

NOTICE OF 35TH ANNUAL GENERAL MEETING

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

AS ORDINARY BUSINESS

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

AS SPECIAL BUSINESS

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

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

"**THAT** subject always to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being.

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

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 5)*

"**THAT** approval be and is hereby given to the Company and its subsidiaries ("**Thriven Group**") to enter into recurrent related party transactions from time to time with Thriven Group's related parties, which are necessary for the day-to-day operations as set out in Section 2.3.1 of the Circular to Shareholders dated 30 April 2024 subject to the following:-

 - the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
 - the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during the financial year will be disclosed in the Annual Report for the said financial year;

THAT such approval shall continue to be in force until:

 - the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse, unless by a resolution passed at the Meeting the authority is renewed; or
 - the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earliest.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."
- To transact any other business of which due notice shall have been given.

By Order of the Board

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

Selangor
30 April 2024

NOTES:

- A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint more than 1 proxy (pursuant to clause 82 of the Constitution) to attend and vote at the same meeting. With the current Board size of seven (7) directors, two (2) Directors namely Ghazie Yeoh Bin Abdullah and Rewi Hamid Bugo, are to retire in accordance with Clause 88 of the Constitution.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member to speak at the meeting. Nevertheless, Rewi Hamid Bugo has expressed his intention not to seek re-election. Hence, he will retain office until the close of 35th AGM of the Company.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account. **Item 4 of the Agenda**

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA. In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees and benefits of up to an amount of RM249,000.00 for the period from 12 June 2024 until the conclusion of the next AGM of the Company to be held in 2025, to be paid monthly.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The estimated amount payable is based on the assumption that the Company maintain its existing Board composition. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional benefits to meet the shortfall.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer duly authorised. The proposed payment of benefits comprises meeting and training allowances payable to the Chairman and members of the Board and Board Committees.
- The instrument appointing a proxy must be deposited with Boardroom Share Registrar Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Please refer to our Administrative Guide for details. **Item 6 of the Agenda**

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

The proposed Ordinary Resolution 4 is to empower the Directors to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the total issued share capital of the Company for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. As at the date of the Notice, the Company did not issue any shares pursuant to the mandate obtained on the 34th AGM held on 13 June 2023.

The waiver of pre-emption rights pursuant to Section 85 of the Act. By voting in favour of Resolution 4, the shareholders of the Company would be waiving their pre-emption rights. The Resolution 4 if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
- Only members whose names appear in the Record of Depositors as at 5 June 2024 shall be entitled to attend, speak and vote at this meeting. **Item 7 of the Agenda**

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

Please refer to the Circular to Shareholders dated 30 April 2024.
- Please refer to our Administrative Guide for the registration procedure (before the date of the AGM) and login procedure (on the day of the AGM).
- No door gift nor food / refreshments will be provided by the Company. Please refer to our Administrative Guide for details.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of 35th AGM will be put to vote by poll. Independent Scrutineers will be appointed to observe the polling and verify the poll results.

Explanatory Notes to the Agenda:

Item 1 of the Agenda

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

Items 2 and 3 of the Agenda

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

STATEMENT ACCOMPANYING NOTICE OF AGM

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

No notice in writing has been received by the Company nominating any candidate for election as Director at the 35th 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 35th AGM and their profile are set out in the Directors' Profile in the Annual Report 2023.

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

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