814	**869**	863
(Over)/Under provision in prior years				
- current tax expense	**(303)**	81	**29**	(194)
- deferred tax expense	**(650)**	(387)	**–**	–
	742	4,508	**898**	669

28. LOSS PER ORDINARY SHARE

(a) Basic

Basic loss per ordinary share for the financial year is calculated by dividing the loss for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
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28. LOSS PER ORDINARY SHARE (continued)

(a) Basic (continued)

	Group	
	2021 RM'000	2020 RM'000 (Restated)
Loss attributable to equity holders of the parent	**(15,940)**	(9,053)
Weighted average number of ordinary shares in issue (unit)	**546,944**	546,943
Adjusted weighted average number of ordinary shares applicable to basic earnings per ordinary share (unit)	**546,944**	546,943
Basic loss per ordinary share (sen)	**(2.91)**	(1.66)

(b) Diluted

The diluted loss per ordinary share for the current and previous financial year is equal to the basic loss per ordinary share for the respective financial year as there are no dilutive potential ordinary shares as at 31 December 2021 and 31 December 2020.

29. RELATED PARTY DISCLOSURES

(a) Identities of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Related parties of the Group include:

(i) Direct and indirect subsidiaries as disclosed in Note 8 to the financial statements; and

(ii) Key management personnel are defined as those persons having the authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include the Executive Directors of the Group and certain members of senior management of the Group.

29. RELATED PARTY DISCLOSURES (continued)

(b) The Group and the Company had the following transactions with related parties during the financial year:

	Group 2021 RM'000	Group 2020 RM'000
Directors of the Company, close members of their families and companies in which they have interests		
Revenue recognised from the sale of properties under construction	**650**	1,199
Office rental paid/payable	**(32)**	–

	Company 2021 RM'000	Company 2020 RM'000
Subsidiaries of the Company		
Interest expense	**(1,299)**	(1,280)
Interest income	**9,550**	9,826
Management fee income	**5,640**	5,640
Maintenance fee expense	**–**	(58)

The related party transactions described above were carried out on agreed contractual terms and conditions and in the ordinary course of business between the related parties of the Group and the Company.

Information regarding outstanding balances with related parties at the end of the financial year are disclosed in Notes 11 and 18 to the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

29. RELATED PARTY DISCLOSURES (continued)

(c) Compensation of key management personnel

The remunerations of Directors and other key management personnel during the financial year were as follows:

	Note	Group 2021 RM'000	Group 2020 RM'000	Company 2021 RM'000	Company 2020 RM'000
Directors' remuneration					
Salaries, bonuses and allowances		1,957	1,973	1,957	1,973
Defined contribution plans		235	235	235	235
		2,192	2,208	2,192	2,208
Estimated money value of benefits-in-kind		1,082	1,114	1,082	1,114
	26	3,274	3,322	3,274	3,322
Directors' fees		163	154	163	154
Other key management personnel					
Salaries, bonuses and allowances		608	657	371	371
Defined contribution plans		76	81	47	46
		684	738	418	417
Estimated money value of benefits-in-kind		26	18	24	16
		4,147	4,232	3,879	3,909

(d) Material contracts

There were no material contracts, which have been entered into by the Company or its subsidiaries, which involved Directors' and major shareholders' interests subsisting at the end of the financial year ended 31 December 2021 or entered into since the end of the previous financial year except as disclosed elsewhere in the financial statements.

30. CONTINGENT LIABILITIES

	Company 2021 RM'000	2020 RM'000
Corporate guarantees given to financial institutions for credit facility granted to subsidiaries		
- Limit of guarantee	**54,600**	49,600
- Amount utilised	**24,389**	32,981

The Company designates corporate guarantees given to financial institutions for credit facilities granted to subsidiaries as financial liabilities at the time the guarantee is issued.

Financial guarantee contracts are recognised as financial liabilities at the time the guarantees are issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with the expected loss model under MFRS 9 and the amount initially recognised less amortisation.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

The Company monitors on an ongoing basis the results of the subsidiaries and repayment made by the subsidiaries. As at the end of the reporting period, there was no indication that the subsidiary would default on repayment and no values are ascribed on corporate guarantees provided by the Company to secure bank loans and other banking facilities granted to its subsidiary where such loans and bank facilities are fully collateralised by charges over properties under constructions of the subsidiary and where the Directors regard the value of the credit enhancement provided by the corporate guarantees as minimal. The Directors are of the view that the likelihood of the financial institutions calling upon the corporate guarantees is remote.

The fair values of the above corporate guarantees given to the subsidiaries for banking facilities are negligible.

No expected credit loss is recognised arising from financial guarantee as it is negligible.

The table below summarises the maturity profile of the liabilities of the Company at the end of each reporting period based on contractual undiscounted repayment obligations as follows:

	On demand or within one (1) year RM'000	One (1) to five (5) years RM'000	Over five (5) years RM'000	Total RM'000
Corporate guarantees				
Company				
2021	**17,281**	**7,108**	**–**	**24,389**
2020	20,940	12,041	–	32,981

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
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31. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs

31.1 New MFRSs adopted during the financial year

The Group and the Company adopted the following Amendments of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ("MASB") during the financial year:

Title	Effective Date
Interest Rate Benchmark Reform - Phase 2 (Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4 and MFRS 16)	1 January 2021
Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendment to MFRS 16 *Leases)*	1 April 2021 (early adopted)

Adoption of the above Amendments did not have any material effect on the financial performance or position of the Group and of the Company.

31.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2022

The following are Standard and Amendments of the MFRS Framework that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been early adopted by the Group and the Company:

Title	Effective Date
Annual Improvements to MFRS Standards 2018 - 2020	1 January 2022
Amendments to MFRS 3 *Reference to the Conceptual Framework*	1 January 2022
Amendments to MFRS 116 *Property, Plant and Equipment - Proceeds before Intended Use*	1 January 2022
Amendments to MFRS 137 *Onerous Contracts - Cost of Fulfilling a Contract*	1 January 2022
Amendments to MFRS 101 *Classification of Liabilities as Current or Non-current*	1 January 2023
MFRS 17 *Insurance Contracts*	1 January 2023
Amendments to MFRS 17 *Insurance Contracts*	1 January 2023
Amendment to MFRS 17 *Initial Application of MFRS 17 and MFRS 9 - Comparative Information*	1 January 2023
Disclosure of Accounting Policies (Amendments to MFRS 101 *Presentation of Financial Statements*)	1 January 2023
Definition of Accounting Estimates (Amendments to MFRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors*)	1 January 2023
Amendments to MFRS 112 *Deferred tax related to Assets* and *Liabilities arising from a Single Transaction*	1 January 2023
Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The Group and the Company are in the process of assessing the impact of implementing these Standard and Amendments, since the effects would only be observable for future financial years.

32. COMPARATIVE FIGURES

(a) IFRIC Agenda Decision - Over time transfer of constructed good (IAS 23 *Borrowing Costs*)

The IFRS Interpretations Committee ("IFRIC") in its March 2019 meeting concluded that any receivable, contract asset, inventories that an entity recognises over time are not a qualifying assets. In addition, the Agenda Decision also concluded that capitalisation of borrowing costs into inventories cease when the development project is launched or ready for its intended use or sale. As a result of this Agenda Decision, the Malaysian Accounting Standards Board announced on 20 March 2019 that an entity shall apply the change in accounting policy to the financial statements of annual reports beginning on or after 1 July 2020.

With the adoption of the IFRIC Agenda Decision, the Group has applied the change in this accounting policy retrospectively in its statements of financial position as at 1 January 2020 and 31 December 2020 and statements of profit or loss and other comprehensive income for the financial year ended 31 December 2020, as if this policy had always been in effect.

(b) Reclassifications

Comparative balances have been reclassified to reflect the presentation in accordance to MFRS 101 paragraph 82(ba).

(c) Reconciliation of financial statements

The impact of the adoption of the IFRIC Agenda Decision and reclassifications of certain comparative figures in the financial statements of the Group are as follows:

(i) Consolidated statement of financial position as at 1 January 2020 (date of transition):

	As previously reported 31.12.2019 RM'000	Effects on adoption of IFRIC Agenda Decision RM'000	As restated 1.1.2020 RM'000
Non-current assets			
Property, plant and equipment	7,777	–	7,777
Investment properties	26,263	–	26,263
Goodwill	5,314	–	5,314
Inventories	30,398	–	30,398
Deferred tax assets	490	534	1,024
	70,242	534	70,776
Current assets			
Inventories	195,471	(2,572)	192,899
Trade and other receivables	16,291	–	16,291
Contract assets	124,381	–	124,381
Current tax assets	622	–	622
Cash and bank balances	16,701	–	16,701
	353,466	(2,572)	350,894
TOTAL ASSETS	423,708	(2,038)	421,670

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
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32. COMPARATIVE FIGURES (continued)

(c) Reconciliation of financial statements (continued)

The impact of the adoption of the IFRIC Agenda Decision and reclassifications of certain comparative figures in the financial statements of the Group are as follows: (continued)

(i) Consolidated statement of financial position as at 1 January 2020 (date of transition): (continued)

	As previously reported 31.12.2019 RM'000	Effects on adoption of IFRIC Agenda Decision RM'000	As restated 1.1.2020 RM'000
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital	59,586	–	59,586
Reserves	144,257	(1,765)	142,492
	203,843	(1,765)	202,078
Non-controlling interests	585	(273)	312
TOTAL EQUITY	204,428	(2,038)	202,390
LIABILITIES			
Non-current liabilities			
Borrowings	8,304	–	8,304
Lease liabilities	1,197	–	1,197
Redeemable preference shares	2,493	–	2,493
	11,994	–	11,994
Current liabilities			
Borrowings	100,787	–	100,787
Trade and other payables	99,220	–	99,220
Contract liabilities	3,419	–	3,419
Lease liabilities	1,368	–	1,368
Current tax liabilities	2,492	–	2,492
	207,286	–	207,286
TOTAL LIABILITIES	219,280	–	219,280
TOTAL EQUITY AND LIABILITIES	423,708	(2,038)	421,670

32. COMPARATIVE FIGURES (continued)

(c) Reconciliation of financial statements (continued)

The impact of the adoption of the IFRIC Agenda Decision and reclassifications of certain comparative figures in the financial statements of the Group are as follows: (continued)

(ii) Consolidated statement of financial position as at 31 December 2020:

	As previously reported 31.12.2020 RM'000	Effects on adoption of IFRIC Agenda Decision RM'000	As restated 31.12.2020 RM'000
Non-current assets			
Property, plant and equipment	4,587	–	4,587
Investment properties	30,729	(45)	30,684
Goodwill	5,314	–	5,314
Inventories	30,343	–	30,343
Deferred tax assets	34	1,390	1,424
	71,007	1,345	72,352
Current assets			
Inventories	190,315	(6,449)	183,866
Trade and other receivables	31,371	–	31,371
Contract assets	67,125	–	67,125
Current tax assets	101	–	101
Cash and bank balances	14,480	–	14,480
	303,392	(6,449)	296,943
TOTAL ASSETS	374,399	(5,104)	369,295
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital	59,587	–	59,587
Reserves	126,396	(4,530)	121,866
	185,983	(4,530)	181,453
Non-controlling interests	2,303	(574)	1,729
TOTAL EQUITY	188,286	(5,104)	183,182

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2021

32. COMPARATIVE FIGURES (continued)

(c) Reconciliation of financial statements (continued)

The impact of the adoption of the IFRIC Agenda Decision and reclassifications of certain comparative figures in the financial statements of the Group are as follows: (continued)

(ii) Consolidated statement of financial position as at 31 December 2020: (continued)

	As previously reported 31.12.2020 RM'000	Effects on adoption of IFRIC Agenda Decision RM'000	As restated 31.12.2020 RM'000
LIABILITIES			
Non-current liabilities			
Borrowings	8,634	–	8,634
Lease liabilities	4,420	–	4,420
Redeemable preference shares	2,493	–	2,493
	15,547	–	15,547
Current liabilities			
Borrowings	96,189	–	96,189
Trade and other payables	63,697	–	63,697
Contract liabilities	2,059	–	2,059
Lease liabilities	6,166	–	6,166
Current tax liabilities	2,455	–	2,455
	170,566	–	170,566
TOTAL LIABILITIES	186,113	–	186,113
TOTAL EQUITY AND LIABILITIES	374,399	(5,104)	369,295

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

32. COMPARATIVE FIGURES (continued)

(c) Reconciliation of financial statements (continued)

The impact of the adoption of the IFRIC Agenda Decision and reclassifications of certain comparative figures in the financial statements of the Group are as follows: (continued)

(iii) Consolidated statement of profit or loss and other comprehensive income for the financial year ended 31 December 2020:

	As previously reported 31.12.2020 RM'000	Effects on adoption of IFRIC Agenda Decision RM'000	Reclassifi-cations RM'000	As restated 31.12.2020 RM'000
Revenue	147,036	–	–	147,036
Cost of sales	(116,511)	3,225	–	(113,286)
Gross profit	30,525	3,225	–	33,750
Other income	1,556	–	(98)	1,458
Other expenses	(25,359)	–	1,252	(24,107)
Net loss on impairment of financial assets and contract assets	–	–	(1,154)	(1,154)
Operating profit	6,722	3,225	–	9,947
Finance costs	(5,928)	(7,147)	–	(13,075)
Profit/(Loss) before tax	794	(3,922)	–	(3,128)
Tax expense	(5,364)	856	–	(4,508)
Loss for the financial year	(4,570)	(3,066)	–	(7,636)
Other comprehensive income, net of tax	–	–	–	–
Total comprehensive loss for the financial year	(4,570)	(3,066)	–	(7,636)
Loss for the financial year Total comprehensive (loss)/income attributable to:				
Owners of the parent	(6,288)	(2,765)	–	(9,053)
Non-controlling interests	1,718	(301)	–	1,417
	(4,570)	(3,066)	–	(7,636)
Loss per ordinary share attributable to equity holders of the Company				
Basic/Diluted (sen per share)	(1.15)			(1.66)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)
31 December 2021

32. COMPARATIVE FIGURES (continued)

(c) Reconciliation of financial statements (continued)

The impact of the adoption of the IFRIC Agenda Decision and reclassifications of certain comparative figures in the financial statements of the Group are as follows: (continued)

(iv) Consolidated statement of cash flows as at 31 December 2020:

	As previously reported 31.12.2020 RM'000	Effects on adoption of IFRIC Agenda Decision RM'000	As restated 31.12.2020 RM'000
Cash Flows from Operating Activities			
Adjustments for:-			
Finance costs	5,928	7,147	13,075
Changes in working capital:-			
Inventories	5,349	3,877	9,226
Trade and other payables	(47,746)	(5,408)	(53,154)
Interest paid	(2,564)	(1,739)	(4,303)
Cash Flows from Investing Activities			
Additions to investment properties under construction	(2,137)	45	(2,092)

33. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

The World Health Organisation ("WHO") declared COVID-19 a global pandemic on 11 March 2020. Following this, the Government of Malaysia had imposed a series of Movement Control Order ("MCO") pursuant to the Prevention and Control of Disease Act 1988 ("PCDA"), which resulted in major disruptions to the Company's business operations all round and MCO has been further extended until the conditions set by the Government of Malaysia for the various phases at the National Recovery Plan are achieved. On 8 March 2022, the Government of Malaysia announced that the country will begin its transition to endemic phase of COVID-19 from 1 April 2022 with the opening of its international borders and abolishment of certain COVID-19 restrictions.

Since then, the Group and the Company have experienced disruption to its operations in the following respects:

(i) Lower sales and slower construction progress of the Group's projects; and
(ii) Decreased demand for certain products and services as a consequence of the various phases of MCO.

33. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR (continued)

Based on the assessment and information available at the date of authorisation of the financial statements, there is no significant impact arising from the COVID-19 pandemic in respect of the judgements and assumptions used in the preparation of the financial statements for the financial year ended 31 December 2021.

The Group would continue to monitor and take steps to alleviate and minimise the impact of the pandemic on its operations, which involve prudent financial management and adapting its business plans to the prevailing market.

34. SIGNIFICANT EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

(a) On 22 February 2022, the Company has completed the acquisition of the remaining 15% equity interest in Thriven NCR Sdn. Bhd. ("TNCR") for a total purchase consideration of RM795,005. Upon the completion of the acquisition, TNCR is now a wholly owned subsidiary of the Company.

(b) On 28 February 2022, the Company subscribed one hundred (100) ordinary shares for a total cash consideration of RM100, representing 100% of the issued share capital of a newly incorporated company, Provido Sdn. Bhd. ("PSB").

(c) On 4 March 2022, the Company subscribed one hundred (100) ordinary shares for a total cash consideration of RM100, representing 100% of the issued share capital of a newly incorporated company, Foreli Sdn. Bhd. ("FSB").

LIST OF PROPERTIES OF THE GROUP

as at 31 December 2021

No.	Location/Address	Year of Acquisition/ Completion	Tenure	Date of Expiry of Lease	Age of Building (Years)	Land area/ Built up area as at 31/12/2021	Description/ Existing Use	Carrying Amounts as at 31/12/2021 RM'000
1	PN 30649 & PN 30650 Lot 212 & 213 Mukim Bandar Damansara Daerah Petaling, Selangor	2013	Leasehold	30/12/2114	N/A	6.41 acres	Land being used for residential and commercial development	**92,969**
2	Lot 1524 HS(D) 3059/95 Padang Meha Kulim, Kedah	2002	Freehold	N/A	N/A	72.37 acres	Land being used for residential and commercial development	**28,651**
3	PN 3697, Lot 53 Seksyen 13, Bandar Petaling Jaya Daerah Petaling, Selangor	2013	Leasehold	20/11/2066	N/A	1.99 acres	Land being used for residential and commercial development	**44,330**
4	Mukim 7 Daerah Seberang Perai Selatan Nibong Tebal, Pulau Pinang	2006	Freehold	N/A	N/A	0.95 acres	Land to be used for industrial development	**1,167**
5	Lot 58453 Hak Milik 46467 Mukim Batu Kepong, Kuala Lumpur	2015	Leasehold	16/03/2116	N/A	1.33 acres	Land being used for residential and commercial development	**19,981**
6	PN 3697, Lot 53 Seksyen 13, Bandar Petaling Jaya, Daerah Petaling, Selangor	2015	Leasehold	20/11/2066	7	761.81 sq.metres	Sales Gallery	**506**
7	Lot 4183 Padang Meha Kulim, Kedah	2014	Freehold	N/A	8	130 sq.metres	Sales Gallery	**285**
8	PS1-08, Lumi Tropicana, No. 2, Persiaran Tropicana, PJU 3, Petaling Jaya, Selangor	2021	Leasehold	30/12/2114	1	41.99 sq.metres	HQ Office	**547**
	TOTAL							**188,436**

ANALYSIS OF SHAREHOLDINGS

as at 1 April 2022

Issued and Paid-up Share Capital	:	546,944,126 ordinary shares
Class of Shares	:	Ordinary shares
Voting Rights	:	1) One vote per shareholder on a show of hands 2) One vote per ordinary share on a poll

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholdings
Less than 100	432	14.48	16,504	0.00
100 - 1,000	184	6.16	79,239	0.01
1,001 - 10,000	1,298	43.51	8,184,648	1.50
10,001 - 100,000	906	30.37	29,872,509	5.46
100,001 – 27,347,205 (less than 5% of issued shares)	159	5.33	146,448,454	26.78
27,347,206 (5% of issued shares) and above	4	0.13	362,342,772	66.25
TOTAL	2,983	100.00	546,944,126	100.00

THIRTY LARGEST SHAREHOLDERS

No.	Name of Shareholders	No. of Shares	%
1.	Teladan Kuasa Sdn. Bhd.	148,524,802	27.16
2.	Mulpha International Bhd.	121,298,860	22.18
3.	Dato' Lim Chee Meng	48,354,500	8.84
4.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Dato' Low Keng Siong (8125104)	44,164,610	8.07
5.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Ghazie Yeoh Bin Abdullah	23,939,619	4.38
6.	Redtone Digital Berhad	19,500,000	3.57
7.	Tee Tiam Lee	16,092,500	2.94
8.	Luis Chi Leung Tong	7,258,800	1.33
9.	RHB Capital Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Dato' Low Keng Siong	6,100,000	1.12
10.	Maybank Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Lau Lian Huat	5,841,000	1.07
11.	Lim Chee Khang	5,598,900	1.02

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 1 April 2022

No.	Name of Shareholders	No. of Shares	%
12.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Yau Kok Seng (001)	5,012,498	0.92
13.	Goh Kian Sin	3,968,800	0.73
14.	Puncak Kuasa Sdn. Bhd.	2,722,276	0.50
15.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tommy Bin Bugo @ Hamid Bin Bugo	2,400,000	0.44
16.	Maybank Nominees (Tempatan) Sdn. Bhd. - Low Wui Li	1,779,300	0.33
17.	Chan Ha	1,500,000	0.27
18.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tang Kie Ung (E-BTL)	1,280,400	0.23
19.	Citigroup Nominees (Tempatan) Sdn. Bhd. - Exempt An For OCBC Securities Private Limited (Client A/C-R ES)	1,245,600	0.23
20.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Rewi Hamid Bugo (E-PDG)	1,188,000	0.22
21.	Rewi Hamid Bugo	1,161,700	0.21
22.	CGS-CIMB Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Ng Geok Wah (B BRKLANG-CL)	1,000,000	0.18
23.	Cheam Ai Na	1,000,000	0.18
24.	CGS-CIMB Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Ng Soon Teong (Solaris-CL)	908,400	0.17
25.	Lye Foong Thye	897,600	0.16
26.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Chuan Dyi (6000364)	850,000	0.16
27.	Siew Mon Chun	833,320	0.15
28.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Teh Siew Wah (021)	800,000	0.15
29.	Clarence Gerard Boudville	792,000	0.14
30.	Tan Chin Seng	790,000	0.14

ANALYSIS OF SHAREHOLDINGS (cont'd)
as at 1 April 2022

SUBSTANTIAL SHAREHOLDERS

	Direct		Indirect	
Name of Shareholders	No. of Shares	%	No. of Shares	%
Teladan Kuasa Sdn. Bhd.	148,524,802	27.16	–	–
Ketapang Capital Sdn. Bhd.	–	–	148,524,802[a]	27.16
Datuk Fakhri Yassin bin Mahiaddin	–	–	148,524,802[b]	27.16
Mulpha International Bhd.	121,298,860	22.18	–	–
Nautical Investments Limited	–	–	121,298,860[c]	22.18
Mountbatten Corporation	–	–	121,298,860[d]	22.18
Mount Glory Investments Limited	–	–	121,298,860[e]	22.18
Lee Ming Tee	–	–	121,298,860[f]	22.18
Lee Seng Huang	–	–	121,298,860[g]	22.18
Dato' Low Keng Siong	50,264,610	9.19	–	–
Dato' Lim Chee Meng	48,354,500	8.84	–	–

DIRECTORS' SHAREHOLDINGS IN THRIVEN GLOBAL BERHAD

	Direct		Indirect	
Name of Directors	No. of Shares	%	No. of Shares	%
Datuk Fakhri Yassin bin Mahiaddin	–	–	148,524,802[b]	27.16
Ghazie Yeoh bin Abdullah	23,939,619	4.38	–	–
Dato' Low Keng Siong	50,264,610	9.19	–	–
Henry Choo Hon Fai	–	–	–	–
Rewi Hamid Bugo	2,349,700	0.43	2,888,400[h]	0.53
Lee Eng Leong	–	–	–	–
Datuk Azrulnizam bin Abdul Aziz	–	–	–	–
Cindy Toh Siu Mei	–	–	–	–

ANALYSIS OF SHAREHOLDINGS (cont'd)
as at 1 April 2022

Notes:

a Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of its shareholding in Teladan Kuasa Sdn. Bhd.

b Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of his shareholding in Ketapang Capital Sdn. Bhd.

c Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of its shareholding in Mulpha International Bhd.

d Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of its shareholding in Nautical Investments Limited.

e Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of its shareholding in Mountbatten Corporation.

f Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of his shareholding in Mount Glory Investments Limited.

g Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of his family relationship with Lee Ming Tee.

h Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of his shareholding in Santubong Properties Sdn. Bhd. and indirect interest through shareholding by his father in the Company.

NOTICE OF
33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 33rd Annual General Meeting ("**AGM**") of Thriven Global Berhad will be conducted on a fully virtual basis via online meeting platform at *https://member.arbwemeet.com* (Domain Registration Numbers with MYNIC: D1A457700) provided by ARB Wemeet Sdn. Bhd. in Malaysia on Thursday, 16 June 2022 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 2021 together with the Directors' and Auditors' Reports thereon. *(Please refer to Explanatory Note to the Agenda)*
2. To re-elect Mr. Rewi Hamid Bugo who retires by rotation pursuant to Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 1)*
3. To re-elect Mr. Lee Eng Leong who retires by rotation pursuant to Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 2)*
4. To re-elect Datuk Azrulnizam Bin Abdul Aziz who retires pursuant to Clause 91 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 3)*
5. To re-elect Ms. Cindy Toh Siu Mei who retires pursuant to Clause 91 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 4)*
6. To approve the payment for additional Non-Executive Directors' fees and benefits up to an amount of RM13,000.00 for the period from 1 July 2021 until the 33rd Annual General Meeting of the Company to be held on 16 June 2022. *(Ordinary Resolution 5)*
7. To approve the payment of Non-Executive Directors' fees and benefits up to an amount of RM237,400.00 for the period from 1 July 2022 until the 34th Annual General Meeting of the Company to be held in 2023, to be paid monthly. *(Ordinary Resolution 6)*
8. To re-appoint BDO PLT (LLP0018825-LCA & AF 0206) as the Company's auditors and to authorise the Board of Directors to determine their remuneration. *(Ordinary Resolution 7)*

AS SPECIAL BUSINESS

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

9. **Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016** *(Ordinary Resolution 8)*

   "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.

NOTICE OF
33RD ANNUAL GENERAL MEETING (cont'd)

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."

10. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 9)*

"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 29 April 2022 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 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."

11. **Retention of Independent Non-Executive Director of the Company** *(Ordinary Resolution 10)*

"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, in accordance with the Malaysian Code on Corporate Governance 2017."

12. To transact any other business of which due notice shall have been given.

NOTICE OF
33RD ANNUAL GENERAL MEETING (cont'd)

By Order of the Board
SEET WAN SING (BC/S/1491/SSM PC No. 202008000746)
TAN LAI HONG (MAICSA 7057707/SSM PC No. 202008002309)
Company Secretaries

Selangor
29 April 2022

NOTES:

1. The Securities Commission Malaysia had on 7 April 2022, revised the Guidance Note and Frequently Asked Questions ("FAQ") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("the Revised Guidance Note and FAQ"), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. According to the Revised Guidance Note and FAQ, regardless of the mode of meeting, whether fully virtual, hybrid or physical, listed issuers are reminded to ensure that the meeting supports meaningful engagement between the board, management and shareholders. Please follow the procedures as stipulated in the Administrative Guide for the AGM in order to register, participate and vote virtually.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. The instrument appointing a proxy must be deposited with Boardroom Share Registrar Sdn. Bhd. at Ground 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 if you wish to lodge the instrument of proxy via e-mail and if you do so, kindly remind your proxy to bring with him/her the original form of proxy and his/her identity card for registration.
9. Only members whose names appear in the Record of Depositors as at 10 June 2022 shall be entitled to attend, speak and vote at this meeting.
10. Registration will commence at 12:30 p.m. and close at 3:00 p.m. or upon commencement of poll, whichever is earlier 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.
11. No door gift nor food/refreshments will be provided by the Company. Please refer to our Administrative Guide for details.
12. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of 33rd AGM will be put to vote by poll. Independent Scrutineers will be appointed to observe the polling and verify the poll results.

NOTICE OF
33RD ANNUAL GENERAL MEETING (cont'd)

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.

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.

With the current Board size of eight (8) directors, two (2) Directors namely Mr. Rewi Hamid Bugo and Mr. Lee Eng Leong, being the longest in office since their last election are to retire in accordance with Clause 88 of the Constitution.

Items 4 and 5 of the Agenda

Clause 91 of the Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.

Datuk Azrulnizam Bin Abdul Aziz and Ms. Cindy Toh Siu Mei being the newly appointed Directors on 5 August 2021 as an addition to the existing Board are to retire in accordance with Clause 91 of the Constitution.

Item 6 of the Agenda

Section 230(1) of the Companies Act 2016 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.

In this respect, the Company is seeking shareholders' approval for payment of additional Non-Executive Directors' Fees and Benefits up to an amount of RM10,000.00 for the period from 1 July 2021 until the 33rd Annual General Meeting of the Company to be held in 16 June 2022.

The amount payable is due to the proposed amount in the previous 32nd AGM being insufficient because of an enlarged Board size, with two newly appointed Directors on 5 August 2021.

The proposed payment of benefit(s) is for the meeting allowances payable to the members of the Board and Board Committees.

Item 7 of the Agenda

Section 230(1) of the Companies Act 2016 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.

In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees and benefits of up to an amount of RM237,400.00 for the period from 1 July 2022 until the 34th Annual General Meeting of the Company to be held in 2023, to be paid monthly.

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 proposed payment of benefits comprises meeting and training allowances payable to the Chairman and members of the Board and Board Committees.

NOTICE OF
33RD ANNUAL GENERAL MEETING (cont'd)

Item 8 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 5 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.

Item 9 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 29 April 2022.

Item 10 of this Agenda

Retention of Independent Non-Executive Director of the Company

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 based on the following justifications:-

i) 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.

ii) Mr. Choo has performed his duties diligently and in the best interest of the Company without being subject to influence of the management.

iii) Mr. Choo has devoted sufficient time in attending Board meetings and has participated in board discussions.

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance published in April 2021, the tenure of an independent director should not exceed a cumulative term limit of 9 years. Upon completion of the 9 years, an independent director may continue to serve on the Board but will be redesignated as a non-independent director.

In order for an independent director to continue to serve on the Board as an independent director after the 9th year, shareholders' approval must be sought through a two-tier process and the Board must provide justifications for the retention.

Under the two-tier voting process, shareholders' votes will be cast in the following manner at the same shareholders meeting:

- Tier 1: Only the ***Large Shareholder(s)** of the Company votes; and
- Tier 2: Shareholders **other than *Large Shareholders** votes

***Large Shareholder** means a person who –

- is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in the Company;
- is the largest shareholder of voting shares in the Company;
- has the power to appoint or cause to be appointed a majority of the directors of the Company; or
- has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give effect to such decisions or cause them to be given effect to.

The decision for the resolution is determined based on the vote of Tier 1 and a **simple majority** of Tier 2. If there is more than one Large Shareholder, a **simple majority** of votes determine the outcome of Tier 1 vote. The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution. However, the resolution is deemed to be defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting.

NOTICE OF
33RD ANNUAL GENERAL MEETING (cont'd)

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 33rd 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 33rd AGM and their profile are set out in the Directors' Profile in the Annual Report 2021.

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 mandate to be obtained from the shareholders of the Company to 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 AGM.

The Board is of the view that this mandate is in the best interest of the Company as it 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.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 32nd AGM held on 17 June 2021 and which will lapse at the conclusion of the 33rd AGM to be held on 16 June 2022.

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THRIVEN GLOBAL BERHAD
[Registration No. 198901005042 (182350-H)]
Incorporated in Malaysia under the Companies Act, 1965

CDS Account No.	
No. of Shares Held	

FORM OF PROXY

I/We ____

(NRIC/Passport/Registration No. ____)

of____

being a member of the Company, hereby appoint ____________________________________

________________________________ (NRIC/Passport No. ___________________________)

of ____

and/or______________________________ (NRIC/Passport No. ___________________________)

of ____

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Thirty-Third Annual General Meeting of the Company will be conducted on a fully virtual basis via online meeting platform at *https://member.arbwemeet.com* (Domain Registration Numbers with MYNIC: D1A457700) provided by ARB Wemeet Sdn. Bhd. in Malaysia on **Thursday, 16 June 2022** at **2.00 p.m.** and at any adjournment thereof.

Please indicate with 'X' in the space below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion.

ORDINARY RESOLUTIONS		FOR	AGAINST
Resolution 1	Re-election of Mr. Rewi Hamid Bugo who retires by rotation pursuant to Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election		
Resolution 2	Re-election of Mr. Lee Eng Leong who retires by rotation pursuant to Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election		
Resolution 3	Re-election of Datuk Azrulnizam Bin Abdul Aziz who retires pursuant to Clause 91 of the Constitution of the Company and being eligible, has offered himself for re-election		
Resolution 4	Re-election of Ms. Cindy Toh Siu Mei who retires pursuant to Clause 91 of the Constitution of the Company and being eligible, has offered herself for re-election		
Resolution 5	Approval of the payment for additional Non-Executive Directors' fees and benefits up to an amount of RM13,000.00 for the period from 1 July 2021 until the 33rd Annual General Meeting of the Company to be held on 16 June 2022		
Resolution 6	Approval of the payment of Non-Executive Directors' fees and benefits up to an amount of RM237,400.00 for the period from 1 July 2022 until the 34th Annual General Meeting of the Company to be held in 2023, to be paid monthly		
Resolution 7	Re-appointment of BDO PLT as Auditors and to authorise the Board of Directors to determine their remuneration		
Resolution 8	Authority to issue shares and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
Resolution 9	Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature		
Resolution 10	Retention of Mr. Henry Choo Hon Fai as Independent Non-Executive Director of the Company		

Dated this _______ day of __________________ 2022

If shareholder is a corporation, this part should be executed under seal or under the hand of its officer or attorney duly authorised.

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:-

	No. of Shares	Percentage
1st Proxy		%
2nd Proxy		%
Total:		100 %

____
Signature of Member

NOTES:

1. The Securities Commission Malaysia had on 7 April 2022, revised the Guidance Note and Frequently Asked Questions ("FAQ") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("the Revised Guidance Note and FAQ"), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. According to the Revised Guidance Note and FAQ, regardless of the mode of meeting, whether fully virtual, hybrid or physical, listed issuers are reminded to ensure that the meeting supports meaningful engagement between the board, management and shareholders. Please follow the procedures as stipulated in the Administrative Guide for the AGM in order to register, participate and vote virtually.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.

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NOTES: (continued)

8. The instrument appointing a proxy must be deposited with Boardroom Share Registrar Sdn. Bhd. at Ground 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 if you wish to lodge the instrument of proxy via e-mail and if you do so, kindly remind your proxy to bring with him/her the original form of proxy and his/her identity card for registration.
9. Only members whose names appear in the Record of Depositors as at 10 June 2022 shall be entitled to attend, speak and vote at this meeting.
10. Registration will commence at 12:30 p.m. and close at 3:00 p.m. or upon commencement of poll, whichever is earlier 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.
11. No door gift nor food/refreshments will be provided by the Company. Please refer to our Administrative Guide for details.
12. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of 33rd AGM will be put to vote by poll. Independent Scrutineers will be appointed to observe the polling and verify the poll results.

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

Boardroom Share Registrar Sdn. Bhd.
Ground Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,
46200 Petaling Jaya,
Selangor Darul Ehsan

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THRIVEN

Thriven Global Berhad
[Registration No. 198901005042 (182350-H)]

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