

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

**MINUTES OF THE THIRTY-SIXTH ANNUAL GENERAL MEETING (“36TH AGM”) OF THRIVEN GLOBAL BERHAD (“THE COMPANY” OR “THRIVEN”) HELD AT LMP EVENTS, LUMI MARKETPLACE, GROUND FLOOR, UNIT PR-01, LUMI TROPICANA, NO. 2, PERSIARAN TROPICANA, PJU 3, 47410 PETALING JAYA, SELANGOR DARUL EHSAN (“MEETING VENUE”) ON TUESDAY, 17 JUNE 2025 AT 2.00 P.M.**

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

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

**BY INVITATION** : Mr. Goh Say Jauw – General Manager, Group Finance and Treasury  
: Mr. Law Kian Huat – Partner, BDO PLT  
: Mr. Teow Jia Jun – Assistant Manager, BDO PLT  
: Mr. Desmond Tan Chee Beng - Senior Partner, Grant Thornton Malaysia PLT  
: Ms. Chong Xui Wen – Partner, Grant Thornton Malaysia PLT

**SHAREHOLDERS** : As per Attendance List

**PROXYHOLDERS** : As per Attendance List

**1. CHAIRMAN OF THE MEETING**

Datuk Fakhri Yassin Bin Mahiaddin (“Datuk Chairman”), the Chairman of the Meeting, extended a warm welcome to all present at the 36th AGM of the Company.

Datuk Chairman introduced the members of the Board, Group Managing Director, Company Secretaries, and the General Manager, Group Finance and Treasury.

## 2. **QUORUM**

With the requisite quorum present, as confirmed by the Company Secretary as prescribed by Clause 65 of the Constitution of the Company ("Constitution"), Datuk Chairman called the Meeting to order at 2.00 p.m.

Datuk Chairman invited the Secretary to brief the Meeting on the summary of proxies received.

The Secretary informed that based on the report issued by the Poll Administrator, the Company has received in total of 20 proxy forms from the shareholders for a total of 268,053,439 ordinary shares representing 49.01% of the total issued shares of the Company.

Out of those, six shareholders had appointed the Chairman as their proxy to vote on their behalf, for a total of 267,368,807 ordinary shares representing 48.88% of the total issued shares of the Company.

## 3. **NOTICE OF MEETING**

With the permission of the Meeting, the Notice convening the Meeting, dated 30 April 2025, having been circulated for the prescribed period, was taken as read.

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

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

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

The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Aegis Communication Sdn Bhd as the Scrutineer to verify the poll results.

The Ordinary Resolutions require a simple majority of more than 50% of the votes from those members present in person or by proxies and voting at this meeting.

Datuk Chairman encouraged the shareholders and proxies to participate, speak and vote at this Meeting. A Question and Answer ("Q&A") session will be held after the presentation of the agenda.

Datuk Chairman went on to invite the Poll Administrator to present the video explaining the polling procedure, following which he proceeded with the business agenda of the Annual General Meeting ("AGM").

## **ORDINARY BUSINESS**

### **5. AGENDA 1 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 ("FYE2024") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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The first item on the Agenda was to receive the audited financial statements for FYE2024 together with the Reports of the Directors and Auditors thereon.

Datuk Chairman informed the shareholders that the audited financial statements for FYE2024 do not require formal approval from the shareholders under the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 ("the Act"). Therefore, the Agenda is only for discussion and will not be put to a vote.

The audited financial statements for FYE2024 together with the Reports of the Directors and Auditors thereon were deemed as properly laid and duly received at the Meeting.

Datuk Chairman then proceeded to the next agenda item.

### **6. AGENDA 2 ORDINARY RESOLUTION 1 – TO RE-ELECT DATUK AZRULNIZAM BIN ABDUL AZIZ ("DATUK AZRULNIZAM"), WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 88 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-ELECTION AS DIRECTOR**

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

Datuk Chairman informed that Datuk Azrulnizam's details are set out under the Profile of Board of Directors on Page 21 of the 2024 Annual Report. Datuk Azrulnizam has indicated his willingness to be re-elected as a Director of the Company.

Datuk Chairman proceeded to the next agenda item.

**7. AGENDA 3****ORDINARY RESOLUTION 2 – TO RE-ELECT MR. LEE ENG LEONG (“MR. LEE”), WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 88 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-ELECTION AS DIRECT**

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

Datuk Chairman informed that Mr. Lee's details are set out under the Profile of Board of Directors on Page 22 of the 2024 Annual Report. Mr. Lee has indicated his willingness to be re-elected as a Director of the Company.

Datuk Chairman proceeded to the next agenda item.

**8. AGENDA 4****ORDINARY RESOLUTION 3 – TO RE-ELECT MS. CINDY TOH SIU MEI (“MS. CINDY TOH”), WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 88 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-ELECTION AS DIRECTOR**

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The fourth item on the Agenda was to re-elect the Director, Ms. Cindy Toh who retires by rotation in accordance with Clause 88 of the Constitution and being eligible, offers herself for re-election.

Datuk Chairman informed that Ms. Cindy Toh's details are set out under the Profile of Board of Directors on Page 23 of the 2024 Annual Report. Ms. Cindy Toh has indicated her willingness to be re-elected as a Director of the Company.

Datuk Chairman proceeded to the next agenda item.

**9. AGENDA 5****ORDINARY RESOLUTION 4 – TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES AND BENEFITS UP TO AN AMOUNT OF RM230,500.00 FOR THE PERIOD FROM 18 JUNE 2025 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY TO BE HELD IN 2026, TO BE PAID MONTHLY**

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The fifth item on the Agenda was to approve the payment of Non-Executive Directors' fees and benefits up to an amount of RM230,500.00 for the period from 18 June 2025 until the conclusion of the next AGM of the Company to be held in 2026, to be paid monthly.

The proposed Ordinary Resolution 4, if passed, will give authority to the Company to pay the Non-Executive Directors' fees and benefits for the said period, as and when their services are rendered.

There is no revision to the proposed Directors' fees and benefits from the prior year. Details of the fees and benefits are as disclosed under the explanatory notes of the Notice of this AGM.

Datuk Chairman then proceeded to the next agenda item.

#### **10. AGENDA 6**

##### **ORDINARY RESOLUTION 5 – TO APPOINT MESSRS. GRANT THORNTON MALAYSIA PLT AS THE AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS. BDO PLT, FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 ("FYE2025") AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

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The sixth item on the Agenda was on the appointment of Messrs. Grant Thornton Malaysia PLT ("Grant Thornton") as the auditors of the Company in place of the retiring auditors, Messrs. BDO PLT ("BDO"), for FYE2025 and to authorise the Directors to fix their remuneration.

BDO, the retiring auditors, have expressed their decision not to seek re-appointment as the auditors of the Company after the conclusion of this AGM.

The Audit and Risk Management Committee ("ARMC") recommended the appointment of Grant Thornton after considered the adequacy of the audit firm's expertise and resources, the credentials and experience in the Company's industry, reputation, the audit engagement partner to be assigned, independence, commitment, geographical coverage, staff turnover experience and continuity, and the indicative audit fees, in place of the retiring auditors, BDO, for FYE2025. The Board concurred with the ARMC's recommendation and recommended the same to the shareholders for the approval at this AGM.

The Company confirms there were no disagreements with the retiring auditors, BDO, on accounting treatments within the last twelve (12) months from the date of this Notice and the Company is not aware of any circumstances regarding the proposed change of auditors that should be brought to the attention of shareholders.

**SPECIAL BUSINESS****11. AGENDA 7****ORDINARY RESOLUTION 6 - AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("the Act")**

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The first item on the Agenda under Special Business was to pass an ordinary resolution that will confer authority to the Directors to issue and allot shares of the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, pursuant to Sections 75 and 76 of the Act, up to a maximum of 10% of the total number of the issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

Datuk Chairman informed that the Proposed General Mandate will enable the Directors to take swift action for allotment of new shares for any possible fund raising activities, including but not limited to, placing of new shares, for the purpose of funding current and/or future investment project(s), working capital, acquisition(s), and/or for the issuance of shares as settlement of purchase consideration, and to avoid delay, and cost, in convening general meetings to approve such issue of new shares.

The waiver of pre-emption rights pursuant to Section 85 of the Act. By voting in favour of Resolution 6, the shareholders of the Company would be waiving their pre-emption rights. The Resolution 6 if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

Datuk Chairman then proceeded to the next agenda item.

**12. AGENDA 8****ORDINARY RESOLUTION 7 - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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The last item on the Agenda under Special Business was on the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate").

The Proposed Shareholders' Mandate, if passed, will enable Thriven Group to enter into recurrent transactions of a revenue or trading nature involving interests of Related Parties, which are necessary for its day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course

of business and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

Datuk Chairman informed that the details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders of the Company dated 30 April 2025.

Datuk Chairman then proceeded to the next agenda item.

**13. AGENDA 9**  
**ANY OTHER BUSINESS**

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

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

The Meeting proceeded to the Q&A session. Datuk Chairman invited the shareholders and proxies to present their questions.

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

**15. VOTING SESSION**

Datuk Chairman then invited the shareholders to submit their votes and announced that the voting session will be closed in 10 minutes. The meeting will then be adjourned for a further 20 minutes to allow the Poll Administrator and Scrutineer to carry out their tasks.

The Meeting was adjourned and resumed at 2.33 p.m. for the declaration of the voting results.

## 16. ANNOUNCEMENT OF POLL RESULTS

The polling results verified by the Scrutineer were as follows:

Ordinary Resolution	FOR			AGAINST			TOTAL		
	REC	SHARES	%	REC	SHARES	%	REC	SHARES	%
Resolution 1 : To re-elect Datuk Azrulnizam bin Abdul Aziz, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, offers himself for re-election as Director.	27	268,151,465	100.0000	0	0	0.0000	27	268,151,465	100.0000
Resolution 2 : To re-elect Lee Eng Leong, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, offers himself for re-election as Director.	27	268,151,465	100.0000	0	0	0.0000	27	268,151,465	100.0000
Resolution 3 : To re-elect Cindy Toh Siu Mei, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, offers herself for re-election as Director.	27	268,151,465	100.0000	0	0	0.0000	27	268,151,465	100.0000
Resolution 4 : To approve the payment of Non-Executive Directors' fees and benefits up to an amount of RM230,500.00 for the period from 18 June 2025 until the conclusion of the next AGM of the Company to be held in 2026, to be paid monthly.	26	268,151,333	99.9999	1	132	0.0001	27	268,151,465	100.0000
Resolution 5 : To appoint Messrs. Grant Thornton Malaysia PLT as the Auditors of the Company in place of the retiring Auditors, Messrs. BDO PLT, for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration.	27	268,151,465	100.0000	0	0	0.0000	27	268,151,465	100.0000
Resolution 6 : Authority for Directors to issue shares and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.	27	268,151,465	100.0000	0	0	0.0000	27	268,151,465	100.0000
Resolution 7 : Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	23	45,422,434	100.0000	0	0	0.0000	23	45,422,434	100.0000

Based on the results above, Datuk Chairman declared that all seven (7) Ordinary Resolutions were carried as follows:

- 16.1 Ordinary Resolution 1 – To re-elect Datuk Azrulnizam bin Abdul Aziz, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election as Director

RESOLVED:

**THAT** Datuk Azrulnizam Bin Abdul Aziz, who retired by rotation in accordance with Clause 88 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

- 16.2 Ordinary Resolution 2 – To re-elect Lee Eng Leong, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election as Director

RESOLVED:

**THAT** Lee Eng Leong, who retired by rotation in accordance with Clause 88 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.



- 16.3 Ordinary Resolution 3 – To re-elect Cindy Toh Siu Mei, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, has offered herself for re-election as Director

RESOLVED:

**THAT** Cindy Toh Siu Mei, who retired by rotation in accordance with Clause 88 of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

- 16.4 Ordinary Resolution 4 – Approval of payment of Non-Executive Directors' fees and benefits up to an amount of RM230,500.00 for the period from 18 June 2025 until the conclusion of the next Annual General Meeting of the Company to be held in 2026, to be paid monthly

RESOLVED:

**THAT** the payment of Non-Executive Directors' fees and benefits up to an amount of RM230,500.00 for the period from 18 June 2025 until the conclusion of the next Annual General Meeting of the Company to be held in 2026, to be paid monthly, be and is hereby approved.

- 16.5 Ordinary Resolution 5 – To appoint Messrs. Grant Thornton Malaysia PLT as the Auditors of the Company in place of the retiring auditors, Messrs. BDO PLT, for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration

RESOLVED:

**THAT** Messrs. Grant Thornton Malaysia PLT be and is hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. BDO PLT, for the financial year ending 31 December 2025 **AND THAT** authority be hereby given to the Directors to fix their remuneration.

- 16.6 Ordinary Resolution 6 – Authority for Directors to issue shares and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")

RESOLVED:

**THAT** subject always to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company,

provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being.

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

**AND THAT** the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

16.7 Ordinary Resolution 7 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

RESOLVED:

**THAT** approval be and is hereby given to the Company and its subsidiaries ("**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 2025 subject to the following:

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

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

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse, unless by a resolution passed at the Meeting the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the 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.

## **17. CONCLUSION**

There being no other business, the Meeting concluded at 2.35 p.m. with a vote of thanks to the Chair.

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



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**CHAIRMAN**