



THRIVEN

Annual Report 2022

EFFICIENT
LIVING

Lumi Park presents an exceptional opportunity for individuals to rejuvenate themselves, not only with its vast lush greenery but also its sports facilities that cater to all residents. The park offers spaces for tennis, basketball, rock-climbing and soccer, providing ample opportunities for cardio workouts. The refreshing open-air setting makes it a perfect environment for yoga, meditation and other stress-relieving activities. With numerous sporting opportunities coupled with nature's beauty, residents can reset their mind and bodies.





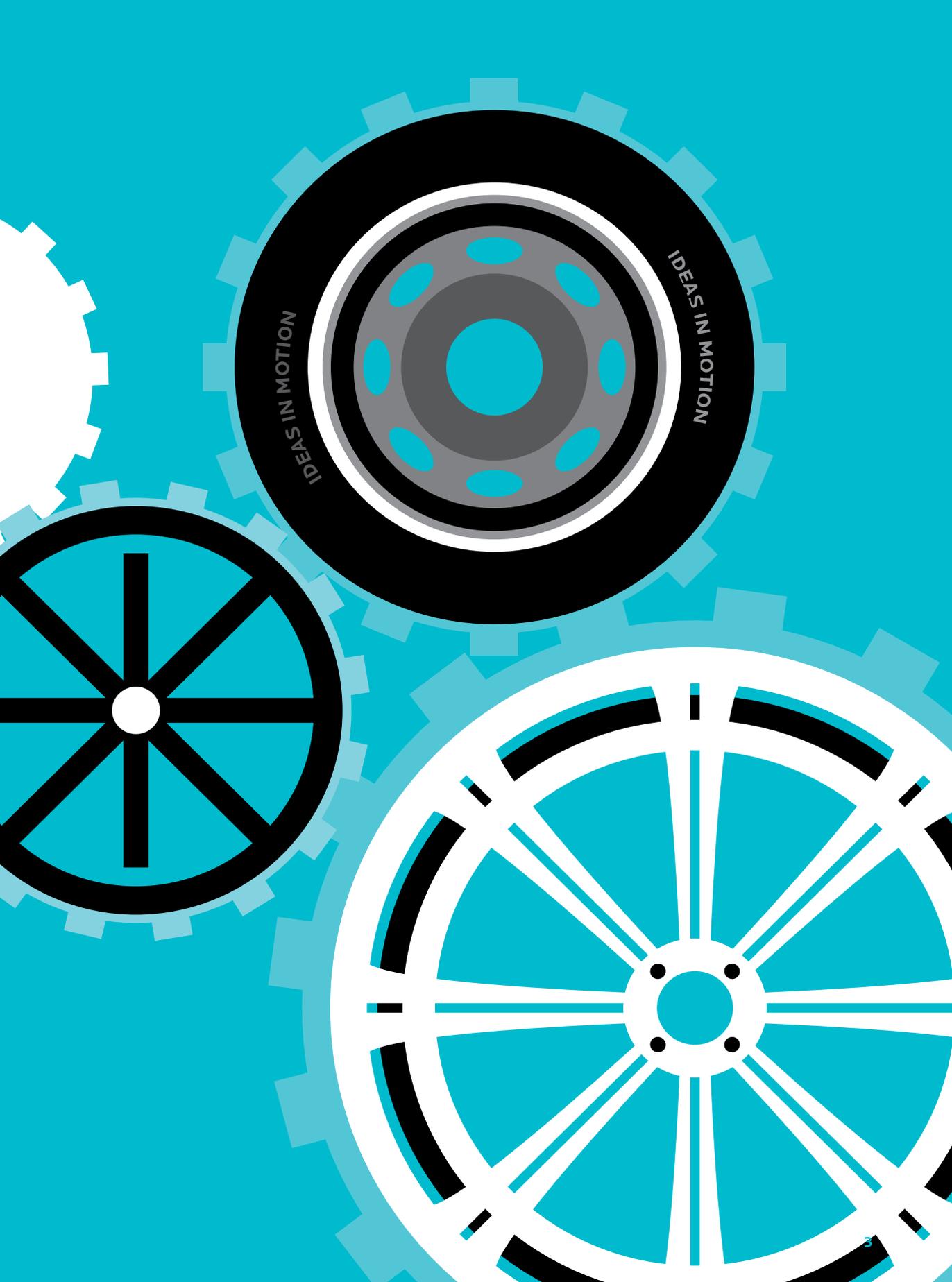
CONTENTS

- 08 Corporate Profile
- 13 Corporate Information
- 14 Group's 5-Year Financial Highlights
- 16 Financial Calendar
- 18 Board of Directors
- 20 Profile of Board of Directors
- 27 Profile of Key Senior Management
- 28 Directors and Management
- 30 Key Senior Management
- 32 Management Discussion & Analysis
- 44 Corporate Governance Overview Statement
- 57 Additional Compliance Information
- 58 Audit And Risk Management
Committee Report
- 64 Statement on Risk Management and
Internal Control
- 69 Sustainability Statement
- 97 Directors' Responsibilities Statement
- 98 Financial Statements
- 190 List of Properties of the Group
- 191 Analysis of Shareholdings
- 195 Notice of 34th Annual General Meeting
Form of Proxy

INNOVATION

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'.



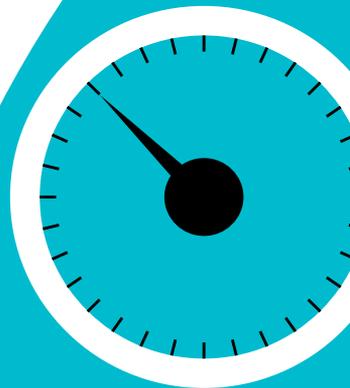
IDEAS IN MOTION

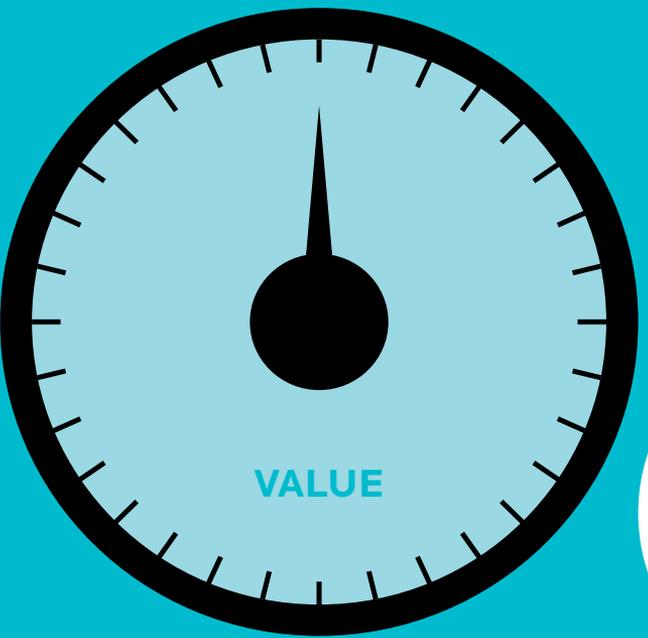
IDEAS IN MOTION

QUALITY

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.





CARE

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.

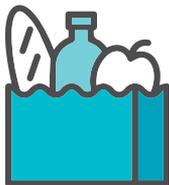


PROPERTY DEVELOPMENT AND INVESTMENT

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 Threven 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 Threven 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 (201906000013 (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) 7688 1266

GROUP'S 5-YEAR FINANCIAL HIGHLIGHTS

Statements of Profit or Loss and Other Comprehensive Income

	2022 RM'000	2021 RM'000	2020 RM'000 (Restated #)	2019 RM'000 (Restated #)	2018 RM'000 (Restated #)
Revenue	81,035	85,880	147,036	236,408	239,079
(Loss)/Profit before tax	(4,694)	(13,485)	(3,128)	33,341	26,255
(Loss)/Profit after tax	(7,534)	(14,227)	(7,636)	25,479	20,007
(Loss)/Profit attributable to owners of the parent	(6,908)	(15,940)	(9,053)	21,431	19,289

Statements of Financial Position

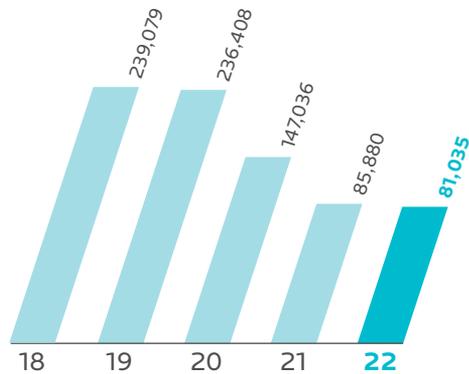
	2022 RM'000	2021 RM'000	2020 RM'000 (Restated #)	2019 RM'000 (Restated # [^])	2018 RM'000 (Restated # [^])
Issued share capital	59,587	59,587	59,587	59,586	49,724
Reserves	97,118	105,926	121,866	142,492	122,960
Total shareholders funds attributable to owners of the parent	156,705	165,513	181,453	202,078	172,684
Total assets	334,616	371,707	369,295	421,670	376,498
Total liabilities	174,010	202,752	186,113	219,280	207,549
Non-controlling interests	3,901	3,442	1,729	312	(3,735)
(Loss)/Earnings per ordinary share attributable to equity holders of the Company ("EPS")(sen)	(1.26)	(2.91)	(1.66)	3.97	3.88
Net assets per ordinary share attributable to owners of the parent ("NAPS")(RM)	0.29	0.30	0.33	0.37	0.35

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

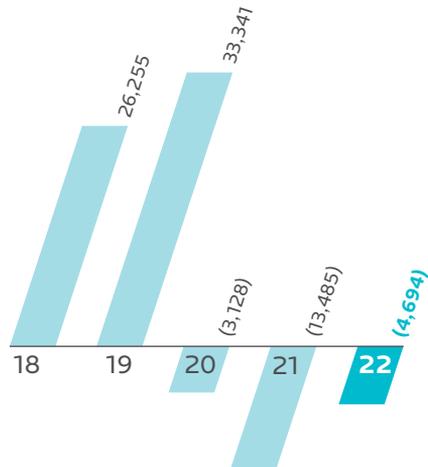
[^] Certain comparative figures have been reclassified where necessary to conform with current year presentation.

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

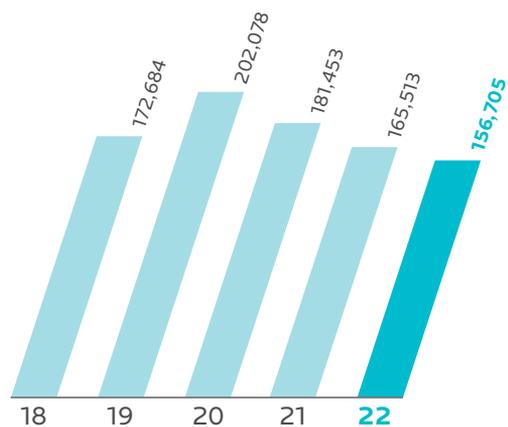
Revenue (RM'000)



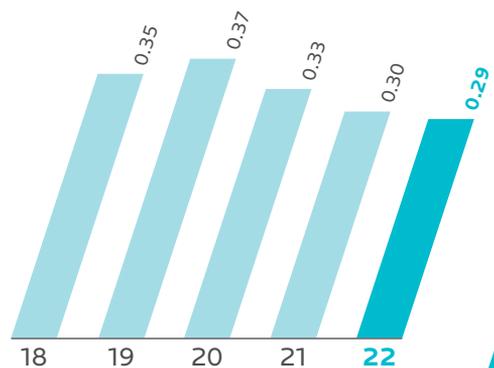
(Loss)/Profit before tax (RM'000)



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

2022

2023

FEBRUARY

25

Announcement of the unaudited consolidated results for the 4th quarter ended 31 December 2021

FEBRUARY

22

Announcement of the unaudited consolidated results for the 4th quarter ended 31 December 2022

MAY

27

Announcement of the unaudited consolidated results for the 1st quarter ended 31 March 2022

MAY

* 24

Announcement of the unaudited consolidated results for the 1st quarter ended 31 March 2023

JUNE

16

33rd Annual General Meeting

JUNE

* 13

34th Annual General Meeting

AUGUST

24

Announcement of the unaudited consolidated results for the 2nd quarter ended 30 June 2022

AUGUST

* 23

Announcement of the unaudited consolidated results for the 2nd quarter ended 30 June 2023

NOVEMBER

30

Announcement of the unaudited consolidated results for the 3rd quarter ended 30 September 2022

NOVEMBER

* 22

Announcement of the unaudited consolidated results for the 3rd quarter ended 30 September 2023

* Date is subject to change



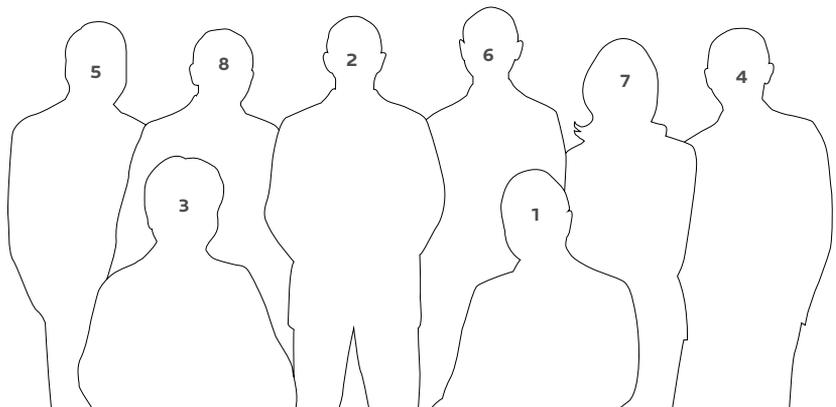
BOARD OF DIRECTORS



BOARD OF DIRECTORS (cont'd)



- 1. Datuk Fakhri Yassin bin Mahiaddin**
Executive Chairman
- 2. Ghazie Yeoh bin Abdullah**
Group Managing Director
- 3. Dato' Low Keng Siong**
Executive Director
- 4. Datuk Azrulnizam bin Abdul Aziz**
Independent Non-Executive Director
- 5. Henry Choo Hon Fai**
Independent Non-Executive Director
- 6. Rewi Hamid Bugo**
Independent Non-Executive Director
- 7. Cindy Toh Siu Mei**
Independent Non-Executive Director
- 8. Lee Eng Leong**
Non-Independent Non-Executive Director



PROFILE OF BOARD OF DIRECTORS



DATUK FAKHRI YASSIN BIN MAHIADDIN

Executive Chairman

Gender	Nationality	Age
Male	Malaysian	47

Board Meeting Attendance in 2022	5/5
---	------------

Date of Appointment: 18 April 2015

Length of Service (as at 1 April 2023): 7 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	46

Board Meeting Attendance in 2022	5/5
---	------------

Date of Appointment: 22 May 2012

Length of Service (as at 1 April 2023): 10 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	49

Board Meeting Attendance in 2022	5/5
----------------------------------	-----

Date of Appointment: 4 September 2013

Length of Service (as at 1 April 2023): 9 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 Male	Nationality Malaysian	Age 52
-----------------------	---------------------------------	------------------

Board Meeting Attendance in 2022	5/5
---	------------

Date of Appointment: 5 August 2021

Length of Service (as at 1 April 2023): 1 year 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:

- AmMetlife Takaful Berhad
- MBSB Bank 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 the Chairman of Perbadanan PR1MA Malaysia, and 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., PetroWangsa Sdn. Bhd., Ryn Resources Sdn. Bhd. and Fuze Development 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	50

Board Meeting Attendance in 2022	5/5
---	------------

Date of Appointment: 13 September 2007

Length of Service (as at 1 April 2023): 15 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	49

Board Meeting Attendance in 2022	4/5
---	------------

Date of Appointment: 18 September 2015

Length of Service (as at 1 April 2023): 7 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)



CINDY TOH SIU MEI

Independent

Non-Executive Director

Gender	Nationality	Age
Female	Malaysian	46

Board Meeting Attendance in 2022	5/5

Date of Appointment: 5 August 2021

Length of Service (as at 1 April 2023): 1 year 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 more than 20 years of experience in business assurance and advisory, corporate finance, corporate strategy and business development across various industries including property development, hospitality, financial services, plantation and agribusiness.

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. She currently supports a few private companies in providing consulting services.

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
BOARD OF DIRECTORS (cont'd)**



LEE ENG LEONG
Non-Independent
Non-Executive Director

Gender	Nationality	Age
Male	Malaysian	55

Board Meeting Attendance in 2022	4/5
---	------------

Date of Appointment: 10 March 2016

Length of Service (as at 1 April 2023): 7 years

Board Committee Membership(s):

- Audit And Risk Management Committee
- Remuneration 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 KEY SENIOR MANAGEMENT



TEOH KONG HAUR

*Managing Director,
Northern Region*

Gender	Nationality	Age
Male	Malaysian	47

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
- Master of Business Administration in Construction Management from Wawasan Open University, Malaysia

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.



TEOH WAN SING (EDMUND)

Joint Company Secretary

Gender	Nationality	Age
Male	Malaysian	47

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.

DIRECTORS AND MANAGEMENT



**Seet Wan Sing
(Edmund)**

Joint Company
Secretary

**Henry Choo
Hon Fai**

Independent
Non-Executive
Director

Rewi Hamid Bugo

Independent
Non-Executive
Director

Lee Eng Leong

Non-Independent
Non-Executive
Director

**Datuk Fakhri
Yassin bin
Mahiaddin**

Executive Chairman

DIRECTORS AND MANAGEMENT (cont'd)



**Dato' Low
Keng Siong**
Executive Director

**Ghazie Yeoh
bin Abdullah**
Group Managing
Director

**Datuk Azrulnizam
bin Abdul Aziz**
Independent
Non-Executive
Director

**Cindy Toh
Siu Mei**
Independent
Non-Executive
Director

Teoh Kong Haur
Managing Director,
Northern Region

KEY SENIOR MANAGEMENT



KEY
SENIOR MANAGEMENT (cont'd)



left to right

Seet Wan Sing (Edmund)
Joint Company Secretary

Ghazie Yeoh bin Abdullah
Group Managing Director

Datuk Fakhri Yassin bin Mahiaddin
Executive Chairman

Dato' Low Keng Siong
Executive Director

Teoh Kong Haur
Managing Director, Northern Region

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 eight 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. Thriven's property developments have 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 eight 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 2022.

The Group recorded a loss after tax of RM7.53 million on the back of revenues amounting to RM81.04 million during the financial year ended 31 December 2022 ("FY2022"). During the year, we were able to complete our eNESTa Kepong Project in the central region and vacant possession delivered to the buyers on 12 September 2022. For northern region, the Group has launched a series of housing projects including affordable single storey terrace and semi-detached houses, under the name Enesta Avenue in Desa Aman since Quarter 2 of 2022.

Objective and Strategies

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

 <p>Property Development & Investment</p>	<p>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 vigor. With our team of dedicated and experienced staff, we deliver not only a superior product, but also an unforgettable experience.</p>
 <p>Lifestyle Retail</p>	<p>The Lifestyle Retail division undertakes the operation of retail premises, which includes 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.</p>

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

 <p>Hospitality</p>	<p>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.</p>
 <p>Facility Management</p>	<p>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.</p>

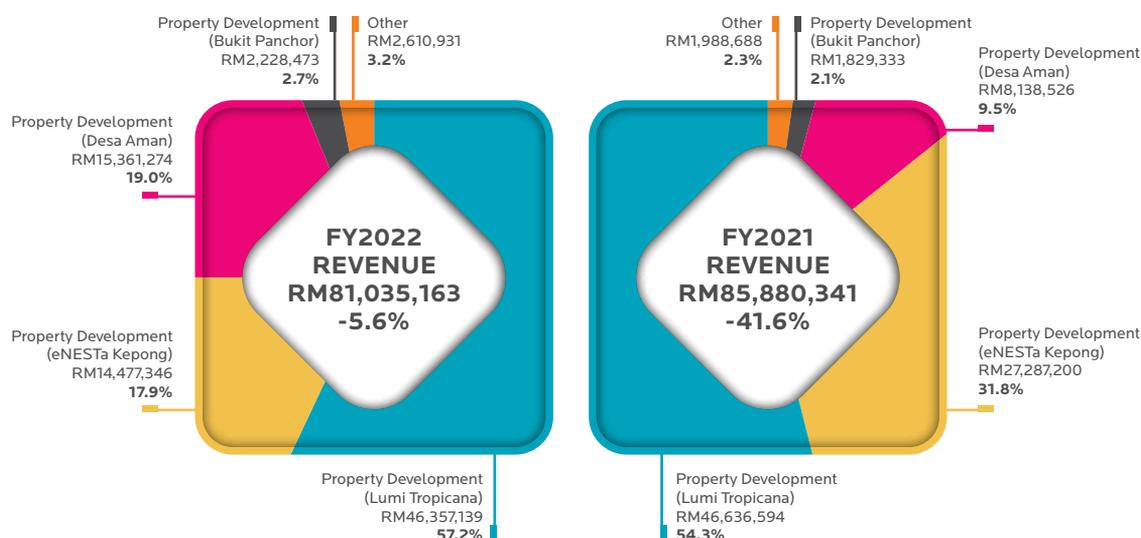
Financial Review

Summary of Income Statement

	FY2022 RM'000	FY2021 RM'000
Revenue	81,035	85,880
Cost of sales	(51,342)	(69,375)
Gross profit	29,693	16,505
Other income	869	1,391
Major operating expenses & finance costs		
Staff costs	(10,857)	(10,171)
Finance costs	(6,045)	(7,138)
Inventories written down	(7,397)	-
Impairment losses on:		
– Trade and other receivables	(1,665)	(874)
Depreciation and amortisation	(2,907)	(4,797)
Professional fees	(5,260)	(1,511)
Sales and marketing costs	(564)	(205)
Fixed assets written off	-	(551)
Tax expense	(2,840)	(742)
Number of staff	128	76
Gross profit margin (%)	36.6%	19.2%
Total expenses as a % of revenue	46.1%	36.9%

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Revenue and Profit Before Tax



In FY2022, the Group reported revenues of RM81.04 million, which was approximately 5.6% lower than the previous corresponding year's figure of RM85.88 million, mainly due to lower progress billings from the on-going development projects.

The Group's financial performance demonstrated improvement as it reported a substantially reduced pre-tax loss of RM4.69 million in comparison to the corresponding year's pre-tax loss of RM13.49 million. This notable achievement can be attributed to the higher gross profit margin realised from the Lumi Tropicana project, which was facilitated by the release of bumi quota from 50.0% to 30.0% during the year under review. The Group's prudent management practices and strategic decision-making played a pivotal role in driving the favorable financial results.

In terms of our development projects, we are pleased to announce that our projects in the central region have been fully completed and handed over to purchasers. The sales demand for our northern region projects continues to remain strong, as evidenced by the positive feedback we have received on our newly launched Enesta Avenue Project in Desa Aman in the second quarter of 2022. We are excited to reveal that the Group is planning to launch a new development of serviced-apartments at Bandar Butterworth, Pulau Pinang. This project comprises of 293 units in a 19-storey building and is set to launch in late Q2 of 2023. We look forward to bringing more exciting projects to our valued customers in the near future.

Operating Expenses and Finance Costs

The Group has achieved an impressive 15.3% reduction in finance costs for the year ended 31 December 2022 compared to the corresponding year, thanks to our diligent efforts to manage our financial obligations. This reduction was primarily due to the full settlement of a term loan with one of our principal bankers, United Overseas Bank (Malaysia) Bhd, in early February 2022, and the partial repayment of a term loan to another principal banker, Kenanga Investment Bank Berhad, during the year.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

The recognition of an impairment loss on inventory was mainly attributed to the revaluation of unsold completed properties held by the Group. This reflects our commitment to maintaining the highest standards of financial reporting and transparency.

The increase in professional fees incurred during the year was primarily caused by consultant fees and legal fees incurred for the bumi quota revision of Lumi Tropicana Project and the procurement of a new banking facility for the Group. These costs reflect our dedication to securing the best possible outcomes for our stakeholders, including our customers, shareholders, and partners.

The lower depreciation and amortisation expenses compared to the corresponding year were primarily due to the full amortisation of part of the Right-Of-Use assets recorded according to MFRS 16 since June 2021. This reflects our commitment to responsible asset management practices and optimal resource allocation.

Tax Expense

Despite the loss during the current year, the Group recorded tax expense of RM3.36 million which was mainly derived from profitable subsidiaries. Tax expense was partially reduced by deferred tax income of RM0.52 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

	FY2022 RM'000	FY2021 RM'000	Increase (+)/ Decrease (-) %
Assets			
Investment properties	85,319	28,729	+197.0%
Inventories	188,112	205,190	-8.3%
Trade and other receivables	22,271	56,645	-60.7%
Contract assets	8,935	57,059	-84.3%
Cash and bank balances	11,393	11,114	+2.5%
Liabilities			
Borrowings	80,097	113,080	-29.2%
Trade and other payables	85,671	76,609	+11.8%
Lease liabilities	4,309	4,964	-13.2%
Contract liabilities	8	3,396	-99.8%
Total Equity	160,606	168,955	-4.9%
Net debt-to-equity ratio (%)	50%	53%	-5.7%
Net assets per ordinary share attributable to owners of the parent (RM)	0.29	0.30	-3.3%

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

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.

The increase in investment properties during the financial years can be attributed to several factors, with one of the key drivers being Mayfair Ventures Sdn Bhd's recent repayment of redeemable preference shares to the Holding Company. This repayment was done via the contra of unsold units, which were treated as inventories in Mayfair Ventures Sdn Bhd's books.

The strategic move has resulted in the Holding Company holding these service residence units as investment properties to earn rental income or for capital appreciation purposes.

Inventories

For FY2022, inventories, which comprised of properties held for development (RM81.38 million), properties under development (RM74.53 million) and completed properties (RM32.14 million), have decreased marginally by 8.3%, principally due to the charging out of property development costs to cost of sales in accordance with project construction progress during FY2022 and Mayfair Ventures Sdn Bhd's recent repayment of redeemable preference shares to the Holding Company.

Trade and Other Receivables

The significant reduction in trade and other receivables was mostly due to collection from the final progress billing for Lumi Tropicana Phase 2 - Tower A2.

Contract Assets

Contract assets has decreased by RM48.12 million mainly due to the vacant possession of Lumi Tropicana Phase 2 - Tower B2 and Suite eNESTa Kepong with final progress billings issued to buyers.

Trade and Other Payables and Contract Liabilities

The amount of trade and other payables increased by 11.8%, primarily due to the outstanding payments from trade payables. The Group continues to monitor and work towards reducing its trade and other payables.

Contract liabilities were previously 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. The transactions were fully settled during the year under review.

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

	FY2022 RM'000	FY2021 RM'000	Decrease RM'000
Borrowings	45,380	78,363	32,983
Other Borrowings – non-financial institution (arising from sale and leaseback arrangement)	34,717	34,717	–
Total	80,097	113,080	32,983

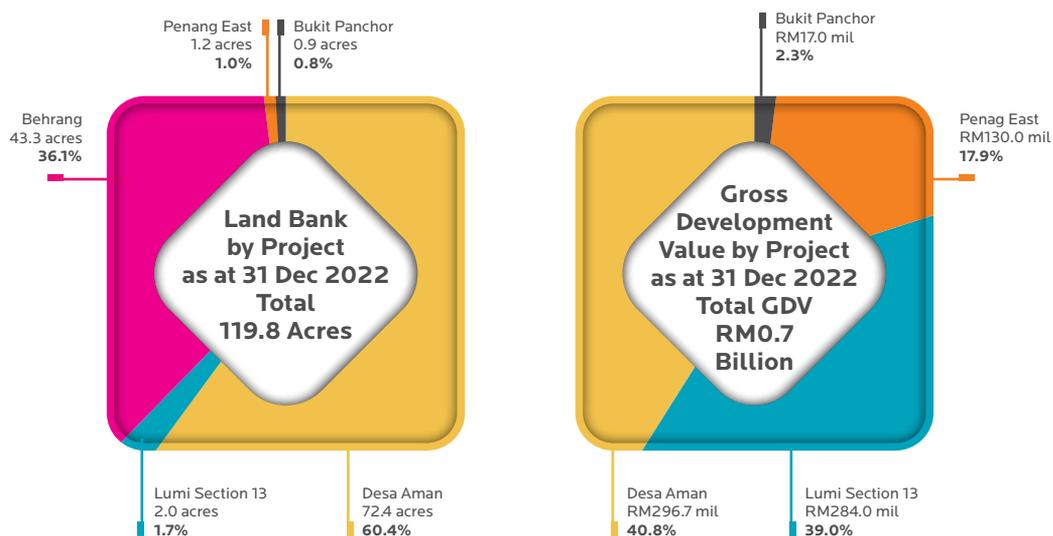
As at 31 December 2022, the Group has repaid banking facilities of RM32.98 million during the current financial year.

The Group's current ratio as at 31 December 2022 is 1.04 times (31 December 2021: 1.56 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 2022, the Group's net debt-to-equity ratio (Net Debt/Total Capital plus Net Debt) remains at a manageable level of 50% (31 December 2021: 53%), 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 98% and 84% for Phase 1 and Phase 2 respectively. Sales for remaining unsold units are still on-going.



Our Lumi Tropicana Phase 2 has been completed with vacant possession. We have handed over to buyers of Wellness Tower and Lifestyle Tower with the notice of vacant possession issued on 28 December 2021 and 17 January 2022 respectively. We are now aggressively selling the remaining Phase 1 units and intend to actively market our unsold Phase 2 units both for long term rental and sale.

MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

Suite eNESTa KEPONG

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.

Suite eNESTa Kepong comprises 258 units of serviced apartments together with 23 units of retail lots targeted at middle income buyers and investors, and vacant possession delivered to buyers on 12 September 2022. The project has achieved a take-up rate of approximately 95% and we are commencing a marketing program to sell our remaining unsold Suite eNESTa Kepong units over the next 6 to 12 months.



NORTHERN REGION

Taman Desa Aman, Kedah

Based on past encouraging sales responses, the Group is launching a series of affordable housing projects, including a new phase of affordable single story terrace and semi-detached houses (under the name Enesta Avenue) to meet the local market demand. The buyers' interest in Enesta Avenue are strong, and we believe that this trend will continue.

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.

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

Lifestyle retail is one of the core businesses of the Group, and their recent expansion into this area includes the launch of Lumi Market Place (LMP).

This dedicated F&B space, located within Lumi Tropicana, spans over a internal dining space measuring 180 meters and boasts over 30,000 square feet of garden space that is perfect for hosting events. To create interest in the space and attract visitors, LMP has a strong design element and a coherent concept focused on F&B outlets, as well as curated weekend food markets and events. The operations of LMP began in Quarter 3 of 2022, and management is actively working on building up their lifestyle retail business by collaborating with experienced professionals in the industry.

In terms of indoor dining, LMP boasts an impressive array of five outlets - W.E.P, Akari, Bite Club, Savage as well as a Boutique Grocer known as Provido. Each of these F&B outlets serves up delectable cuisine, sourced from local kitchens but infused with flavours from all over the world, that is sure to tantalise our customers taste buds.



MANAGEMENT DISCUSSION AND ANALYSIS (cont'd)

LMP's garden space is truly one-of-a-kind, thanks to our strategic location and verdant greenery. We believe that we have a significant edge over our competitors in the vicinity when it comes to delivering high-quality events at competitive pricing. Our beautiful and tranquil garden space is perfect for a range of activities from pop-up markets, weddings, ceremonies, and launches.

With a strong experience F&B team, our group is poised to make a significant impact in the lifestyle retail sector in the upcoming year. We are committed to providing our customers with unparalleled experiences that exceed their expectations and leave them craving for more.



Lumi Hospitality

Thriven has diversified its business by launching its hospitality division in Quarter 4 of 2020. This new venture involves providing short-term accommodation to both business and leisure travellers, as well as rental management services for property owners. So far, the hospitality division has shown promising growth, particularly during peak travel seasons such as school holidays and festive periods, indicating a strong demand for the services it offers.

Lumi Hospitality takes pride in providing comprehensive service residences at the coveted Lumi Tropicana, a thriving destination in the heart of Petaling Jaya. Our dedicated on-site hospitality team guarantees a stress-free stay, as we ensure the highest standards of cleanliness and comfort.

At current juncture Lumi Hospitality is operating 32 units of 2 bedrooms Service Residence and is expected to grow to 70 units by the 1st Quarter 2023.

Looking towards the future, the Group is optimistic about the performance of Lumi Hospitality. The growing demand for inbound leisure, domestic and international tourism is expected to normalise in the coming years, creating a favourable market environment for our business. We are committed to maintaining our high standards of service and enhancing our offerings to meet the evolving needs of our guests.

Future Prospects

For the financial year ending 31 December 2023 ("FY2023"), the Group's revenues will continue to be underpinned by new sales and unbilled sales of approximately RM30 million from our on-going developments, to be delivered during the next financial year.

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 to the unwavering commitment of our Group to provide homes that offer value that surpasses their price point. The prevailing positive market sentiment, coupled with the commencement of operations at LMP, which serves as the final piece in our envisioned Luminous lifestyle for Lumi Tropicana, is expected to bolster sales take-up rates. We are also expanding our portfolio through our property investment and hospitality divisions, by retaining and marketing unsold units for recurring rental income via both short-stay accommodations and long-term rental arrangements.

Through our unwavering adherence to the strategies we have outlined and diligently executed over the years, we are confident that we can overcome any challenge that the Group may encounter in this volatile, yet generally improving business environment.

For the fiscal year 2023, the Board of Directors is proposing to conserve funds for re-investment into our current projects in order to see them to fruition. Consequently, there will be no declaration of dividends. We will review this policy periodically, considering factors such as future earnings, capital commitments, general economic conditions, and distributable reserves.

Datuk Fakhri Yassin bin Mahiaddin
Executive Chairman
27 March 2023

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.
- 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 duties 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. To ensure an optimum structure for efficient and effective decision-making in the Group, the authority limits are reviewed and revised as and when required.

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:

- Providing leadership for the Board so that the Board can perform its responsibilities effectively by ensuring the Board plays a full and constructive part in the determination of the Company's strategies and policies, and that the Board decisions taken are in the best interest and fairly reflect the Board's consensus and ensure that procedures are in place to govern the Board's operations.
- Planning the Board Meeting agenda in advance alongside with the Executive Director and ensure that the provision of accurate, timely and clear information to the Board members. The Chairman also ensures that the Board members are properly briefed on issues arising at board meetings in a timely manner.
- Managing the interface between the Board and the Management by acting as the main conduit as well as develop positive relationship with the Executive Director.
- Ensuring adequate time is available for thorough deliberations of key issues and that decisions are taken on a sound and well-informed basis, including by ensuring that all strategic and critical issues are considered by the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

- Leading the Board in establishing and monitoring good governance and compliance practices throughout the Group.

The Company had adopted an Anti-Bribery And Corruption (“ABC”) Manual (which includes an ABC Policies And Procedures) in May 2020 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.

Upon adoption of the ABC Manual, the Board has amended the Board Charter, the Whistleblowing Policy, the Corporate Code of Conduct and the Employee Handbook in May 2020 to be in line with the ABC Manual. A new Procurement Policy was adopted by the Board in May 2020.

The Employee Handbook, which includes the Employee’s Code of Conduct and Whistleblowing Policy, was adopted by the Group in February 2016 and revised in November 2019 and May 2020, 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 raising any concern 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 head of department or an assigned 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 keep detailed records of all evidence gathered and will report the outcome of the investigation to the ARMC. 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, May 2020 and February 2023 to be in line with Listing Requirements and MCGG, 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 also serves as a source of reference for new Directors, which are reviewed and revised from time to time and as and when required 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.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

The Company has adopted a Fit and Proper Policy on 30 June 2022 to be in line with the Listing Requirement. This is to be read together with the Board Charter of the Company.

The Board Charter, Fit and Proper Policy, 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.

The Board members have unlimited access to the professional advice and services of the two (2) Companies Secretaries, both whom are professionally qualified, and plays 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, laws, regulatory and statutory requirements, corporate governance and best practices. The Board is constantly updated and well informed by the Company Secretaries on the laws and regulations, as well as directives issued by the regulatory authorities.

The Company Secretaries are also responsible in organising and attending all Board and Board Committees' 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 Board Committees' 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 2022, 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, experience, 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. The Independent Directors help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

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.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

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 cognisance 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.

In maintaining the effectiveness of the Board and the independence of Independent Directors, the Board through its Nomination Committee ("NC") carries out annual assessment in order to review the effectiveness of the Board as a whole and the Board Committees, the contributions and performance of individual Directors as well as the independence of the Independent Non-Executive Directors. 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, which are reviewed and revised from time to time and as and when required, to deal with its authority, duties and responsibilities. The NC's terms of reference 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.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

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.

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 attends seminars and training programmes from time to time and as and when necessary to broaden their knowledge and keep abreast with relevant changes in laws, regulation and business environment as well as with the 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 Directors are also constantly updated by the Company Secretaries on changes to the relevant guidelines on the regulatory and statutory requirements. 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	Discrimination in the Workplace	Messrs. Skrine & Co. Advocates & Solicitors	29 November 2022
Ghazie Yeoh Bin Abdullah	Discrimination in the Workplace	Messrs. Skrine & Co. Advocates & Solicitors	29 November 2022
Dato' Low Keng Siong	Are You Ready For The Future of Corporate Reporting?	Joshua Rayan Communications	21 July 2022
	Discrimination in the Workplace	Messrs. Skrine & Co. Advocates & Solicitors	29 November 2022

**CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)**

Name of Directors	Title	Organiser	Date
Datuk Azrulnizam Bin Abdul Aziz	Environmental Social Governance (ESG) Training	AmMetLife Takaful Berhad	21 January 2022
	Sustainability Charter under ESG Framework (engagement with EY) Training	MBSB Bank Berhad	1 June 2022
	AML/CFT – Anti Corruption & Corporate Governance Training	MBSB Bank Berhad	16 June 2022
	Information and Cyber Security Training	MBSB Bank Berhad (Technology Division)	1 July 2022
	Global Market Outlook – Ex IMF Chief Economist	General Training	4 July 2022
	Sustainability Awareness Virtual Program Training	AmMetLife Takaful Berhad	5 July 2022
	Training – Cybersecurity: Emerging Trends and What You Need To Know As A Decision Maker	AmMetLife Takaful Berhad	9 November 2022
	Audit Oversight Board Conversation With Audit Committee	Securities Commission Malaysia's (SC) Audit Oversight Board (AOB)	17 November 2022
Henry Choo Hon Fai	Discrimination in the Workplace	Messrs. Skrine & Co. Advocates & Solicitors	29 November 2022
Rewi Hamid Bugo	CIPAA Conference 2022 (Managing Construction Defects & Claims Webinar)	Legal Plus, L2 i-con	23 June 2022
	PowerTalk ESG Series #2 – Why Investors Care About ESG	Institute of Corporate Directors Malaysia (ICDM)	28 June 2022
	Audit Oversight Board Conversation with Audit Committees	Securities Commission Malaysia's (SC) Audit Oversight Board (AOB)	6 December 2022
Lee Eng Leong	Corporate Governance Guide 4 th Edition Rise Together	Malaysian Institute of Corporate Governance (MICG)	17 March 2022
	Banking on Islamic Finance for a Sustainable Future	The Malaysian Institute of Certified Public Accountants (MICPA)	17 May 2022

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

Name of Directors	Title	Organiser	Date
	MIA Conference 2022	Malaysian Institute of Accountants (MIA)	8 - 9 June 2022
	Pre-Budget 2023 Dialogue with MOF	Kuala Lumpur Business Club (KLBC)	26 August 2022
	Dialogue with Hon. Mr. Lawrence of Singapore Deputy Prime Minister & MOF	KLBC	5 September 2022
	Sustainable Finance Series (Towards Zero Carbon Future)	MICPA	6 September 2022
	Audit Oversight Board Conversation With Audit Committee	Securities Commission Malaysia's (SC) Audit Oversight Board (AOB)	17 November 2022
Cindy Toh Siu Mei	Tax Governance: It's Time to Embrace It	MIA & MICPA	13 January 2022
	MIA Virtual Conference Series: Women of Substance Symposium 2021	MIA	20 January 2022
	MIA Webinar Series: Auditing of Construction Contracts & Property Development Activities	MIA	25 - 26 January 2022
	Sustainable Finance Series: Executive Masterclass: Developing Malaysia's Roadmap to Net Zero	MICPA-KPMG Joint Complimentary Webinar	27 April 2022
	Sustainable Finance Series - Banking on Islamic Finance for a Sustainable Future	MICPA Complimentary Webinar	17 May 2022
	Sustainable Finance Series - Accountants & their Role to Reduce Carbon Emissions	MICPA Complimentary Webinar	28 June 2022
	Accountants Fighting Corruption	MICPA Complimentary Webinar	20 July 2022

**CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)**

Name of Directors	Title	Organiser	Date
	Auditing requirements in relation to ISA 540 (Revised) Auditing Accounting Estimates and Related Disclosures	MIA Complimentary Webinar in Collaboration with the Royal Institution of Surveyors Malaysia (RISM)	21 July 2022
	Supercharge ESG Ambitions with Technology	MICPA Complimentary Webinar	10 August 2022
	ISA 315 (Revised 2019) Identifying and Assessing the Risks of Material Misstatement	MIA	30 August 2022
	Towards a Zero Carbon Future: The New Funding Landscape & Supply Chain Opportunities	MICPA Complimentary Webinar	6 September 2022
	Common Transfer Pricing Challenges in Malaysia	MICPA-BDO Complimentary Webinar	26 September 2022
	Embracing the ESG revolution: Zeroing in on investor expectations	MICPA-PWC Complimentary Webinar	27 September 2022
	Investment Analysis on Property Industry	MIA	19 October 2022
	Audit Oversight Board Conversation with Audit Committees	Securities Commission Malaysia's (SC) Audit Oversight Board (AOB)	17 November 2022

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 are reviewed and revised from time to time and as and when required, to deal with its authority, duties and responsibilities. The RC's terms of reference are available on the Company's website at www.thriven.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

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.

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	–	462,736	1,297,360
Ghazie Yeoh bin Abdullah (Group Managing Director)	688,752	–	82,656	–	233,100	1,004,508
Dato' Low Keng Siong (Executive Director)	521,640	–	62,604	–	378,736	962,980
Non-Executive Directors						
Datuk Azrulnizam bin Abdul Aziz (Independent Non-Executive Director)	43,000	–	–	6,000 [®]	–	49,000
Henry Choo Hon Fai (Independent Non-Executive Director)	35,000	–	–	6,600 [®]	–	41,600
Rewi Hamid Bugo (Independent Non-Executive Director)	43,000	–	–	9,600 [®]	–	52,600
Cindy Toh Siu Mei (Independent Non-Executive Director)	33,000	–	–	5,500 [®]	–	38,500
Lee Eng Leong (Non-Independent Non-Executive Director)	33,000	–	–	9,000 [®]	–	42,000
Total	2,142,592	–	234,684	36,700	1,074,572	3,488,548

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 2022.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

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 (<i>Executive Chairman</i>)
RM1,000,001 to RM1,050,000	Ghazie Yeoh bin Abdullah (<i>Group Managing Director</i>)
RM950,001 to RM1,000,000	Dato' Low Keng Siong (<i>Executive Director</i>)
RM300,000 to RM350,000	Teoh Kong Haur (<i>Managing Director – Northern Region</i>)
RM150,001 to RM200,000	Jayven Chan Heng Ong (<i>Head of Group Finance & Treasury</i>)

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

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit And Risk Management Committee

As at 31 December 2022, 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 members are 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 ARMC consists of members who are financially literate and possess appropriate level of knowledge, expertise, experience and strong understanding of the Company's business to discharge its responsibilities effectively.

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 2022, 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.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

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, which was approved by the Audit And Risk Management Committee on 29 March 2016 and revised on 22 August 2022 stipulates, amongst others, the internal auditors' role, scope and responsibilities, 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.

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

I. Communication with Stakeholders

The Board acknowledges and values 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 Sales and Marketing 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.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

A Corporate Communication Policy, was adopted by the Board in November 2018 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 an important platform and 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 33rd AGM of the Company was held on a fully virtual basis with proceedings of the AGM being streamed live on 16 June 2022 in compliance with the Company's Constitution and guidance issued by the Securities Commission Malaysia.

During the 2022 AGM, in line with Listing Requirements, all resolutions were voted via electronic poll voting. Leveraging on information technology or effective meeting procedures, an electronic poll voting system was put in place whereby all shareholders of the Company participated in the polling procedure. An independent scrutineer was appointed to validate the poll results. Voting results of the general meetings are also announced instantaneously and displayed on the screen to shareholders/proxies after all resolutions has been put to vote. 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 AGM. The 2022 AGM's minutes and responses to questions raised by shareholders were published on the Company's website at www.thriven.com.my.

This Corporate Governance Overview Statement was approved by the Board of Thriven on 27 March 2023.

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 2022.

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 2022 are as follows:-

The audit fees incurred on a Group basis is RM203,200.00; and the amount of non-audit fees incurred on a Group basis is RM13,000.00, with the details set out below:-

Company	Audit Fees (RM)	Non-audit Fees (RM)
Bakat Stabil Sdn. Bhd.	5,500	-
Bukit Punchor Development Sdn. Bhd.	6,000	1,125
Dynamic Unity Sdn. Bhd.	4,500	-
Eco Green Services Sdn. Bhd.	9,000	-
Golden Cignet Sdn. Bhd.	28,000	1,125
Lumi Hospitality Sdn. Bhd.	15,000	-
Mayfair Ventures Sdn. Bhd.	30,000	1,125
MLB Quarry Sdn. Bhd.	4,100	-
Thriven Amona Sdn. Bhd.	15,100	1,125
Thriven Global Berhad	55,000	8,500
Thriven NCR Sdn. Bhd.	3,500	-
Thriven Properties Sdn. Bhd.	4,500	-
Thriven TT Sdn. Bhd.	5,500	-
Verdant Parc Sdn. Bhd.	2,500	-
Foreli Sdn. Bhd.	7,000	-
Provido Sdn. Bhd.	4,000	-
We Box Sdn. Bhd.	4,000	-
Total	203,200	13,000

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 2022.

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 2022.

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 29 November 2022 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 2022 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 2022.

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 2022, the ARMC has held five (5) 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	5/5
Rewi Hamid Bugo	4/5
Lee Eng Leong	5/5
Cindy Toh Siu Mei	5/5

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 Group Managing Director was invited to attend all the meetings held to facilitate direct communication as well as to provide clarification on audit matters and the Group's operation. The Head of Group Finance and Treasury was invited to attend all the meetings to provide clarification on the unaudited consolidated quarterly results and audit matters. The external auditors were invited to present at three (3) meetings out of the total five (5) meetings held. During the financial year ended 31 December 2022, 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 2022, the internal auditors have attended four (4) out of the five (5) 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. At subsequent ARMC meeting, the follow-up audit reports on the status, actions and steps taken by the Management on previous audit findings were tabled to the ARMC 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 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.

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.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

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 unaudited 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 the audit activities and findings of internal audit, as well as the actions and steps taken by the Management in response to such findings.
- (c) Reviewed with the external auditors, their audit plan and scope of audit prior to the commencement of audit.
- (d) 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.
- (e) 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 Directors and the Management.

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.

- (f) Reviewed the recurrent related party transactions entered into by the Company and the Group throughout the financial year ended 31 December 2022 to ensure that such transactions are undertaken on normal commercial terms and that internal control procedures employed are both sufficient and effective.
- (g) 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 to the Board for notation.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

- (h) Reviewed the independence status and performance of the external auditors for the financial year ended 31 December 2022.

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.

- (i) Reviewed and recommended to the Board for approval, the Circular to Shareholders in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions.
- (j) 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.
- (k) Reviewed and recommended to the Board for approval, the Statement on Risk Management and Internal Control for inclusion in the Annual Report.
- (l) Reviewed and approved the Audit And Risk Management Committee Report for inclusion in the Annual Report.
- (m) Reviewed the summary of risks and top 5 risks of the Group.
- (n) Reviewed the revised the Terms of Reference of the ARMC and the Internal Audit Charter recommended to the Board for approval.

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 are 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.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

The role of Internal Audit was outsourced 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 2022:-

- (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:
 - Marketing & Promotions Management for Lumi Marketplace
 - (follow-up audit on) Financial Control and Progress Payment & Final Accounts Management
 - (follow-up audit on) Related Party Transactions and Recurrent Related Party Transactions Procedure Review
 - (follow-up audit on) Talent Management
 - Northern Region Vacant Possession Management and Complaints Management
 - (follow-up audit on) Vacant Possession Management and Complaints Management
 - Northern Region Contractor 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.
- (j) Tabled to the ARMC the updated Internal Audit Charter for approval.
- (k) Presented to the ARMC the Declaration of Internal Audit Competency and Resources for notation.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

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 2022 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 2022 amounted to RM59,861.52 as compared to RM67,353.14 for the financial year ended 31 December 2021.

This ARMC report was approved by the Board on 27 March 2023.

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 2022, 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 systematically identifies 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 recognises that the financial performance and operations are subject to a broad spectrum of risk factors that could affect its business. Therefore, the Group’s approach is to employ effective risk management strategies and internal controls to mitigate any potential risks.

The Group has identified the top three (3) risks that are currently affecting its business and has put in place action plans to address them.

Firstly, market risks arising from changes in property prices and demand during the year, which directly impacts the Group’s financial performance. To overcome this risk, the Group conducts regular market research to identify changes in property demand and adjust its marketing strategies and product offerings accordingly. Additionally, the Group diversifies its property portfolio by developing properties in different geographical locations, which is central and northern region to reduce its exposure to market risks.

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

Secondly, operational risks related to construction delays and supply chain disruptions, which could affect the Group's business operations and financial performance. Due to the COVID-19 pandemic and its aftermath, the Group has faced construction delays and supply chain disruptions. To mitigate these risks, the Group conducts regular inspections of construction sites to identify and address potential issues, including inspecting the quality of workmanship, ensuring compliance with safety regulations, and identifying potential hazards on the site. The Group also has a contingency plan in place to address supply chain disruptions or delays in project completion.

Thirdly, financial risks, which include credit risk, liquidity risk, and investment risk, that could directly impact the Group's financial performance. The Group recognises the challenges in managing its cash flows, which could impact its ability to fund its operations. To mitigate these risks, the Group maintains strong relationships with banks and financial institutions to ensure access to financing and maintain a strong credit rating. The Group also manages its cash flows effectively to ensure sufficient cash is available for use during the year.

In summary, the Group's proactive approach to risk management and the implementation of effective internal controls helps mitigate the potential risks that may impact its financial performance and business operations. The Group continues to monitor its risk factors regularly to identify emerging risks and take appropriate actions to address them.

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 behavior 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 central and northern 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)

6. Departmental/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/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/activity that prevented the Group or process from achieving its objective(s).
10. Despite the challenging circumstances brought about by the pandemic, the Group has demonstrated remarkable resilience in the property development segment by successfully delivering vacant possession of four (4) completed projects in the central and northern regions over the past two (2) years. Looking ahead, the Group aims to launch its highly anticipated Penang East service apartment project with an impressive GDV of RM130 million in Q2 2023, a testament to its unwavering commitment to delivering quality developments to its customers.
11. In the Hospitality segment, the Group has been making significant strides since Q4 of 2020 by offering short stay and rent-to-own schemes that have been well-received by both domestic and international tourists. The normalisation of tourism demand has certainly been a boon to the business, and the Group is confident of sustaining this momentum throughout the year.
12. In the Lifestyle retail segment, the Group has also been actively pursuing new opportunities and has successfully launched Lumi Market Place (LMP) in Q3 of 2022. With over 30,000 square feet of garden space, LMP is a dedicated food and beverage space located within Lumi Tropicana that is perfect for hosting various events. Its strategic location and unique concept have made it a popular destination for foodies and event organisers alike.

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

Control Activities

13. The Group's commitment to internal control is reflected in its comprehensive internal control activities, which comprises of clear, formalised, and well-documented policies, standards, and procedures. These internal controls are designed to ensure compliance with relevant laws and regulations, and to mitigate potential business, operational, financial, and compliance risks that may impede the Group's progress in achieving its goals and objectives. The internal control activities is not limited to any particular division or operating subsidiary, but rather extends to all levels of the organisation, enabling every entity to operate efficiently and respond proactively to any emerging risk.
14. To ensure that the internal control activities remain current and effective, the Group regularly reviews its policies, standards, and procedures, making necessary updates and improvements as required. These documents are made readily accessible to employees through the Group's web portals, providing easy access to critical information and resources that support compliance with internal controls and regulatory requirements.
 - Fit and Proper Policy
 - Anti-bribery & Corruption Policies and Procedures
 - Corporate Code of Conduct Policy
 - Remuneration of Directors and Senior Management Policies and Procedures
 - Whistleblowing Policy
 - Corporate Communication Policy
 - Procurement Policy

Information and Communication

15. 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.
16. Management frequently collaborate and meet, whether formally or informally, to discuss and address significant/potential issues in a timely manner.
17. 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

18. 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.
19. Quarterly financial results are reviewed and deliberated by the ARMC prior to announcement and release to the investing public.
20. 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)

21. 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.
22. 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.
23. Please refer to the Audit & Risk Management Committee Report on pages 58 to 63 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 2022 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 2022 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 was approved by the Board of Directors on 27 March 2023.

SUSTAINABILITY STATEMENT

BASIS OF PREPARATION

The Sustainability Statement of Thriven Global Berhad (“Thriven” of the “Group”) for the financial year ended 31 December 2022 (“SS2022”) presents an overview of the Group’s ongoing journey to strengthen its Environmental, Social and Governance (“ESG”) management.

SCOPE AND BOUNDARY

Unless otherwise stated, this annual Sustainability Statement covers the period from 1 January 2022 to 31 December 2022 (“FY2022”), focusing on our sustainability management strategies, initiatives and policies in managing our ESG material matters on our stakeholders, the environment, and the future prospects of the organisation.

The report covers the business activities and ESG impacts of Thriven and its subsidiaries as outlined in the corporate structure on pages 141 to 142 of this Annual Report.

GUIDELINES AND FRAMEWORKS

The SS2022 has been prepared in line with the Sustainability Reporting Guide (3rd Edition) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) to meet our Listing Requirements.

Reference is also made to the disclosure recommendations of Global Reporting Initiative (“GRI”) Standards 2021, FTSE4Good Bursa Malaysia Index, and Task Force on Climate-related Financial Disclosures (“TCFD”) while aligning to the United Nations Sustainable Development Goals (“UNSDGs”).

LIMITATIONS AND DISCLAIMERS

This Statement focuses solely on the main operating activities that Thriven directly manages. While we recognise that our value chain may have significant ESG impacts and are committed to gradually extending our sustainability practices to our business partners, suppliers, and contractors, ESG impacts arising from the Group’s supply chain are excluded from this report.

As we continue our sustainability journey, we aim to improve our internal data collection process to encompass more areas of the business, value chain, and ESG indicators for tracking and disclosure purposes, as demonstrated in the disclosure of our ESG performance data table in FY2022.

Readers are advised not to place undue reliance on forward looking statements about future plans, targets, and expected performance as the actual results may differ due to risks, uncertainties and the Group’s response to emerging considerations.

ASSURANCE AND FEEDBACK

The data included in this report has been sourced internally and has been verified by the relevant business units and information owners. We have endeavoured to ensure that this report adheres to the GRI principles of accuracy, balance, clarity, comparability, reliability, timeliness, context, materiality, completeness, and stakeholder inclusiveness.

The Management and Board of Directors have collectively reviewed this Statement and believe that it presents a fair account of Thriven’s sustainability performance in FY2022 and our commitments going forward.

The Group has not sought external assurance for this Statement. We acknowledge the importance of data verification and is preparing for internal assurance of the Sustainability Statement for FY2023.

SUSTAINABILITY STATEMENT (cont'd)

In the meantime, comments and inquiries on this report and its contents can be directed to:

Thriven Global Berhad [Registration No. 198901005042 (182350-H)]
 PS1-08 Lumi Tropicana
 No. 2, Persiaran Tropicana, PJU 3
 47410 Petaling Jaya, Selangor Darul Ehsan
 Email : ir@thriven.com.my
 General Line : +603 7688 1266
 ESG Officer : Nasni Rozana Nasroen
 Company Secretary : Edmund Seet Wan Sing
 General Fax : +603 7688 1277
 Email : nasni@thriven.com.my
 Email : edmund.seet@thriven.com.my

SUSTAINABILITY GOVERNANCE

Thriven recognises that managing ESG concerns is a critical aspect of the Group's Corporate Governance and Risk Management functions.

GOVERNANCE STRUCTURE

The Board of Directors, as the highest-ranking body of Thriven, oversees the Group's sustainability management and is ultimately responsible for the company's ESG performance. Encik Ghazie Yeoh Bin Abdullah, the Group Managing Director, leads the sustainability function at Thriven.

To fulfill this responsibility, the Board and the GMD receive support from Senior Management, Department Heads, Project Leads, and staff at the working level. The tone from the top determines the strategic implementation of ESG action plans, while progress on these initiatives is then reported upwards. Any significant ESG issues are then escalated to Senior Management and the Board of Directors for discussion.

The sustainability governance structure of the Group is outlined below. This is a restatement from FY2021'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)

FRAMEWORKS AND POLICIES

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



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/>.

Policies adopted and updated in the financial year under review include:

New Policy/Code/TOR	Adoption Date	What it Covers
Talent Development & Management	1 Sep 2022	Provides a structured and centrally developed processes and workflow in dealing with talent development and management.
Fit & Proper Policy	30 Jun 2022	A policy for the appointment and re-election of Thriven's Board of Directors and Key Responsible Persons is set out in our Fit and Proper Policy to codify Thriven's approach to the assessment of their fitness and propriety.
Performance Management Guidelines	31 Oct 2022	Guidelines for Head Of Departments ("HODs") to systematically manage, groom and develop subordinates/talent(s) within their own departments.
Revised Policy/Code/TOR	Revision Date	Key Changes Made
Terms of Reference for the Audit And Risk Management Committee	29 Nov 2022	Amended to be in line with the latest amendments made to the Bursa Malaysia Main Market Listing Requirements and the Malaysian Code of Corporate Governance.

The preparation of Thriven's Sustainability Policy is ongoing and will be ready for adoption by FY2023.

SUSTAINABILITY
STATEMENT (cont'd)

ESG RISK MANAGEMENT

Over the past few years, the Board has increasingly discussed ESG concerns, acknowledging their impact on the Group’s ability to create value. Thriven has been progressively integrating more ESG topics into its risk management framework to monitor the potential impact of sustainability issues and the likelihood of such events occurring.

These risks are systematically identified throughout Thriven’s operations in accordance with the Group’s Enterprise Risk Management policy. ESG concerns are also identified through the materiality assessment conducted while preparing the SR2022, which uses globally-recognised ESG frameworks and reporting standards listed in our Basis of Preparation to identify ESG matters that are relevant to Thriven’s business sector and operating environment.

The Group recognises the impact of climate-related risks, which indirectly affect the progress of construction works and increases construction costs. These ESG considerations and climate-related risks are given significant weight in guiding the decisions of the Board and Senior Management regarding the Group’s strategic plans and priorities. The Group’s Top Risks for FY2022 are disclosed below.

Top Risks	Risk Rating	Description of its Impact	Mitigation Measures	Residual Risk Rating
Material Litigation	High	Purchasers initiated legal action against our subsidiaries for liquidated damages due to the Federal Court decision in Ang Ming Lee’s case.	We lost a few cases and are appealing to Court of Appeal and High Court. We are also negotiating settlement with the purchasers.	Medium
Increase in Construction Costs	High	Global increase in the construction costs due to the impact of COVID-19 pandemic and climate change on the progress of construction works, supply chain efficiency and raw material prices.	Construction costs for existing projects are under control because we awarded the contracts based on firm price lump sum and not subject to adjustment. Construction costs for new projects will be awarded based on firm price lump sum and not subject to adjustment.	Low

SUSTAINABILITY STATEMENT (cont'd)

Top Risks	Risk Rating	Description of its Impact	Mitigation Measures	Residual Risk Rating
Slow Sales	High	Slow sales due to current economic condition and post-COVID-19 pandemic impacting our revenue and cashflow.	The Marketing team and the Management team have come up with several proposals to promote and push sales, including new sales packages, campaigns, advertisements, appointment of new agency and bulk sales packages.	Medium
Low Property Valuation by Banks	High	Potential purchasers are not able to secure higher margin loans and are required to pay substantial amount of downpayment in order to purchase our properties.	The Management team has adjusted the sales price downwards and reduce the rebates. Sales Administration Department has been liaising with the banks for end-financing for purchasers.	Low
Cashflow Stress	High	Slow sales have affected the Group's cashflow	The Group is focusing on pushing new sales for Lumi Tropicana and targeting cash buyers who would be able to pay for the units upfront upon execution of sale and purchase agreement.	Medium

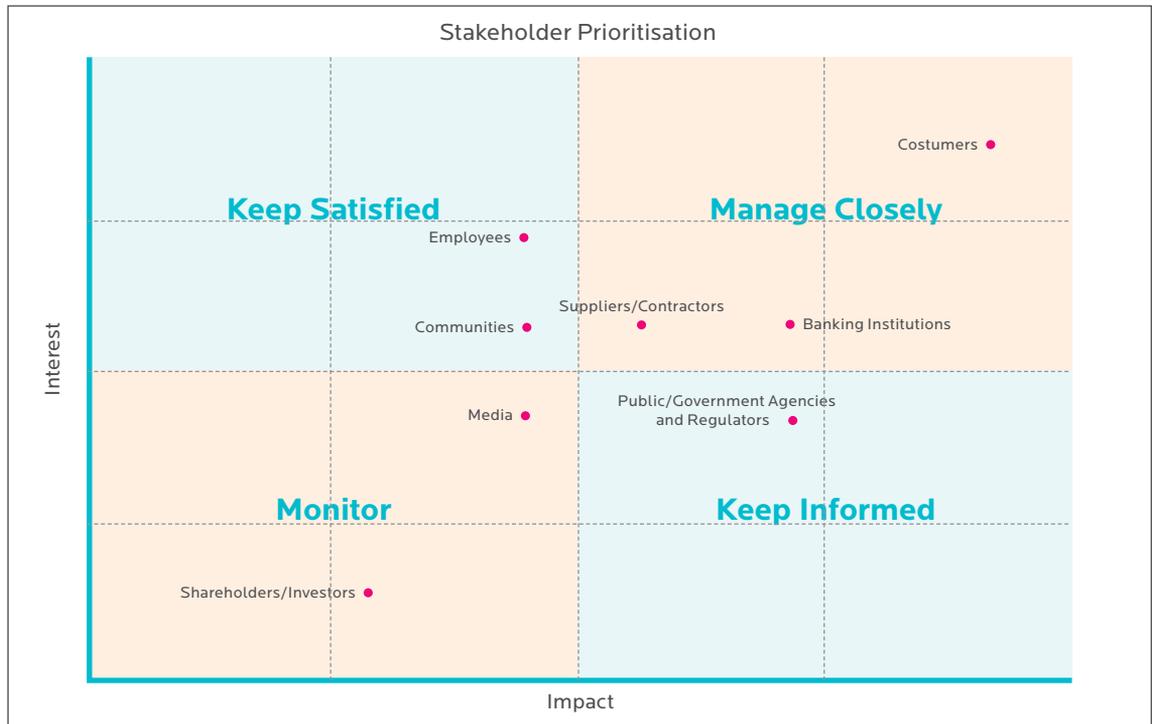
STAKEHOLDER & MATERIALITY

At Thriven, stakeholders are defined as individuals or groups that are affected by, or have the potential to impact, the Group's operations, financial performance, and reputation. Hence, it is critical to maintain consistent and effective two-way engagement to ensure that the Group's strategies and business plans are aligned with the evolving needs, expectations, and concerns of its diverse stakeholder groups. These are taken into consideration in the identification and prioritisation of the Group's top material ESG matters to ensure the development of an inclusive ESG sustainability agenda that remains relevant to our stakeholders.

SUSTAINABILITY STATEMENT (cont'd)

STAKEHOLDER PRIORITISATION AND ENGAGEMENT

The following matrix, which displays the prioritisation of the Group’s key stakeholders and our main engagement strategy for each stakeholder group, is a restatement from FY2021’s report.



In line with our Corporate Communication Policy, Thriven uses a variety of engagement channels, such as newsletters, public announcements, and annual general meetings, to disseminate critical information about changes in our business. All significant company announcements are made public on Bursa Malaysia and our corporate website’s investor relations section, which provides the public and our stakeholders access to information about the company’s share price, financial results, reports, announcements, and other news, as well as the Group’s ESG strategies, priorities, targets and performance disclosed in the sustainability statement as part of our annual reports.

With the transition to endemic management of COVID-19 and the lifting of social distancing restrictions, Thriven has been able to resume physical engagement activities in FY2022 while maintaining many aspects of the digital engagement channels introduced during the pandemic to enhance the effectiveness of our engagement.

SUSTAINABILITY STATEMENT (cont'd)

The stakeholder engagement table below has remained largely the same from our FY2021 disclosure, save for some changes in the engagement outcomes:

Stakeholder Group	Engagement Mode	Frequency	Key Point of Contact	Material Concerns	Engagement Outcomes
 <p>Shareholders/ Investors</p>	<ul style="list-style-type: none"> • General Meetings • Reports • Investor Briefings/ Press Release • Website • Announcements 	<ul style="list-style-type: none"> • Annually • Quarterly • As and when required 	<ul style="list-style-type: none"> • Legal & Company Secretarial Department 	<ul style="list-style-type: none"> • 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 	<ul style="list-style-type: none"> • Good governance • Communication with shareholders and investors • Compliance with regulations • Timely disclosures • Transparency • Adoption of Fit and Proper Policy
 <p>Customers</p>	<ul style="list-style-type: none"> • Marketing campaigns • Digital platforms (social media, WhatsApp chats) • Sales galleries (virtual or physical) 	<ul style="list-style-type: none"> • As and when required 	<ul style="list-style-type: none"> • Sales Admin Department • Customer Relationship Management Department 	<ul style="list-style-type: none"> • Affordable housing solutions • Quality and value • Return on investments • Timely vacant possession handovers 	<ul style="list-style-type: none"> • Property sales • Increased brand awareness and recognition among target audience • Greater customer loyalty and retention • Increased sales and revenue generated from marketing and event activities • Positive feedback from customers • Handover events for Lumi Tropicana Phase 1 & 2 and Suite Enesta Kepong and the retail lots

**SUSTAINABILITY
STATEMENT (cont'd)**

Stakeholder Group	Engagement Mode	Frequency	Key Point of Contact	Material Concerns	Engagement Outcomes
 <p>Public/ Government Agencies and Regulators</p>	<ul style="list-style-type: none"> • Online surveys • Meetings • Consultations 	<ul style="list-style-type: none"> • As and when required 	<ul style="list-style-type: none"> • Project Department • Legal & Company Secretarial Department • Group Finance & Treasury • Human Resources & Administration Department 	<ul style="list-style-type: none"> • Compliance • National agenda 	<ul style="list-style-type: none"> • Compliance with relevant standards • Feedback regarding regulatory changes affecting the industry • Receipt of relevant approvals in a timely manner • Obtained approval for reduction of bumiputra quota for Lumi Tropicana project
 <p>Employees</p>	<ul style="list-style-type: none"> • Management Meetings • Performance Appraisals • Emails, letters and Memos • WhatsApp Exchanges 	<ul style="list-style-type: none"> • Quarterly • Monthly • Half-yearly • Ongoing 	<ul style="list-style-type: none"> • Human Resources & Administration Department 	<ul style="list-style-type: none"> • Competitive remuneration • Employee-friendly policies • Career development • Safe and comfortable work environment 	<ul style="list-style-type: none"> • Reviewed and revised HR policies • Skills and talent development training • Succession planning in progress • Employee job satisfaction evaluations in development
 <p>Communities</p>	<ul style="list-style-type: none"> • Meetings/ Community Events 	<ul style="list-style-type: none"> • Yearly • As and when required 	<ul style="list-style-type: none"> • Facilities Management Department 	<ul style="list-style-type: none"> • Responsible community engagement 	<ul style="list-style-type: none"> • Corporate Social Responsibility activities • Improved relationships with partners and sponsors • Communication of COVID-19 SOPs to residents
 <p>Suppliers/ Contractors</p>	<ul style="list-style-type: none"> • Supplier/ Contractor Meetings • Procurement Activities • Assessments and Performance Review 	<ul style="list-style-type: none"> • As and when required 	<ul style="list-style-type: none"> • Contract Department/ Project Department 	<ul style="list-style-type: none"> • Transparent processes • Fair and timely payments • MOH compliance at worksites 	<ul style="list-style-type: none"> • Fair procurement practices • Competitively priced source materials • Advantageous credit/payment terms

SUSTAINABILITY STATEMENT (cont'd)

Stakeholder Group	Engagement Mode	Frequency	Key Point of Contact	Material Concerns	Engagement Outcomes
 <p>Media</p>	<ul style="list-style-type: none"> • Meetings • Website and Social Media • Press Conferences and Interviews 	<ul style="list-style-type: none"> • As and when required 	<ul style="list-style-type: none"> • Marketing Communications Department 	<ul style="list-style-type: none"> • Credible information on Thruven including financial information • Sales and Marketing activities 	<ul style="list-style-type: none"> • Timely corporate updates • Enhanced brand reputation with positive media sentiment • Increased media coverage and exposure • Stronger relationship with bloggers, Key Opinion Leaders ("KOL") and other media professionals • Higher engagement rates on social media platforms and other marketing channels • Increased website traffic and online visibility • Enhanced sales
 <p>Banking Institutions</p>	<ul style="list-style-type: none"> • Meetings (including virtual) • Annual Reviews 	<ul style="list-style-type: none"> • As and when required • Periodic 	<ul style="list-style-type: none"> • Group Finance & Treasury 	<ul style="list-style-type: none"> • Economic and financial performance • Business risks, opportunities and growth prospects • Industry forecasts 	<ul style="list-style-type: none"> • Obtained loan moratoriums and certain flexibilities for our existing credit facilities • Obtained new credit lines

SUSTAINABILITY
STATEMENT (cont'd)

FY2022 EMPLOYEE ENGAGEMENT ACTIVITIES



Food tasting before the opening of WEP by Foreli on 22 Jul 2022.



Food tasting to further develop WEP by Foreli's menu.



Staff Lunch at WEP by Foreli on 12 Sep 2022.



Physical Staff Townhall on 28 Dec 2022 at Lumi Marketplace.



Northern team visit to HQ and the newly opened WEP by Foreli on 28 Oct 2022.



Christmas & New Year Party after Staff Townhall at Akari by Foreli on 28 Dec 2022 and Secret Santa Gift Exchange during Christmas party.

SUSTAINABILITY STATEMENT (cont'd)

MATERIALITY ASSESSMENT

Thriven conducts an annual review of its material matters during the preparation of the sustainability statement, taking into account stakeholder concerns, company interests, emerging issues from the evolving business environment, and the latest regulatory requirements. This review was conducted internally by the sustainability working teams in consultation with the appointed sustainability report writer. The materiality assessment process undertaken in FY2022 entailed:

Materiality Assessment Process

Phase 1: Identification of Material Matters

A preliminary list of sustainability matters was identified from:

- Key stakeholder concerns identified during engagement,
- Financial and non-financial risks and opportunities within the Group’s operating context, and
- Sector-specific and common sustainability topics and indicators identified by regulators and ESG reporting standards.

Phase 2: Refinement and Categorisation of Material Matters

The sustainability matters identified were shortlisted into a list of 17 material topics deemed most material to Thriven, which have been categorised as follows:

Governance	Economic	Social	Environment
<ul style="list-style-type: none"> • Corporate Governance • Risk Management and Regulatory Compliance • Anti-Corruption • Customer Data Privacy and Security 	<ul style="list-style-type: none"> • Product Quality and Customer Satisfaction • Economic Value Generation • Supply Chain Management 	<ul style="list-style-type: none"> • Labour Practices and Human Rights • Diversity and Equal Opportunity • Talent Recruitment, Retention and Development • Local Community Development • Occupational Health and Safety 	<ul style="list-style-type: none"> • Climate Change and Emissions Management • Green Buildings and Sustainable Development • Resource Consumption • Waste Management and Pollution Prevention • Biodiversity

Phase 3: Assessment and Prioritisation of Material Matters

The sustainability working team were asked to rate the material matters in terms of:

- a. The significance of its impact on the **wellbeing of stakeholders, society and the environment** (*Outward Impact on People and Planet*)
- b. The significance of its impact on the **organisation’s enterprise value creation ability** (*Inward Impact on Profitability*)

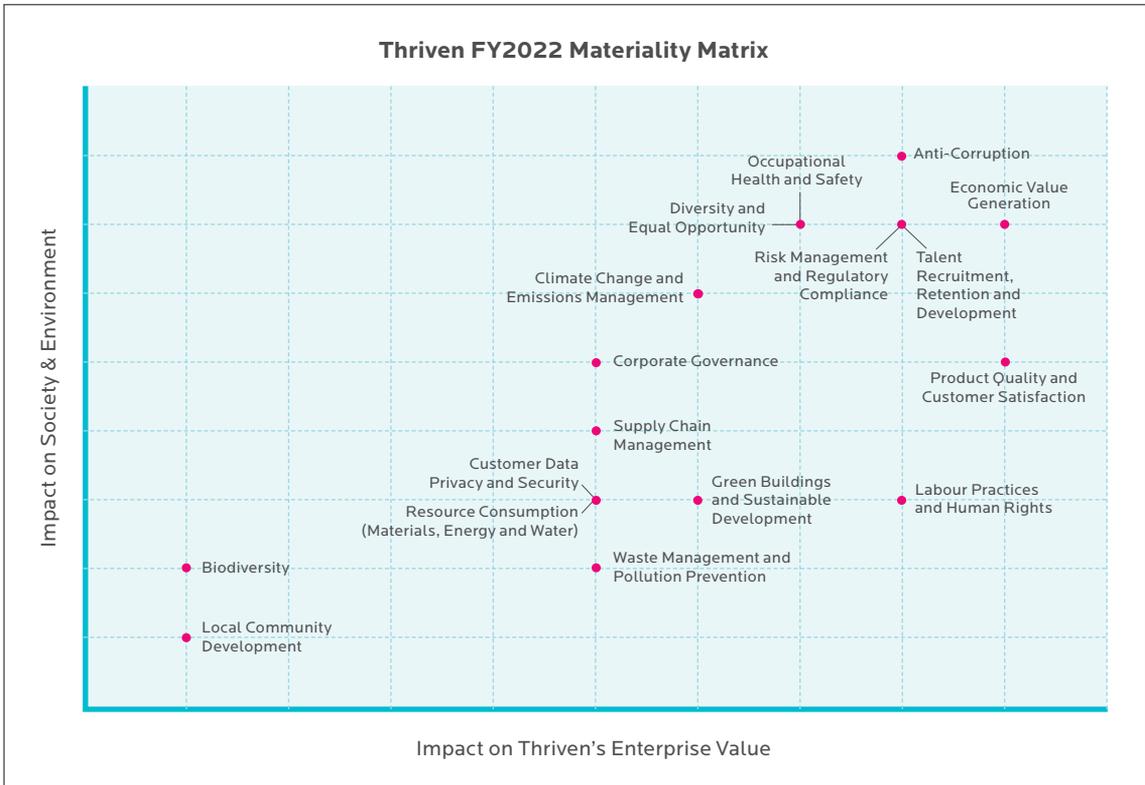
Phase 4: Analysis and Creation of Materiality Matrix

The feedback gathered from the survey were tabulated and plotted on a materiality matrix to determine their relative priority to Thriven’s sustainable strategy.

SUSTAINABILITY STATEMENT (cont'd)

Phase 5: Validation and Presentation of Material Matrix

The FY2022 materiality matrix were presented to the Board for validation and approval and have been disclosed in this report.



Details of Thriven’s management approach and performance of these ESG matters are disclosed in the subsequent pages of this report.

SUSTAINABILITY STATEMENT (cont'd)

MATERIAL MATTERS MANAGEMENT



GOVERNANCE

GRI 205, 418

UNSDG
Linkage:



MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
<p>CORPORATE GOVERNANCE</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> Adoption of new policies to be in line with the Bursa Malaysia Main Market Listing Requirements 	<p>Why It Matters: Establishing sound corporate governance fosters a culture of integrity that is integral to ensuring that Thriven continues to command the trust of our customers, regulatory authorities and other stakeholders.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> Establishment of robust governance policies and processes for accountability and ethical conduct, applicable to all individuals while working for and/or dealing with the Group. Ensuring transparent and timely disclosures to meet our listing requirements. Guidelines on integrity, professionalism and ethical business conduct are set out within the Employee Handbook as well as our Corporate Code of Conduct. Regularly update, amend or adopt new policies to ensure continued governance effectiveness and compliance with laws and regulations. 	<p>Fit and Proper Policy was adopted on 30 June 2022 to codify Thriven's approach to the assessment of Board of Directors and Key Responsible Persons' fitness and propriety for appointment and re-election.</p> <p>The Terms of Reference of Audit And Risk Management Committee ("ARMC") was amended on 29 November 2022 to be in line with the latest amendments made to the Bursa Malaysia Main Market Listing Requirements and the Malaysian Code of Corporate Governance.</p>
<p>RISK MANAGEMENT AND REGULATORY COMPLIANCE</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> Compliance with all laws and regulations 	<p>Why It Matters: Effective internal control and risk mitigation measures serve to ensure compliance with all applicable laws and regulations and prevent loss of integrity, reputation or Thriven's license to operate.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> Constant monitoring of risks in our operating environment, including changes in the regulatory landscape to avoid infringing laws or regulations applicable in its respective operating markets. Our risk management framework is drawn up in reference to ISO 31000: 2018 Risk Management – Principles and Guidelines, and the Enterprise Risk Management standard. Quarterly update of top risks and reporting to the ARMC as well as the Board. Updating and maintaining the Group Risk Register. Monitoring and investigating reports through the Whistleblowing mechanism. Annual assessments of the Group's internal controls to ensure its continued effectiveness. 	<p>Zero incidence of environmental, social, economic and governance non-compliance for the last three years.</p> <p>Zero cases of misconduct reported through the Whistleblowing channel over the past three years.</p>

SUSTAINABILITY
STATEMENT (cont'd)

MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
<p>ANTI-CORRUPTION</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> • Constant monitoring and scrutinisation of relevant activities by the ABC Compliance Team • Training on anti-corruption and requirement to sign Anti-Bribery And Corruption pledge 	<p>Why It Matters: Anti-corruption prevention is important to promote a level playing field in the business environment. The Group may face legal consequences and reputational damage for failure to implement adequate bribery and corruption prevention measures.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Maintain a zero-tolerance stance towards all forms of bribery, fraud, corruption and other unethical business practices. • Adherence to the Malaysian Code on Corporate Governance 2021 and Section 17A of the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act"). • Constant monitoring and reporting of relevant anti-corruption risks and activities to the Audit And Risk Management Committee as well as the Board of Directors on a quarterly basis, including gifts and sponsorships received and measures undertaken in preventing possible corruption risk. • Approval from ABC Compliance Team must be sought in accordance with ABC Manual on gifts, entertainment, hospitality and travel benefits received from business partners or public officials, as well as sponsorships, donations and facilitation payment to government agencies. • New Directors, employees and suppliers joining the Group are required to acknowledge their adherence to the ABC Pledge. 	<p>100% of operations assessed for corruption-related risks.</p> <p>Zero confirmed incidents of corruption.</p> <p>All employees and Directors have undergone the necessary training and briefing sessions to familiarise them with the policy framework over the past 3 years.</p> <p>25% of Directors and 69% of employees have received training on anti-corruption in FY2022, with a total of 94 anti-corruption training hours logged.</p>
<p>CUSTOMER DATA PRIVACY AND SECURITY</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> • Compliance with PDPA • Zero breach of customer data 	<p>Why It Matters: Thriven is responsible for safeguarding customer data against leaks and cyber-attacks.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Adhere fully to the Personal Data Protection Act 2010 ("PDPA") in the management and protection of our customers' personal data. • Establishment of a Privacy Policy. • Suppliers and business partners are also bound to Non-Disclosure Agreements on the protection of this data. • Regular maintenance of database to safekeep customers' registration information and data. 	<p>Zero substantiated complaint concerning breach of customer privacy or loss of customer data.</p>

SUSTAINABILITY STATEMENT (cont'd)



ECONOMIC

GRI 201, 203, 204, 308, 414, 416

UNSDG
Linkage:



MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
<p>PRODUCT QUALITY AND CUSTOMER SATISFACTION</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> • QCLASSIC Score of 70% and above • Defect resolution within 30 days of written notice 	<p>Why It Matters: Product quality is an important attribute which sustains customers' confidence in the Thriven brand to sustain sales.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Implementing internal control processes to ensure the quality of our property products, including certification and quality testing to ensure durability and ease of maintenance. • All materials used in the construction process must be registered under Construction Industry Development Board ("CIDB")'s material list and approved by SIRIM and other relevant authority departments. • All building projects are benchmarked to QCLASSIC. • We are committed to continually enhance the living environments of all our developments and the quality of life of our communities. • Provide value add through the provision of 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 for investment-based homebuyers to enjoy strong returns on their property purchases. 	<p>QCLASSIC Scores:</p> <p>80% Pangsapuri Enesta Desa Aman (FY2021)</p> <p>79% Enesta Avenue Sample House (4units) (FY2021)</p> <p>Resolved 298 defect complaint in FY2022.</p> <p>Lumi Hospitality 68% Good Review in Booking.com</p> <p>8.9 Excellent Review out of 10 in Agoda.</p>
<p>ECONOMIC VALUE GENERATION</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> • Group Sales Target of RM109,780,000 	<p>Why It Matters: Thriven recognises its duty to produce business profits and create shared value for all stakeholders.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Focused implementation of business strategies to generate sales, revenue, profit, etc. • Proactive creation of economic development opportunities for the local community through local procurement priority, job creation, and urban regeneration activities. • Distribution of economic value to stakeholders through taxes, employee remunerations, community contributions, and loan repayment. 	<p>FY2022 Property Sales: Lumi Tropicana RM71.19 million</p> <p>Suite Enesta Kepong RM41.69 million</p> <p>Total Economic Value Distributed to Stakeholders: RM88.2 million</p> <p>Net Assets Per Share attributable to owners of the parent as at FY2022 is RM0.29.</p>

SUSTAINABILITY STATEMENT (cont'd)

MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
<p>SUPPLY CHAIN MANAGEMENT</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> Directing at least 85% of Procurement Spend to Local Suppliers 	<p>Why It Matters: Mitigates the risk of regulatory non-compliance and negative ESG impacts resulting from our supply chain while supporting fair and competitive local marketplace development.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> A proper tender process or supplier comparison is always required before hiring any contractor or supplier to obtain a fair and high-quality service for the entire supply chain. Prioritising local vendors for purchases/appointment in order to better control delivery timelines, in time, labour services, and supply chain expenses. Visit new vendor' company for better understanding on their business profile and gather further information from various sources like consultants and contractors. 	<p>100% contractors and suppliers awarded in FY2022 are local.</p> <p>Total Procurement Spend on Local Suppliers: RM47 million</p> <p>Improved ability to negotiate with vendors and contractors for fair prices and services.</p> <p>Improved time and cost management for the supply chain.</p>



SOCIAL

GRI 401, 403, 404, 405, 406, 408, 409, 411, 413

UNSDG Linkage:



MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
<p>LABOUR PRACTICES AND HUMAN RIGHTS</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> Zero human rights violations annually 	<p>Why It Matters: Any form of human rights violations, whether directly in our operations, or in our supply chain, poses a risk to the wellbeing of our workers. It is also a regulatory compliance risk.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> Thriven is committed to safeguarding the rights and welfare of its employees. The Group does not condone and is committed to preventing forced labour, child labour and any form of modern slavery in the Group. Ensuring compliance with minimum wage laws. The Group is committed to providing a living wage for our employees. Except for our newly registered F&B subsidiary, Foreli Sdn Bhd, which adheres to the RM1,500 minimum wage requirement, staff at Thriven and our other subsidiaries receive a living wage of more than RM2,000 per month. Ensure fair compensation through equal work for equal pay, promotion of work-life balance and commitment to reduce excessive work hours. An employee grievance and complaint procedure is clearly spelled out in our Policy on Workplace Harassment. 	<p>Zero incidence of human rights violations in FY2022.</p> <p>Compliance with minimum wage and working hour requirements prior to the Employment Act (Amendment) 2022 coming into effect.</p> <p>Highlighted Thriven's Employee Grievance Mechanism, which has been in place for some years now, at Thriven's Sharepoint to enhance accessibility and awareness among our employees.</p>

SUSTAINABILITY STATEMENT (cont'd)

<p>DIVERSITY AND EQUAL OPPORTUNITY</p> <ul style="list-style-type: none"> • 50% women in management annually 	<p>Why It Matters: Our workforce is responsible for the Group's day-to-day operations and our continued competitiveness, providing a diversity of ideas and perspectives to support our understanding of stakeholder needs and expectations.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Ensuring equal opportunity and non-discrimination based on Race, Religion, Gender, Age, Marital Status or Disability • Thriven is fully committed ensuring the creation of a safe, healthy, non-discriminating work environment that support dignity at work and prevents bullying and harassment. • Tracking workforce diversity data yearly for transparent disclosure 	<p>Group Workforce: 127</p> <p>Thriven's workforce consists of 100% Malaysian Employees, of which 90.63% are Permanent Employees and 52% of the Managerial Staff are women.</p> <p>A Policy on Workplace Harassment has been uploaded to Thriven's Sharepoint in FY2022.</p>
<p>TALENT RECRUITMENT, RETENTION AND DEVELOPMENT</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> • 5 employee engagement activities annually 	<p>Why It Matters: Employees' job performance is critical to the Group. An effective talent management strategy ensures the continued competitiveness of the Group in attracting and retaining our talent pool, and ensures employees are equipped with the skills needed for their role.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Implementing merit-based talent management strategy that ensures non-discrimination and equal opportunity in hiring, retention, promotion and development decisions. • Providing competitive benefits and remunerations determined as part of regular performance appraisals. • Providing employee career growth opportunity through succession planning as well as education and skills training and development. • Conducting employee engagement activities including festive celebrations, social and sporting events, and townhall meetings for employees to engage with Management. • Benefits provided include but are not limited to: health and dental coverage, insurance, education assistance, study leave, travel allowance and mileage claims, maternity and paternity leave, employee discounts, employee referral programme, and reward for long service, attendance and other performance achievements. <p>See page 78 for more information on FY2022 employee engagement activities.</p>	<p>Thriven registered 25 New Hires and 31 Employee Attrition in FY2022, while our new subsidiary Foreli recruited 67 new hires to join the company, with a 10% attrition rate in FY2022.</p> <p>Total of 9 Management Meetings and 10 Employee Engagement Activities held for the Group</p> <p>Total Spend on Employee Engagement Activities: RM43,237</p> <p>Employee Awards Given:</p> <ul style="list-style-type: none"> • 5 Perfect Attendance Award • 1 Long Service Award • Best Employee Award 2022 <p>Total Training Hours: 345.5</p> <p>MD of Northern division, Mr. Teoh Kong Haur, successfully completed his Thriven-sponsored Master of Business Administration with flying colours at Wawasan Open University in Construction Management on 13 July 2022.</p> <p>SOP for Succession Planning approved on 1 Sep 2022.</p>

SUSTAINABILITY
STATEMENT (cont'd)

MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
<p>OCCUPATIONAL HEALTH AND SAFETY</p>  <p>Goals & Targets:</p> <ul style="list-style-type: none"> • Zero LTI annually • Zero Fatalities annually 	<p>Why It Matters: Strong Occupational Health and Safety (“OHS”) ensures the safety and wellbeing of our workers and reduces the risk of downtime from unsafe incidents. It also helps to prevent negative impacts on the environment resulting from accidents.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Implementing operational site safety practices, including submission of a Health and Safety Report every month in compliances with Malaysia’s Occupational Safety and Health Act (“OSHA”) requirements, employee safety training, provision of SIRIM-approved personal protective equipment (“PPE”), and OHS performance tracking. • Compliance with guidelines issued by the MOH, National Security Council (“NSC” or “MKN”), and the Public Works Department (“JKR”) for pandemic-related safety protocols. • Thriven 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. • Toolbox meetings are conducted by the main contractor at least once a week. • Ensuring worker representation on safety committees. 	<p>A Fire Alarm Safety Precaution training was held in FY2022, which was joined by the representatives of every Foreli outlet.</p> <p>Foreli is in the midst of developing an OSHA function within the company.</p> <p>Zero Work-related Fatalities</p>
<p>LOCAL COMMUNITY DEVELOPMENT</p>	<p>Why It Matters: Fostering social cohesion with residents of our developments and communities around Thriven’s businesses is an important business and reputational driver.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Organising resident and community outreach programmes, CSR activities and donation drives. • Encouraging employee participation and volunteerism in community and CSR activities 	<p>Total amount invested in community development: RM15,000</p> <p>2 Community Engagement Activities held in FY2022</p> <p>No. of External Beneficiaries: 3</p>

SUSTAINABILITY STATEMENT (cont'd)



ENVIRONMENTAL

GRI 301, 302, 303, 304, 305, 306

UNSDG
Linkage:



MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
CLIMATE CHANGE AND EMISSIONS MANAGEMENT	<p>Why It Matters: Thriven recognises the urgent need to limit our operational emissions' impact on climate change to prevent the threat of a 2°C global warming scenario.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Thriven is committed to reduce energy use in our operations and throughout the lifespan of the properties we create. • Energy efficient fittings such as LED lights are installed to help conserve these resources, while our buildings are designed to encourage cross ventilation and natural lighting to reduce energy use. • Monitoring of Scope 1, Scope 2 and Scope 3 GHG emissions from fuel and electricity consumption. 	<p>Total Scope 1 Emissions: 54,331.47 kg of CO₂e</p> <p>Total Scope 2 Emissions: 357,548.60 kg of CO₂e</p>
GREEN BUILDINGS AND SUSTAINABLE DEVELOPMENT <ul style="list-style-type: none"> • To design and construct buildings that will be green building index ("GBI") certified 	<p>Why It Matters: Thriven recognises the role that sustainably-designed green buildings can support resource conservation and global climate goals, while supporting the socio-economic wellbeing of its inhabitants.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • 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 handing over of vacant possession. 	<p>Lumi Tropicana successfully obtained GOLD Green Building Index ("GBI") certification for the entire project in FY2021.</p>

SUSTAINABILITY
STATEMENT (cont'd)

MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
<p>RESOURCE CONSUMPTION (MATERIALS, ENERGY AND WATER)</p>	<p>Why It Matters: Efficient resource consumption enhances the resilience of the Group in adapting to climate change impacts while providing cost savings.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Reducing consumption through use of environmentally friendly alternatives. • Tracking consumption volume for raw building materials, fuel, electricity, and water. • Rainwater harvesting systems and water efficient fittings are routinely incorporated into our property designs, with the rainwater collected used towards landscape maintenance activities. • 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. • Committed to procure more than half of our construction materials from renewable sources, and all the materials used must be CIDB and SIRIM approved. • 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. 	<p>FY2022 Total Energy Consumption: 848,467.70 GJ</p> <p>FY2022 Total Volume of Water Use: 11,851,000 Litres</p>
<p>WASTE MANAGEMENT AND POLLUTION PREVENTION</p>	<p>Why It Matters: Growing landfills is a serious environmental concern with widespread impact on pollution, emissions and loss of biodiversity.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Implementation of circular construction principles and practice of recycling on site to reuse materials wherever possible to extend its lifespan and reduce waste production during our development process. • 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. • 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. • Employees are encouraged to Reuse, Reduce and Recycle whenever possible. • Opt for low noise and low vibration equipment for a quieter construction experience and reduce noise pollution to the neighbourhood. 	<p>Zero environmental fines and penalties on pollution</p>

SUSTAINABILITY STATEMENT (cont'd)

MATERIAL TOPICS	THRIVEN'S MANAGEMENT APPROACH	PROGRESS & PERFORMANCE
BIODIVERSITY	<p>Why It Matters: Biodiversity is important to the health of the planet's ecosystems, and by extension, the wellbeing of Thriven's stakeholders.</p> <p>How We Manage:</p> <ul style="list-style-type: none"> • Incorporating biodiversity consideration during landbank acquisition. • Thus far, Thriven has focused our developments in urban areas that does not require land clearing activities. • We are committed to the protection and preservation of natural ecosystems, focusing on our landscaping activities to regenerate biodiversity value in urban areas of development. 	<p>The Group does not operate in or adjacent to locations with high biodiversity value.</p> <p>All current landscape design in our developments is 100% in adherence to the advice by the respective local landscape departments on tree species and shrub planting.</p>

ESG Performance Data

DISCLOSURES	UNIT OF MEASUREMENT	FY2020	FY2021	FY2022
Corporate Governance				
Number of Board of Directors	Number	7	8	8
Number of Independent Directors on the Board	Number	3	4	4
Number of women on the Board	Number	0	1	1
AGM Notice Filing Date	DD-MM-YYYY	28-04-2021	28-04-2022	28-04-2023
AGM Date	DD-MM-YYYY	17-06-2021	16-06-2022	13-06-2023
Number of days between the date of notice and date of meeting	Number	49	48	45
Risk Management & Regulatory Compliance				
Has the company and/or subsidiaries been fined or censured for any environmental non-compliance?	Y/N	N	N	N
Has the company and/or subsidiaries been fined or censured for any socioeconomic non-compliance?	Y/N	N	N	N
Cost of fines for socioeconomic non-compliance	RM	0	0	0
Incidents of non-compliance with regulations resulting in a fine or penalty	Number	0	0	0
Incidents of non-compliance with regulations resulting in a warning	Number	0	0	0
Incidents of non-compliance with voluntary codes	Number	0	0	0

**SUSTAINABILITY
STATEMENT (cont'd)**

DISCLOSURES	UNIT OF MEASUREMENT	FY2020	FY2021	FY2022
Total monetary value of significant fines	RM	0	0	0
Total number of non-monetary sanctions	Number	0	0	0
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	Number	0	0	0
Cases brought through dispute resolution mechanisms	Number	0	0	0
Cases of misconduct reported through the Whistleblowing channel	Number	0	0	0
Anti-Corruption				
Percentage of Directors who have received training on anti-corruption	%	100	0	25
Percentage of employees who have received training on anti-corruption by employee category:				
- Managerial Staff	%	100	25	25
- Executives	%	100	8	59.57
- Non-Executives	%	100	23.52	76.67
- Total	%	100	7.14	77.36
Number of training hours relating to anti-corruption				
- Directors	Number	21	2	2
- Managerial Staff	Number	75	2	28
- Executives	Number	111	8	23
- Non Executives	Number	45	1	41
- Total	Number	252	13	94
Percentage of operations assessed for corruption-related risks	%	100	100	100
Confirmed incidents of corruption	Number	0	0	0
- Nature of confirmed incidents of corruption	Qualitative	0	0	0
- Action taken	Qualitative	0	0	0
- Cost of fines, penalties or settlements in relation to corruption	RM	0	0	0

SUSTAINABILITY STATEMENT (cont'd)

DISCLOSURES	UNIT OF MEASUREMENT	FY2020	FY2021	FY2022
Customer Data Privacy and Security				
Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	0
Product Quality and Customer Satisfaction				
Customer complaints received	Number	0	0	11
Incidents of non-compliance concerning the health and safety impacts of products and services	Number	0	0	10
Customer Satisfaction Score	%	N/A	N/A	91
Economic Value Distributed				
- Total monetary value/spend on procurement	RM'000	7,600	7,200	46,760
- Total payout to employees in salaries and benefits	RM'000	N/A	N/A	5,812
- Taxes paid to government	RM'000	5,087	2,510	1,927
- Repayments to financiers/banks	RM'000	6,775	N/A	35,123
- Contributions to community	RM'000	N/A	N/A	15
Total Economic Value Distributed	RM'000	19,462	9,710	89,637
Supply Chain Management				
Total procurement spend	RM'000	7,600	7,200	46,760
Total procurement spend on local suppliers	RM'000	7,600	7,200	46,760
Proportion of spending on local suppliers	%	100	100	100
Number of substantiated complaints concerning human rights violations	Number	N/A	N/A	0
Governance Body Composition				
Male Directors	%	7	7	7
Female Directors	%	0	1	1
Directors Aged 30 and below	%	0	0	0
Directors Aged 31-50	%	5	6	6
Directors Aged 51-65	%	1	2	2
Directors Aged 65 Years and Above	%	1	0	0
Employee Engagement				
Total spend on Employee Engagement activities	RM	N/A	N/A	43,237
Number of Employee Engagement Activities	Number	3	5	10

**SUSTAINABILITY
STATEMENT (cont'd)**

DISCLOSURES	UNIT OF MEASUREMENT	FY2020	FY2021	FY2022
Community Engagement				
Total amount invested in the community where the target beneficiaries are external to the listed issuer	RM	10,630	25,000	15,000
Total number of beneficiaries of the investment in communities	Number	3	2	2
Number (and List) of Community Engagement Activities	Number	3	2	2
Total number of employee volunteer hours	Number	N/A	N/A	N/A
HSE Performance				
Number of work-related fatalities	Number	0	0	0
Energy & Emissions				
Total fuel consumption	GJ	811,790.20	594,207.05	846,572.68
- Petrol	GJ	811,790.20	594,207.05	846,572.68
- Dese	Litres	21,517.57	15,611.3	22,089.73
Total electricity consumption	kWh	298,653	298,910	526,395
Total energy consumption	GJ	812,865.35	595,283.13	848,467.70
Total Scope 1 Emission	kg of CO ₂ e	52,103.41	38,159.82	54,331.47
Total Scope 2 Emissions	kg of CO ₂ e	203,084.04	203,258.80	357,948.60
Water Consumption				
Total Volume of Water Use	litres	3,799,380	3,949,000	11,851,000

Note:

Conversion factors used for calculating GHG emissions:

1. Petrol: 2.31 kg CO₂/litre
2. Diesel: 2.68 kg CO₂/litre
3. Electricity: 0.68 kg CO₂/kWh

SUSTAINABILITY STATEMENT (cont'd)

DISCLOSURES	UNIT OF MEASUREMENT	FY2020 THRIVEN	FY2021 THRIVEN	FY2022 THRIVEN*	FY2022 FORELI
Workforce Diversity					
Total workforce	Number	80	76	64	63
Malaysian employees	%	100	100	100	100
Non-Malaysian employees	%	0	0	0	0
Permanent employees	%	85	86	92	99
Employees that are contractors or temporary staff	%	15	13	9	1
Male Managerial Staff	%	20	23	20	31
Female Managerial Staff	%	13	13	14	3
Male Executive Employees	%	21	21	21	6
Female Executive Employees	%	25	18	21	1
Male Non-Executive Employees	%	16	23	18	51
Female Non-Executive Employee	%	1	2	1	6
Managerial Staff Aged 30 and below	%	0	0	0	1
Managerial Staff Aged 31-50	%	28	26	37	27
Managerial Staff Aged 51-65	%	2	1	4	6
Managerial Staff Aged 65 Years and Above	%	0	0	0	0
Executive Employees Aged 30 and below	%	15	17	20	7
Executive Employees Aged 31-50	%	15	19	12	0
Executive Employees Aged 51-65	%	3	3	3	0
Executive Employees Aged 65 Years and Above	%	0	0	0	0
Non-Executives Aged 30 and below	%	2	2	3	33
Non-Executives Aged 31-50	%	8	9	12	25
Non-Executives Aged 51-65	%	1	1	3	0
Non-Executives Aged 65 Years and Above	%	1	1	1	0
Malay Managerial Staff	%	5	5	7	24
Chinese Managerial Staff	%	30	31	32	6
Indian Managerial Staff	%	0	1	0	3
Managerial Staff of Other Ethnicities	%	0	0	1	0

* Excludes Foreli

**SUSTAINABILITY
STATEMENT (cont'd)**

DISCLOSURES	UNIT OF MEASUREMENT	FY2020 THRIVEN	FY2021 THRIVEN	FY2022 THRIVEN*	FY2022 FORELI
Malay Executive Staff	%	26	27	17	7
Chinese Executive Staff	%	18	15	18	0
Indian Executive Staff	%	0	0	3	0
Executive Staff of Other Ethnicities	%	1	1	0	0
Malay Non-Executive Staff	%	16	17	18	58
Chinese Non-Executive Staff	%	0	0	0	3
Indian Non-Executive Staff	%	1	1	0	0
Non-Executive Staff of Other Ethnicities	%	0	0	0	0
Percentage of disabled managerial staff	%	0	0	0	0
Percentage of disabled executive staff	%	0	0	0	0
Percentage of disabled non-executive staff	%	0	0	0	0
Total percentage of staff with disabilities	%	0	0	0	0
Hiring and Attrition					
Total New Hires	Number	6	11	25	67
New Hires (Male)	%	50	63	44	90
New Hires (Female)	%	50	36	56	10
New Hires aged 30 and below	%	33	81	48	58
New Hires aged 31-50	%	66	18	52	51
New Hires aged 51-65	%	0	0	0	6
New Hires aged 65 and above	%	0	0	0	0
New Hires with disabilities, or from underprivileged groups	%	0	0	0	0
Total Turnover (including resignation, termination, death or retirement)	Number	17	25	48	10
Full-Time Staff Voluntary Turnover Rate (%)	%	0	0	0	9
Turnover (Male)	%	52	52	29	6
Turnover (Female)	%	29	24	35	3
Turnover aged 30 and below	%	41	8	20	1
Turnover aged 31-50	%	58	44	43	9
Turnover aged 51-65	%	11	4	0	0

* Excludes Foreli

SUSTAINABILITY STATEMENT (cont'd)

DISCLOSURES	UNIT OF MEASUREMENT	FY2020 THRIVEN	FY2021 THRIVEN	FY2022 THRIVEN*	FY2022 FORELI
Turnover aged 65 and above	%	0	0	0	0
Turnover of Managerial Staff	Number	7	1	8	3
Turnover of Executives	Number	8	16	21	0
Turnover of Non-Executives	Number	0	2	2	4
Turnover of staff with disabilities, or from underprivileged groups	%	0	0	0	0
Staff Training					
Total training spend as a company	RM	7,319.00	76,080.00	17,525.00	1750.00
Total training hours as a company	Number	225.5	896.5	310.5	35
Total training hours for Managerial Staff	Number	91.5	250.5	193	N/A
Total training hours for Executive Staff	Number	102	646	157.5	N/A
Total training hours for Non-Executive Staff	Number	32	0	0	N/A
Employee Benefits and Remuneration					
Percentage of staff receiving a performance appraisal	%	100	100	100	9
Total payments made to employees in terms of salaries, bonuses and benefits	RM	4,299,336.60	5,025,876.72	5,811,786.96	206,313.11
Total statutory payments made for employees' retirement benefits (EPF)	RM	484,747	484,735	500,795	54,481.00
Total payments to SOCSO for employees' medical insurance	RM	21,570.9	20,866.7	23,703.3	4,048.30
Ratio of salary and remuneration of women to men for Managerial staff	Ratio	0.45	0.37	0.28	0.96
Ratio of salary and remuneration of women to men for Executive staff	Ratio	1.26	0.92	0.76	0.88
Ratio of salary and remuneration of women to men for Non-Executive staff	Ratio	0.77	0.79	0.75	0.97
No. of Employees Entitled for Maternity and Paternity Leave	Number	78	73	65	0
No. of Employees Who Took Paternity Leave	Number	1	2	1	0
No. of Employees Who Took Maternity Leave	Number	4	2	1	0

* Excludes Foreli

SUSTAINABILITY
STATEMENT (cont'd)

DISCLOSURES	UNIT OF MEASUREMENT	FY2020 THRIVEN	FY2021 THRIVEN	FY2022 THRIVEN*	FY2022 FORELI
Male Employees Return to Work Rates (return to work after parental leave period)	%	100	100	100	0
Female Employees Return to Work Rates (return to work after parental leave period)	%	100	100	100	0
Male Employees Retention Rates (remain with the organisation for 12 months or more post parental leave)	%	100	100	100	0
Female Employees Retention Rates (remain with the organisation for 12 months or more post parental leave)	%	100	100	100	0

* Excludes Foreli

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 reasonable steps based on best effort basis 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 27 March 2023.

FINANCIAL STATEMENTS

99	Directors' Report
104	Statement by Directors
105	Statutory Declaration
106	Independent Auditors' Report
110	Statements of Financial Position
112	Statements of Profit or Loss and Other Comprehensive Income
113	Consolidated Statement of Changes in Equity
114	Statement of Changes in Equity
115	Statements of Cash Flows
120	Notes to the 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 2022.

PRINCIPAL ACTIVITIES

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

The principal activities of the subsidiaries are primarily involved in property development, investment holding, hospitality, retail management, maintenance services and facilities management services, foods and beverages operator and related business and activities. The principal activities and details 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 for the financial year	(7,534)	(6,825)
Attributable to:		
Owners of the parent	(6,908)	(6,825)
Non-controlling interests	(626)	-
	(7,534)	(6,825)

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 2022.

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
 Cindy Toh Siu Mei

* 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

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 2022 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:

Shares in the Company	Number of ordinary shares			Balance as at 31.12.2022
	Balance as at 1.1.2022	Bought	Sold	
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' REPORT (cont'd)

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	
	2022	2021
	RM'000	RM'000
Executive:		
- Salaries and other emoluments	3,264	3,272
Non-executive:		
- Directors' fees	187	163
- Other emoluments	37	2
	224	165
Total	3,488	3,437

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 RM1,074,000 (2021: RM1,082,000).

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	
	2022	2021
Executive:		
RM1,250,000 - RM1,300,000	1	1
RM1,000,000 - RM1,050,000	1	1
RM950,000 - RM1,000,000	1	1
	3	3
Non-executive:		
RM50,000 - RM100,000	1	-
Below RM50,000	4	6

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 RM15,380 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.

DIRECTORS' REPORT (cont'd)

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.

AUDITORS

The auditors, BDO PLT (201906000013 (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 2022 were as below:

	Group RM'000	Company RM'000
Statutory audit	203	55
Other services	13	9
	216	64

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
27 March 2023

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 110 to 189 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 2022 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
27 March 2023

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 110 to 189 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)
27 March 2023)

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 2022 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 110 to 189.

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 2022, 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.

Property development revenue recognition

Revenue from property development activities during the financial year as disclosed in Note 21 to the financial statements is RM78,424,000.

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.

INDEPENDENT AUDITORS' REPORT

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

(Incorporated in Malaysia)

Key Audit Matters (continued)

Property development revenue recognition (continued)

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.

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.

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.

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.

INDEPENDENT AUDITORS' REPORT

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

(Incorporated in Malaysia)

Responsibilities of the Directors for the Financial Statements (continued)

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.
- 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.

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)

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
201906000013 (LLP0018825-LCA) & AF 0206
Chartered Accountants

Ho Kok Khiaw
03412/02/2025 J
Chartered Accountant

Kuala Lumpur
27 March 2023

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Note	Group 2022 RM'000	2021 RM'000	Company 2022 RM'000	2021 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	6	9,921	4,608	3,131	2,123
Investment properties	7	85,319	28,729	71,164	–
Investments in subsidiaries	8	–	–	58,249	145,370
Goodwill	9	5,314	5,314	–	–
Inventories	10	81,380	29,763	–	–
Other receivables	11	–	–	69,410	47,381
Deferred tax assets	16	3,349	2,829	–	–
		185,283	71,243	201,954	194,874
Current assets					
Inventories	10	106,732	175,427	–	–
Trade and other receivables	11	22,271	56,645	20,341	82,347
Contract assets	12	8,935	57,059	–	–
Current tax assets		2	219	–	–
Cash and bank balances	13	11,393	11,114	1,181	1,198
		149,333	300,464	21,522	83,545
TOTAL ASSETS		334,616	371,707	223,476	278,419
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	14	59,587	59,587	59,587	59,587
Reserves	15	97,118	105,926	113,081	119,906
		156,705	165,513	172,668	179,493
Non-controlling interests	8(l)	3,901	3,442	–	–
TOTAL EQUITY		160,606	168,955	172,668	179,493

STATEMENTS OF FINANCIAL POSITION (cont'd)

as at 31 December 2022

	Note	Group 2022 RM'000	2021 RM'000	Company 2022 RM'000	2021 RM'000
LIABILITIES					
Non-current liabilities					
Borrowings	17	27,807	7,000	27,807	7,000
Lease liabilities	20	1,903	385	1,221	464
Redeemable preference shares	19	499	2,493	–	–
Other payables	18	–	–	2,821	9,361
		30,209	9,878	31,849	16,825
Current liabilities					
Borrowings	17	52,290	106,080	17,573	59,844
Trade and other payables	18	85,671	76,609	507	21,149
Contract liabilities	12	8	3,396	–	–
Lease liabilities	20	2,406	4,579	481	449
Current tax liabilities		3,426	2,210	398	659
		143,801	192,874	18,959	82,101
TOTAL LIABILITIES		174,010	202,752	50,808	98,926
TOTAL EQUITY AND LIABILITIES		334,616	371,707	223,476	278,419

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 2022

	Note	Group 2022 RM'000	2021 RM'000	Company 2022 RM'000	2021 RM'000
Revenue	21	81,035	85,880	5,640	5,640
Cost of sales	22	(51,342)	(69,375)	-	-
Gross profit		29,693	16,505	5,640	5,640
Other income	23	869	1,391	7,870	9,628
Other expenses		(29,253)	(23,717)	(9,737)	(9,488)
Net gain/(loss) on impairment of financial assets and contract assets	25	42	(526)	(6,723)	2,216
Operating profit/(loss)		1,351	(6,347)	(2,950)	7,996
Finance costs	24	(6,045)	(7,138)	(3,535)	(3,924)
(Loss)/Profit before tax	25	(4,694)	(13,485)	(6,485)	4,072
Tax expense	27	(2,840)	(742)	(340)	(898)
(Loss)/Profit for the financial year		(7,534)	(14,227)	(6,825)	3,174
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive (loss)/income for the financial year		(7,534)	(14,227)	(6,825)	3,174
(Loss)/Profit for the financial year/ Total comprehensive (loss)/income attributable to:					
Owners of the parent		(6,908)	(15,940)	(6,825)	3,174
Non-controlling interests	8(l)	(626)	1,713	-	-
		(7,534)	(14,227)	(6,825)	3,174
Loss per ordinary share attributable to equity holders of the Company					
Basic/Diluted (sen per share)	28	(1.26)	(2.91)		

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2022

	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
Group						
Balance as at 1 January 2021	59,587	77,986	43,880	181,453	1,729	183,182
(Loss)/Profit for the financial year	-	-	(15,940)	(15,940)	1,713	(14,227)
Other comprehensive income, net of tax	-	-	-	-	-	-
Total comprehensive (loss)/income	-	-	(15,940)	(15,940)	1,713	(14,227)
Balance as at 31 December 2021/ 1 January 2022	59,587	77,986	27,940	165,513	3,442	168,955
Loss for the financial year	-	-	(6,908)	(6,908)	(626)	(7,534)
Other comprehensive income, net of tax	-	-	-	-	-	-
Total comprehensive loss	-	-	(6,908)	(6,908)	(626)	(7,534)
Transactions with owners of the Company						
Acquisitions of shares from non-controlling interests of subsidiaries	-	-	(1,900)	(1,900)	1,102	(798)
Acquisition of a new subsidiary	-	-	-	-	(17)	(17)
	-	-	(1,900)	(1,900)	1,085	(815)
Balance as at 31 December 2022	59,587	77,986	19,132	156,705	3,901	160,606

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

STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2022

	Share capital RM'000	Capital reserve RM'000	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 2021/1 January 2022	59,587	77,403	42,503	179,493
Loss for the financial year	-	-	(6,825)	(6,825)
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive loss	-	-	(6,825)	(6,825)
Balance as at 31 December 2022	59,587	77,403	35,678	172,668

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

STATEMENTS OF CASH FLOWS

for the financial year ended 31 December 2022

	Note	Group 2022 RM'000	2021 RM'000	Company 2022 RM'000	2021 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
(Loss)/Profit before tax		(4,694)	(13,485)	(6,485)	4,072
Adjustments for:					
Depreciation of:					
- investment properties	7(a)(i)	1,652	3,225	-	-
- property, plant and equipment	6	1,255	1,572	482	946
Finance costs	24	6,045	7,138	3,535	3,924
Gain on disposal of property, plant and equipment	23	(143)	-	(143)	-
Interest income	23	(463)	(246)	(7,727)	(9,553)
Inventories written down	10(f)	7,397	-	-	-
Impairment losses on:					
- amounts due from subsidiaries	11(h)	-	-	6,579	28
- contract assets	12(d)	432	-	-	-
- investment in a subsidiary	8(c)	-	-	795	-
- property, plant, and equipment	6	183	-	-	-
- trade and other receivables	11(h)	1,665	874	144	-
Property, plant and equipment written off	6	6	551	-	551
Loss on acquisition of a subsidiary	8(h)	332	-	-	-
Reversal of impairment losses on:					
- amounts due from subsidiaries	11(h)	-	-	-	(2,244)
- contract assets	12(d)	-	(301)	-	-
- trade and other receivables	11(h)	(2,139)	(47)	-	-
Operating profit/(loss) before changes in working capital		11,528	(719)	(2,820)	(2,276)

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

**STATEMENTS OF
CASH FLOWS (cont'd)**

for the financial year ended 31 December 2022

	Note	Group 2022 RM'000	2021 RM'000	Company 2022 RM'000	2021 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES (continued)					
Working capital changes:					
Contract assets		47,692	10,367	-	-
Contract liabilities		(2,761)	1,337	-	-
Inventories		(43,921)	9,019	-	-
Trade and other payables		8,224	12,002	(657)	280
Trade and other receivables		34,863	(26,101)	127	(1,166)
Cash generated from/(used in) operations		55,625	5,905	(3,350)	(3,162)
Interest paid		(3,037)	(3,852)	(2,972)	(2,572)
Tax paid		(1,927)	(2,510)	(601)	(527)
Net cash from/(used in) operating activities		50,661	(457)	(6,923)	(6,261)
CASH FLOWS FROM INVESTING ACTIVITIES					
Additions to investment properties	7(a)(ii)	(2,004)	(1,270)	-	-
Acquisition of a subsidiary, net of cash acquired	8(h)	12	-	-	-
Acquisitions of additional shares in subsidiaries from non-controlling interests		(798)	-	(798)	-
Advances from/(to) subsidiaries		-	-	29,737	(10,707)
Interest received		463	246	11	3
Proceeds from disposal of property, plant and equipment		143	-	143	-
Purchase of property, plant and equipment	6(c)	(4,627)	(964)	(157)	(765)
Subscription of shares in subsidiaries		-	-	-*	-
Net cash (used in)/from investing activities		(6,811)	(1,988)	28,936	(11,469)

* denotes less than RM1,000

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

STATEMENTS OF CASH FLOWS (cont'd)

for the financial year ended 31 December 2022

	Note	Group 2022 RM'000	2021 RM'000	Company 2022 RM'000	2021 RM'000
CASH FLOWS FROM FINANCING ACTIVITIES					
Payments of lease liabilities	20(b)	(6,048)	(6,748)	(566)	(784)
(Placements)/Withdrawals of fixed deposits pledged with licensed banks		(1,056)	3,832	(4)	(3)
(Repayments)/Drawdowns of borrowings		(35,123)	5,479	(21,058)	18,824
Repayment of redeemable preference shares to non-controlling interest by subsidiaries	19	(1,994)	-	-	-
Net cash (used in)/from financing activities		(44,221)	2,563	(21,628)	18,037
Net (decrease)/increase in cash and cash equivalents		(371)	118	385	307
Cash and cash equivalents at beginning of financial year		5,721	5,603	(3,094)	(3,401)
Cash and cash equivalents at end of financial year	13	5,350	5,721	(2,709)	(3,094)

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

**STATEMENTS OF
CASH FLOWS (cont'd)**

for the financial year ended 31 December 2022

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 2022	26,206	173	47,964	34,717	109,060	4,964
Cash flows						
Non-cash flows:	(23,413)	(173)	(8,991)	(2,546)	(35,123)	(6,048)
- Additions	-	-	-	-	-	5,140
- Unwinding of interest	-	-	-	2,546	2,546	253
At 31 December 2022	2,793	-	38,973	34,717	76,483	4,309
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

STATEMENTS OF CASH FLOWS (cont'd)

for the financial year ended 31 December 2022

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 2022	14,860	47,964	62,824	913
Cash flows	(12,067)	(8,991)	(21,058)	(566)
Non-cash flows:				
- Additions	-	-	-	1,310
- Unwinding of interest	-	-	-	45
At 31 December 2022	2,793	38,973	41,766	1,702
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

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2022

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 are located at 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 2022 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 27 March 2023.

2. PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding, property development and property investment. The principal activities of the subsidiaries are primarily involved in property development, investment holding, hospitality, retail management, maintenance services and facilities management services, foods and beverages operator and related business and activities. The principal activities and details 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 MFRSs 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 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 2022

4. OPERATING SEGMENTS

The Group has four 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) Food and beverages
- (d) Investment holding and others

During current financial year, the Group ventured into a new segment, food and beverages, which the operating results are separately identified and regularly reviewed by the Group Managing Director (the chief operations decision maker).

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.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

4. OPERATING SEGMENTS (continued)

	Property development RM'000
2022	
Revenue	
Revenue from external customers	78,424
Inter-segment revenue	72,766
Total revenue	151,190
Results	
Interest income	893
Finance costs	(8,146)
Net finance (costs)/income	(7,253)
Depreciation of property, plant and equipment and investment properties	539
Inventories written down	7,397
Segment profit/(loss) before tax	16,724
Assets	
Additions to non-current assets	683
Segment assets	285,802
Liabilities	
Segment liabilities	241,618

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

Property investment RM'000	Food and beverages RM'000	Investment holding and others RM'000	Total RM'000	Adjustments and eliminations RM'000	Per consolidated financial statements RM'000
1,501	386	724	81,035	-	81,035
-	-	5,640	78,406	(78,406)	-
1,501	386	6,364	159,441	(78,406)	81,035
9	-	7,727	8,629	(8,166)	463
(1,830)	(2)	(3,543)	(13,521)	7,476	(6,045)
(1,821)	(2)	4,184	(4,892)	(690)	(5,582)
6,182	112	529	7,362	(4,455)	2,907
-	-	-	7,397	-	7,397
(5,549)	(2,112)	(7,319)	1,744	(6,438)	(4,694)
6,824	1,198	73,435	82,140	(70,567)	11,573
25,455	1,106	265,783	578,146	(243,530)	334,616
35,406	3,567	52,964	333,555	(159,545)	174,010

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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 2022

4. OPERATING SEGMENTS (continued)

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

	2022 RM'000	2021 RM'000
Loss for the financial year		
Segment loss	(4,694)	(13,485)
Tax expense	(2,840)	(742)
Loss for the financial year per statements of profit or loss and other comprehensive income	(7,534)	(14,227)
Additions to non-current assets		
Investment properties	4,640	1,270
Properties held for development	176	117
Property, plant and equipment	6,757	2,166
	11,573	3,553
Assets		
Total assets for reportable segments per statements of financial position	334,616	371,707
Current tax assets	2	219
Deferred tax assets	3,349	2,829
Liabilities		
Total liabilities for reportable segments per statements of financial position	174,010	202,752
Current tax liabilities	3,426	2,210

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 2022

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 2022 and 31 December 2021.

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 2022 and 31 December 2021 are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Borrowings	80,097	113,080	45,380	66,844
Lease liabilities	4,309	4,964	1,702	913
Trade and other payables	85,671	76,609	3,328	30,510
Less: Cash and bank balances	(11,393)	(11,114)	(1,181)	(1,198)
Net debt	158,684	183,539	49,229	97,069
Total capital	156,705	165,513	172,668	179,493
Net debt	158,684	183,539	49,229	97,069
Total	315,389	349,052	221,897	276,562
Ratio	50%	53%	22%	35%

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 Group has complied with this requirement for the financial year ended 31 December 2022.

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

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.

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

(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.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

6. PROPERTY, PLANT AND EQUIPMENT (continued)

	Note	Land and buildings RM'000	Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Renovation RM'000
Group					
2022					
Carrying amount					
As at 1 January 2022		3,172	2	789	-
Additions		-	7	939	505
Written off	25	-	-	(6)	-
Disposal		-	-	-	-
Depreciation charge for the financial year	25	(346)	(1)	(319)	(110)
Impairment losses for the financial year		-	-	(81)	(45)
As at 31 December 2022		2,826	8	1,322	350
Cost		8,638	344	5,939	505
Accumulated depreciation		(5,812)	(336)	(4,536)	(110)
Accumulated impairment losses		-	-	(81)	(45)
Carrying amount		2,826	8	1,322	350

* denotes less than RM1,000

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

Capital work-in progress RM'000	Subtotal RM'000	← Right-of-use assets →				Kitchen equipment RM'000	Total RM'000
		Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000			
-	3,963	556	89	-	-	4,608	
3,264	4,715	425	-	1,577	40	6,757	
-	(6)	-	-	-	-	(6)	
-	-	-	-	-*	-	-*	
-	(776)	(375)	(24)	(79)	(1)	(1,255)	
-	(126)	(57)	-	-	-	(183)	
3,264	7,770	549	65	1,498	39	9,921	
3,264	18,690	1,445	118	2,871	40	23,164	
-	(10,794)	(839)	(53)	(1,373)	(1)	(13,060)	
-	(126)	(57)	-	-	-	(183)	
3,264	7,770	549	65	1,498	39	9,921	

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

6. PROPERTY, PLANT AND EQUIPMENT (continued)

	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 2022

Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Subtotal RM'000	Right-of-use assets			Total RM'000
			Buildings RM'000	Office equipment RM'000	Motor vehicles 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

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

6. PROPERTY, PLANT AND EQUIPMENT (continued)

	Note	Buildings RM'000
Company		
2022		
Carrying amount		
As at 1 January 2022		1,178
Additions		-
Disposal		-
Depreciation charge for the financial year	25	(92)
As at 31 December 2022		1,086
Cost		1,217
Accumulated depreciation		(131)
Carrying amount		1,086

* denotes less than RM1,000

	Note	Buildings RM'000
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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Subtotal RM'000	Right-of-use assets			Total RM'000
			Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	
-	449	1,627	407	89	-	2,123
-	39	39	68	-	1,383	1,490
-	-	-	-	-	-*	-*
-	(132)	(224)	(188)	(24)	(46)	(482)
-	356	1,442	287	65	1,337	3,131
107	2,018	3,342	585	118	2,677	6,722
(107)	(1,662)	(1,900)	(298)	(53)	(1,340)	(3,591)
-	356	1,442	287	65	1,337	3,131

Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Subtotal RM'000	Right-of-use assets			Total RM'000
			Buildings RM'000	Office equipment RM'000	Motor vehicles 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

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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 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%
Renovation	20%
Right-of-use assets	
- Buildings	over the lease period from 2 to 3 years
- Kitchen equipment	over the lease period of 3 years
- Office equipment	5 years
- Motor vehicles	5 years

Capital work-in-progress are stated at cost and are not depreciated until such time when the assets are 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	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Purchase of property, plant and equipment	6,757	2,166	1,490	1,799
Less: Leases	(1,877)	(702)	(1,310)	(534)
Other payable	(253)	(500)	(23)	(500)
Cash payments to purchase property, plant and equipment	4,627	964	157	765

- (d) The Group determines whether an impairment loss is required by evaluating the extent to which the recoverable amount is less than its carrying amount. Impairment losses on property, plant and equipment of the Group of RM183,000 was recognised during the financial year due to operations of certain subsidiaries of the Group became inactive.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

7. INVESTMENT PROPERTIES

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Investment properties	7(a)(i)	85,319	28,729	71,164	–

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

(i) Investment properties

	Note	Apartments RM'000	Retail RM'000	[-Right-of-use assets -] Apartments RM'000	Total RM'000
Group					
2022					
Carrying amount					
As at 1 January 2022		–	28,729	–	28,729
Additions	7(a)(ii)	–	2,004	2,636	4,640
Transfer from completed properties		53,602 [^]	–	–	53,602
Depreciation charge for the financial year	25	–	(633)	(1,019)	(1,652)
As at 31 December 2022		53,602	30,100	1,617	85,319
Cost		53,602	31,629	2,636	87,867
Accumulated depreciation		–	(1,529)	(1,019)	(2,548)
Carrying amount		53,602	30,100	1,617	85,319

[^] Transfers were made as at end of the reporting period, hence, no depreciation charge.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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				
2021				
Carrying amount				
As at 1 January 2021		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
Company				
2022				
Carrying amount				
As at 1 January 2022				-
Additions			7(a)(ii)	71,164 [^]
As at 31 December 2022				71,164
Cost				71,164
Accumulated depreciation				-
Carrying amount				71,164

[^] Additions were made as at end of the reporting period, hence, no depreciation charge.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

7. INVESTMENT PROPERTIES (continued)

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

(ii) During the financial year, the Group and the Company made the following payments to purchase of investment properties:

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Additions of investment properties		4,640	1,270	71,164	-
Less: Leases	7(a)(i)	(2,636)	-	-	-
Redemption of preference shares	8(d)	-	-	(67,124)	-
Amount due from a subsidiary		-	-	(4,040)	-
Cash payments to purchase of investment properties		2,004	1,270	-	-

(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 - 50 years

(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) 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.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

7. INVESTMENT PROPERTIES (continued)

(d) (continued)

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 2022 and 31 December 2021.

Disposal proceeds received from the Purchaser, which represent the progress billings received as at 31 December 2022 amounted to RM34,716,981 (2021: 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.

(e) 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.

The recoverable amount of investment properties - apartments (right-of-use assets) was reviewed and exceeded the carrying amount of the investment properties, hence no impairment loss was recognised as at 31 December 2022 and 31 December 2021.

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

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Group				
2022	-	77,022	36,334	113,356
2021	-	-	34,717	34,717
Company				
2022	-	77,022	-	77,022

(i) There were no transfers between Level 1, Level 2, and Level 3 fair value measurements during the financial years ended 31 December 2022 and 31 December 2021.

(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 Levels 2 and 3 fair values are analysed by the management based on the assessments undertaken.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

7. INVESTMENT PROPERTIES (continued)

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

	Group 2022 RM'000	2021 RM'000
Rental income derived from investment properties	1,501	628
Direct operating expenses arising from investment properties	695	639

8. INVESTMENTS IN SUBSIDIARIES

	Company 2022 RM'000	2021 RM'000
Unquoted shares, at costs	94,697	181,023
Less: Accumulated impairment losses	(36,448)	(35,653)
	58,249	145,370

- (a) Investments in subsidiaries, which are eliminated on consolidation, are stated in the separate financial statements of the Company at cost less impairment losses. 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. 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.

Impairment loss of RM795,090 has been recognised within other expenses in the statement of profit or loss and other comprehensive income of the Company during the financial year due to continuous losses incurred by the subsidiary.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

8. INVESTMENTS IN SUBSIDIARIES (continued)

- (d) During the current financial year, the Company had fully redeemed 380,000 redeemable preference shares at total redemption prices of RM67,123,740 and RM20,000,000 respectively in its subsidiaries, Mayfair Ventures Sdn. Bhd. (“MVSb”) and Golden Cignet Sdn. Bhd. (“GCSb”) via settlement of amount payables for purchase of 78 units of service apartment at Lumi Tropicana amounted to RM67,123,740 and settlement of amount due to GCSb amounted to RM20,000,000.
- (e) On 22 February 2022, the Company completed the acquisition of the remaining 15% equity interest in Thriven NCR Sdn. Bhd. (“TNCR”) for a total purchase consideration of RM795,005. Upon completion of the acquisition, TNCR is now a wholly owned subsidiary of the Company.
- (f) 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”).
- (g) 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”).
- (h) On 22 April 2022, the Company entered into a Share Purchase and Shareholders’ Agreement to acquire 95 ordinary shares in We Box Sdn. Bhd. (“We Box”) (formerly known as Bizbox Sdn. Bhd.), representing 95% of the issued and paid-up capital in We Box for a total purchase consideration of RM1.

The fair values and the carrying amounts of the identifiable assets and liabilities of We Box as at the date of acquisition were as follows:

	Fair value recognised on acquisition RM'000	Carrying amount RM'000
Other receivables	15	15
Bank balances	12	12
	27	27
Trade payables	7	7
Other payables	369	369
	376	376
Total identifiable net liabilities	(349)	
Less: Non-controlling interest	17	
	(332)	
Loss on acquisition	332 [^]	
Total cost of acquisition	-*	

[^] The above acquisition resulted in a loss on acquisition of RM332,000 recognised in the statements of profit or loss and other comprehensive income due to the acquired subsidiary is inactive.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

8. INVESTMENTS IN SUBSIDIARIES (continued)

(h) (continued)

The effect of the acquisition on cash flows is as follows:

	2022 RM'000
Total consideration for equity acquired	-*
Less: Cash and cash equivalents of subsidiary acquired	12
Net cash inflow of the Group on acquisition	12

* denotes less than RM1,000

- (i) On 27 April 2022, the Company entered into a Share Purchase Agreement to acquire 3,360 ordinary shares in Bakat Stabil Sdn. Bhd. ("BSSB") from a non-controlling interest for a total consideration of RM3,360. This has resulted in an increase in equity interest in BSSB from 93.33% to 98.66%.
- (j) In the previous financial year, the Company had subscribed for additional 60,000 new redeemable preference shares at an issue price of RM1,000 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 had increased from 300,000 shares to 360,000 shares.
- (k) The details of the subsidiaries are as follows:

Name of company	Country of incorporation / Principal place of business	Effective interest in equity		Principal activities
		2022 %	2021 %	
Dynamic Unity Sdn. Bhd.	Malaysia	100	100	Investment holding
Bukit Punchor Development Sdn. Bhd.	Malaysia	100	100	Property development
Thrive 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
Thrive Properties Sdn. Bhd.	Malaysia	100	100	Property ownership and management

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

8. INVESTMENTS IN SUBSIDIARIES (continued)

(k) The details of the subsidiaries are as follows: (continued)

Name of company	Country of incorporation /Principal place of business	Effective interest in equity		Principal activities
		2022 %	2021 %	
Bakat Stabil Sdn. Bhd.	Malaysia	98.66	93.33	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	100	85	Property development
Verdant Parc Sdn. Bhd.	Malaysia	100	100	Property development
Provido Sdn. Bhd.	Malaysia	100	–	Household goods and groceries, convenience stores, mini market and supermarket
Foreli Sdn. Bhd.	Malaysia	100	–	Foods and beverages operator
We Box Sdn. Bhd.	Malaysia	95	–	Foods and beverages operator
Subsidiary of Dynamic Unity Sdn. Bhd.				
Golden Cignet Sdn. Bhd.	Malaysia	100	100	Property development

All subsidiaries are audited by BDO PLT.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

8. INVESTMENTS IN SUBSIDIARIES (continued)

(l) 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	We Box Sdn. Bhd. RM'000	Total RM'000
2022							
NCI percentage of ownership and voting interest	10%	1.34%	49%	40%	0%	5%	
Carrying amount of NCI	(2,999)	(249)	7,635	(453)	–	(33)	3,901
(Loss)/Profit for the financial year/Total comprehensive (loss)/income allocated to NCI	(1)	(57)	(549)	(4)	–	(15)	(626)
2021							
NCI percentage of ownership and voting interest	10%	6.67%	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

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

8. INVESTMENTS IN SUBSIDIARIES (continued)

(m) 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	We Box Sdn. Bhd. RM'000	Total RM'000
2022							
Assets and liabilities							
Non-current assets	-	54,066	352	-	-	-	54,418
Current assets	-	91	44,652	-	-	30	44,773
Non-current liabilities	-	(499)	(45)	-	-	(23)	(567)
Current liabilities	(29,993)	(57,296)	(29,377)	(1,133)	-	(662)	(118,461)
Net (liabilities)/ assets	(29,993)	(3,638)	15,582	(1,133)	-	(655)	(19,837)
Results							
Revenue	-	-	16,859	-	-	35	16,894
Loss for the financial year and total comprehensive loss	(12)	(4,240)	(1,119)	(11)	-	(306)	(5,688)
Cash flows (used in)/ from operating activities	(9)	(2,638)	20,896	(8)	-	(66)	18,175
Cash flows from/ (used in) investing activities	9	4,629	(18,961)	8	-	95	(14,220)
Cash flows used in financing activities	-	(1,994)	(176)	-	-	(43)	(2,213)
Net (decrease)/ increase in cash and cash equivalents	-	(3)	1,759	-	-	(14)	1,742

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

8. INVESTMENTS IN SUBSIDIARIES (continued)

(m) 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)

	Thrive TT Sdn. Bhd. RM'000	Bakat Stabil Sdn. Bhd. RM'000	Thrive Amona Sdn. Bhd. RM'000	MLB Quarry Sdn. Bhd. RM'000	Thrive 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)

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

9. GOODWILL

	Group	
	2022 RM'000	2021 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			
2022	31,675	(26,361)	5,314
2021	31,675	(26,361)	5,314

- (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") (2021: 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 9.20% (2021: 8.00%) 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, after taking into consideration the effect of increasing Overnight Policy Rate ("OPR").

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

9. GOODWILL (continued)

- (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.

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	
		2022 RM'000	2021 RM'000
Non-current assets			
Properties held for development	10(a)(i)	81,380	29,763
Current assets			
Properties under development	10(a)(ii)	74,530	158,218
Completed properties		32,138	17,209
Food ingredients		64	–
		106,732	175,427
Total inventories		188,112	205,190
Inventories pledged as securities	17	173,346	115,542

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

10. INVENTORIES (continued)

(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				
2022				
As at 1 January		6,167	23,596	29,763
Additions		–	176	176
Transferred to properties under development	10(a)(ii)	45,548	5,904	51,452
Transferred to completed properties		–	(11)	(11)
As at 31 December		51,715	29,665	81,380
2021				
As at 1 January		6,167	24,176	30,343
Additions		–	117	117
Transferred from/(to) properties under development	10(a)(ii)	–	(697)	(697)
As at 31 December		6,167	23,596	29,763

(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					
2022					
As at 1 January		101,488	333,150	(276,420)	158,218
Cost incurred during the financial year		21,000	44,370	–	65,370
Transferred to properties held for development	10(a)(i)	(45,548)	(5,904)	–	(51,452)
Transferred to completed properties		–	(88,207)	–	(88,207)
Reversal of completed projects		(1,051)	(6,168)	7,219	–
Cost recognised in profit or loss during the financial year	22	–	–	(9,399)	(9,399)
As at 31 December		75,889	277,241	(278,600)	74,530

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

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					
2021					
As at 1 January		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

- (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 RM74,244,000 (2021: RM100,317,000), 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 RM40,553,000 (2021: RM1,043,000). The Group has also written down completed properties by RM7,397,000 (2021: RM Nil) to their net realisable value.
- (g) Cost of food ingredients is determined using the first-in first-out method and are stated at lower of cost and net realisable value. During the financial year, the Group recognised cost of food and beverages of RM271,000 (2021: RM Nil) as cost of sales.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

11. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-current assets:					
Other receivables					
Amount due from a subsidiary		-	-	73,735	47,645
Less: Impairment loss		-	-	(4,325)	(264)
Total other receivables (non-current)		-	-	69,410	47,381
Current assets:					
Trade receivables					
Third parties		19,208	53,436	-	-
Less: Impairment losses		(2,057)	(2,675)	-	-
Total trade receivables	21	17,151	50,761	-	-
Other receivables					
Amounts due from subsidiaries		-	-	54,047	113,264
Third parties		3,949	4,159	1,484	1,482
Deposits		3,130	3,534	251	369
		7,079	7,693	55,782	115,115
Less: Impairment losses on:					
- Amounts due from subsidiaries		-	-	(34,089)	(31,571)
- Other receivables		(1,996)	(1,852)	(1,379)	(1,235)
Total other receivables		5,083	5,841	20,314	82,309
Total receivables		22,234	56,602	20,314	82,309
Prepayments		37	43	27	38
Total trade and other receivables (current)		22,271	56,645	20,341	82,347
Total trade and other receivables (non-current and current)		22,271	56,645	89,751	129,728

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

11. TRADE AND OTHER RECEIVABLES (continued)

- (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 (2021: 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.
- (c) Trade and other receivables are denominated in RM.
- (d) The non-current amounts due from subsidiaries represents non-trade transactions, which are unsecured, bear interest rates at 5.00% to 8.00% (2021: 7.00%) per annum and are not payable within the next twelve months. The carrying amounts of the non-current amounts due from subsidiaries approximate their fair values as their interest rates are 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 RM15,142,000 (2021: RM78,234,000), which bear interest at rates ranging from 5.00% to 8.00% (2021: 5.00% to 7.00%) 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 for trade and other receivables 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.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

11. TRADE AND OTHER RECEIVABLES (continued)

(f) (continued)

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

(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.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

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				
2022				
As at 1 January		2,553	122	2,675
Charge for the financial year	25	612	909	1,521
Reversal of impairment losses	25	(2,139)	-	(2,139)
As at 31 December		1,026	1,031	2,057
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

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

	Lifetime ECL - credit impaired RM'000
Group	
2022	
As at 1 January	1,852
Charge for the financial year	144
As at 31 December	1,996
2021	
As at 1 January/31 December	1,852

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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	
2022	
As at 1 January	1,235
Charge for the financial year	144
As at 31 December	1,379
2021	
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					
2022					
As at 1 January		455	264	31,116	31,835
Charge for the financial year	25	6,579	-	-	6,579
As at 31 December		7,034	264	31,116	38,414
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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

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 2022 RM'000	2021 RM'000
Maximum exposure	17,151	50,761
Collateral obtained	-	-
Net exposure to credit risk	17,151	50,761

- (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 31.12.2022 RM'000
Group			
2022			
Current	15,868	(883)	14,985
Past due			
1 to 30 days	826	(72)	754
31 to 60 days	385	(20)	365
More than 60 days	2,129	(1,082)	1,047
	3,340	(1,174)	2,166
	19,208	(2,057)	17,151

	Gross carrying amount RM'000	Loss allowance RM'000	Balance as at 31.12.2021 RM'000
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

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

11. TRADE AND OTHER RECEIVABLES (continued)

- (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 99.60% (2021: 99.53%) of total receivables as at the end of the reporting period.

12. CONTRACT ASSETS/(LIABILITIES)

	Group 2022 RM'000	2021 RM'000
Contract assets		
Property development contracts	9,493	57,181
Property management and rental operations	-	4
Less: Impairment losses	(558)	(126)
	8,935	57,059
Contract liabilities		
Property development contracts	(8)	(3,396)
	8,927	53,663

- (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 2022 RM'000	2021 RM'000
Revenue recognised in profit or loss to date	901,879	823,455
Progress billings to date	(892,394)	(769,670)
	9,485	53,785
Less: Impairment losses	(558)	(126)
	8,927	53,659

- (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)

31 December 2022

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 2022 RM'000	2021 RM'000
As at 1 January		126	427
Charge for the financial year	25	432	-
Reversal of impairment losses	25	-	(301)
As at 31 December		558	126

13. CASH AND BANK BALANCES

	Note	Group 2022 RM'000	2021 RM'000	Company 2022 RM'000	2021 RM'000
Cash and bank balances		8,964	9,741	905	926
Deposits with licensed banks		2,429	1,373	276	272
As reported in the statements of financial position		11,393	11,114	1,181	1,198
Less:					
- Bank overdrafts	17	(3,614)	(4,020)	(3,614)	(4,020)
- Deposits pledged to licensed banks		(2,429)	(1,373)	(276)	(272)
Cash and cash equivalents included in the statements of cash flows		5,350	5,721	(2,709)	(3,094)

- (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 RM3,585,000 (2021: RM5,922,000) and RM4,000 (2021: 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 1.68% (2021: 1.52%) and 1.58% (2021: 1.25%) 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.

- (e) Cash and bank balances are denominated in RM.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

13. CASH AND BANK BALANCES (continued)

- (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			
	2022 Number of shares '000	RM'000	2021 Number of shares '000	RM'000
Issued and fully paid				
As at 1 January/31 December	546,944	59,587	546,944	59,587

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.

The newly issued ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company.

15. RESERVES

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-distributable					
Capital reserve	15(a)	77,986	77,986	77,403	77,403
Distributable					
Retained earnings		19,132	27,940	35,678	42,503
		97,118	105,926	113,081	119,906

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

15. RESERVES (continued)

- (a) Capital reserve

The capital reserve represents the following:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Changes in ownership interest in a subsidiary				
As at 1 January/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

16. DEFERRED TAX ASSETS

- (a) The deferred tax assets are made up of the following:

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
As at 1 January		2,829	1,424	–	–
Recognised in profit or loss	27	520	1,405	–	–
As at 31 December		3,349	2,829	–	–

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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

	Property, plant and equipment RM'000
As at 1 January 2022	15
Recognised in profit or loss	(15)
As at 31 December 2022	-
As at 1 January 2021	36
Recognised in profit or loss	(21)
As at 31 December 2021	15

Deferred tax liabilities of the Group

As at 1 January 2022	
Recognised in profit or loss	
As at 31 December 2022	
As at 1 January 2021	
Recognised in profit or loss	
As at 31 December 2021	

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

	Investment properties RM'000	Inventories RM'000	Provisions RM'000	Unutilised tax losses RM'000	Offsetting RM'000	Total RM'000
	156	–	4,715	326	(2,383)	2,829
	266	900	(2,696)	(270)	2,335	520
	422	900	2,019	56	(48)	3,349
	156	–	1,880	–	(648)	1,424
	–	–	2,835	326	(1,735)	1,405
	156	–	4,715	326	(2,383)	2,829

	Property, plant and equipment RM'000	Inventories RM'000	Offsetting RM'000	Total RM'000
	(21)	(2,362)	2,383	–
	(27)	2,362	(2,335)	–
	(48)	–	48	–
	(19)	(629)	648	–
	(2)	(1,733)	1,735	–
	(21)	(2,362)	2,383	–

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Unused tax losses				
- Expires by 31 December 2032	5,606	-	-	-
- Expires by 31 December 2031	5,203	5,203	-	-
- Expires by 31 December 2030	2,375	2,375	-	-
- Expires by 31 December 2029	112	112	-	-
- Expires by 31 December 2028	33,409	33,409	548	548
Unabsorbed capital allowances	1,197	377	1,755	1,614
	47,902	41,476	2,303	2,162

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 2022

17. BORROWINGS

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-current					
Term loans		268	7,000	268	7,000
Revolving credits		27,539	–	27,539	–
		27,807	7,000	27,807	7,000
Current					
Term loans		2,525	19,206	2,525	7,860
Bridging loans		–	173	–	–
Revolving credits		11,434	47,964	11,434	47,964
Bank overdrafts	13	3,614	4,020	3,614	4,020
Other borrowings - non- financial institution (arising from sale and leaseback arrangement)	17(d)	34,717	34,717	–	–
		52,290	106,080	17,573	59,844
Total borrowings					
Term loans		2,793	26,206	2,793	14,860
Bridging loans		–	173	–	–
Revolving credits		38,973	47,964	38,973	47,964
Bank overdrafts	13	3,614	4,020	3,614	4,020
Total bank borrowings		45,380	78,363	45,380	66,844
Other borrowings - non- financial institution (arising from sale and leaseback arrangement)	17(d)	34,717	34,717	–	–
		80,097	113,080	45,380	66,844

- (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 2022

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 repriced 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 2022					
Floating rates					
Term loans	4.78	2,525	110	158	2,793
Revolving credits	4.37	11,434	27,539	-	38,973
Bank overdrafts	6.93	3,614	-	-	3,614
Fixed rate					
Others	7.00	34,717	-	-	34,717
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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

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 2022					
Floating rates					
Term loans	4.78	2,525	110	158	2,793
Revolving credits	4.37	11,434	27,539	–	38,973
Bank overdrafts	6.93	3,614	–	–	3,614
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

- (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	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Effects of 50 basis points changes to loss after tax				
- Increase by 0.5% (2021: 0.5%)	(173)	(298)	(173)	(254)
- Decrease by 0.5% (2020: 0.5%)	173	298	173	254

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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 2022				
Term loans	2,676	144	169	2,989
Revolving credits	11,850	29,147	–	40,997
Bank overdrafts	3,614	–	–	3,614
Others	34,717	–	–	34,717
	52,857	29,291	169	82,317
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
Company				
31 December 2022				
Term loans	2,676	144	169	2,989
Revolving credits	11,850	29,147	–	40,997
Bank overdrafts	3,614	–	–	3,614
	18,140	29,291	169	47,600
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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

18. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-current liabilities:					
Other payables					
Amounts due to subsidiaries		–	–	2,821	9,361
Current liabilities:					
Trade payables					
Third parties		65,822	55,728	–	–
Other payables					
Amounts due to subsidiaries		–	–	4	20,012
Amounts due to related parties		494	2,232	–	–
Third parties		8,907	6,466	354	830
Accruals		10,246	11,483	149	307
Deposits received	21	128	594	–	–
Others		74	106	–	–
Total other payables		19,849	20,881	507	21,149
Total trade and other payables (current)		85,671	76,609	507	21,149
Total trade and other payables (non-current and current)		85,671	76,609	3,328	30,510

- (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 (2021: 30 to 45 days).
- (c) Included in trade payables of the Group are retention sums for contract works of RM10,345,000 (2021: RM16,439,000). 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% - 6.00% (2021: 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)**

31 December 2022

18. TRADE AND OTHER PAYABLES (continued)

- (e) 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% (2021: 8.00%) per annum.
- (f) In the previous financial year, except for the amounts due to certain subsidiaries totaling RM20,000,000 that bore interest rate at 5.00% per annum, the amounts due to other subsidiaries were non-interest bearing, unsecured and are payable within the next twelve (12) months in cash and cash equivalents.
- (g) Included in the accruals is an amount of RM6,913,000 (2021: RM9,855,000), 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			
2022			
Trade and other payables	85,671	–	85,671
2021			
Trade and other payables	74,377	–	74,377
Amounts due to related parties	2,411	–	2,411
Total	76,788	–	76,788
Company			
2022			
Trade and other payables	503	–	503
Amounts due to subsidiaries	4	2,962	2,966
Total	507	2,962	3,469
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

- (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)

31 December 2022

19. REDEEMABLE PREFERENCE SHARES

	Group			
	2022		2021	
	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
Redemption of redeemable preference shares issued to non-controlling interest by a subsidiary	(2)	(1,994)	-	-
As at 31 December	-*	499	2	2,493

* denotes less than RM1,000 units

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:

- 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.
- The redeemable preference shares carry a cumulative dividend of 8.00% (2021: 8.00%) per annum, such dividend shall accrue at 8.00% (2021: 8.00%) per annum and compounded on the anniversary dates of its issuance unless paid by the subsidiary.
- 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.
- Holders of redeemable preference shares shall not be entitled to surplus assets and profits of the subsidiary.

During financial year, the Group redeemed its 1,994 units of redeemable preference shares of RM1.00 each at a redemption sum of RM1,994,000.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

20. LEASE LIABILITIES
The Group and Company as lessee

	Note	Buildings RM'000	Apartments RM'000	Office equipment RM'000	Motor vehicles RM'000	Kitchen equipment RM'000	Total RM'000
Group							
2022							
Carrying amount							
As at 1 January 2022		572	3,898	92	402	-	4,964
Additions		425	3,263	-	1,412	40	5,140
Lease payments		(396)	(5,261)	(27)	(363)	(1)	(6,048)
Interest expense	24	33	193	4	23	-	253
As at 31 December 2022		634	2,093	69	1,474	39	4,309
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 2022

20. LEASE LIABILITIES (continued)

The Group and Company as lessee (continued)

	Note	Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Company					
2022					
Carrying amount					
As at 1 January 2022		419	92	402	913
Additions		68	–	1,242	1,310
Lease payments		(197)	(28)	(341)	(566)
Interest expense	24	21	5	19	45
As at 31 December 2022		311	69	1,322	1,702
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

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

20. LEASE LIABILITIES (continued)

The Group and Company as lessee (continued)

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Represented by:				
Current liabilities	2,406	4,579	481	449
Non-current liabilities	1,903	385	1,221	464
	4,309	4,964	1,702	913

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Lease liabilities owing to financial institutions	1,472	402	1,322	402
Lease liabilities owing to non-financial institutions	2,837	4,562	380	511
	4,309	4,964	1,702	913

(a) The following are the amounts recognised in profit or loss:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Depreciation charge of right-of-use assets (included in other expenses)	1,498	3,401	258	656
Interest expense on lease liabilities (included in finance costs)	253	446	45	53
Expense relating to short-term leases (included in other expenses)	144	19	144	15
Impairment loss on right-of-use assets (included in other expenses)	57	–	–	–
	1,952	3,866	477	724

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

20. LEASE LIABILITIES (continued)

(b) The following are total cash outflows for leases as a lessee:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Included in net cash from operating activities:				
Payment relating to short-term leases and low value assets	144	19	144	15
Included in net cash from financing activities:				
Payment of lease liabilities	6,048	6,748	566	784
	6,192	6,767	710	799

- (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" exemption 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 2.04% to 6.00% (2021: 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 RM557,000 (2021: RM698,000), which is within five (5) years.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

20. LEASE LIABILITIES (continued)

- (e) The following table sets out the carrying amounts, the incremental borrowing rates and the remaining maturities for the lease liabilities of the Group and the Company:

	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 2022						
Lease liabilities						
Fixed rates	2.04 - 6.00	2,406	857	656	390	4,309
31 December 2021						
Lease liabilities						
Fixed rates	5.00 - 6.00	4,579	266	119	–	4,964
Company						
31 December 2022						
Lease liabilities						
Fixed rates	5.17 - 6.00	481	276	555	390	1,702
31 December 2021						
Lease liabilities						
Fixed rates	5.00 - 6.00	449	345	119	–	913

- (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 2022				
Lease liabilities	2,532	1,747	410	4,689
31 December 2021				
Lease liabilities	4,586	512	–	5,098

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

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 2022				
Lease liabilities	563	996	409	1,968
31 December 2021				
Lease liabilities	486	482	–	968

21. REVENUE

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Revenue from contracts with customers:				
Property development:				
- Sales of completed properties	64,659	1,998	–	–
- Sales of properties under construction	13,765	81,894	–	–
	78,424	83,892	–	–
Property management	724	1,360	–	–
Management fee	–	–	5,640	5,640
	79,148	85,252	5,640	5,640
Other revenue:				
Sales of food and beverages	386	–	–	–
Rental of investment properties	1,501	628	–	–
	81,035	85,880	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 2022

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.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

21. REVENUE (continued)

(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.

(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.

(e) Sales of foods and beverages

Revenue from operation of restaurants is recognised at a point in time when the bill for food and beverages consumed by customers are presented to the customers and payments are made in cash and/or electronic payment.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

21. REVENUE (continued)
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	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Group						
Property development	137,425	1,998	13,765	81,894	151,190	83,892
Property management	724	1,360	–	–	724	1,360
Rental of investment properties	1,501	628	–	–	1,501	628
Food and beverages	386	–	–	–	386	–
Management fee	–	–	5,640	5,640	5,640	5,640
Total reportable segment	140,036	3,986	19,405	87,534	159,441	91,520
Adjustments and eliminations	(72,766)	–	(5,640)	(5,640)	(78,406)	(5,640)
Total	67,270	3,986	13,765	81,894	81,035	85,880
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 2022

21. REVENUE (continued)

B. Contract balances

The following table provides information about receivables and contract balances with contract customers:

	Note	Group 2022 RM'000	2021 RM'000
Contract receivables, included in 'Trade and other receivables'	11	17,151	50,761
Contract balances:			
- Net contract assets in relation to property development activities	12(b)	9,485	53,785
- Deposits received	18	(128)	(594)
		9,357	53,191

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 2022 RM'000	2021 RM'000
As at 1 January	53,191	60,695
Performance obligations satisfied in previous financial year	(53,785)	(65,445)
	(594)	(4,750)
Deposits received during financial year	466	4,156
Progress billings issued during financial year	(68,939)	(30,107)
Revenue recognised during financial year	78,424	83,892
As at 31 December	9,357	53,191

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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 2022 RM'000	2021 RM'000
Sales of properties under construction expected to be recognised in financial year:		
2022	–	2,046
2023	7,999	–
	7,999	2,046

All consideration from contracts with customers is included in the amounts presented above.

22. COST OF SALES

	Group 2022 RM'000	2021 RM'000
Property development:		
- Cost of completed properties	40,553	1,043
- Cost of properties under construction	9,399	66,783
	49,952	67,826
Construction contract costs	–	189
Cost of foods and beverages	271	–
Investment properties	695	639
Property management	424	721
	51,342	69,375

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

23. OTHER INCOME

Other income comprises of the following:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Interest income on:				
- fixed deposits with licensed banks	42	62	11	3
- housing development accounts	108	23	-	-
- others	18	125	-	-
- subsidiaries	-	-	7,716	9,550
- trade receivables	295	36	-	-
	463	246	7,727	9,553
Gain on disposal of property, plant and equipment	143	-	143	-
Miscellaneous	263	1,145	-	75
	869	1,391	7,870	9,628

Interest income is recognised as it accrues using the effective interest method in the profit or loss.

24. FINANCE COSTS

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Interest expense on:					
- amounts due to subsidiaries		-	-	518	1,299
- bank overdrafts		267	275	267	275
- revolving credits		1,976	2,051	1,964	2,050
- term loans		791	951	741	247
- bridging loan		3	575	-	-
- lease liabilities	20	253	446	45	53
- redeemable preference shares		126	239	-	-
- other borrowings		2,546	2,430	-	-
- amounts due to non-controlling parties		83	171	-	-
		6,045	7,138	3,535	3,924

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

25. (LOSS)/PROFIT BEFORE TAX

Included in (loss)/profit before tax are the following:

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Auditors' remuneration:					
- statutory audits:					
- current year		203	173	55	51
- other services:					
- current year		13	12	9	8
Depreciation of:					
- investment properties	7(a)(i)	1,652	3,225	-	-
- property, plant and equipment	6	1,255	1,572	482	946
Employee benefits	26	10,857	10,171	6,295	6,022
Impairment losses on:					
- amounts due from subsidiaries	11(h)	-	-	6,579	28
- contract assets	12(d)	432	-	-	-
- trade and other receivables	11(h)	1,665	874	144	-
Reversal of impairment losses on:					
- amounts due from subsidiaries	11(h)	-	-	-	(2,244)
- contract assets	12(d)	-	(301)	-	-
- trade and other receivables	11(h)	(2,139)	(47)	-	-
<hr/>					
Net loss/(gain) on impairment of financial assets and contract assets		(42)	526	6,723	(2,216)
Impairment losses on:					
- investment in a subsidiary	8(c)	-	-	795	-
- property, plant and equipment	6	183	-	-	-
Inventories written down	10(f)	7,397	-	-	-
Property, plant and equipment written off	6	6	551	-	551

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

26. EMPLOYEE BENEFITS

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Salaries, wages, bonuses and allowances	8,298	7,906	4,477	4,349
Defined contribution plans	968	955	480	505
Social security contributions	67	59	24	21
Other staff-related expenses	1,524	1,251	1,314	1,147
	10,857	10,171	6,295	6,022

Included in employee benefits of the Group and of the Company are Directors' remuneration amounting to RM3,301,000 (2021: RM3,274,000) respectively.

27. TAX EXPENSE

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Current tax expense based on profit for the financial year		3,269	2,450	338	869
Under/(Over) provision in prior years		91	(303)	2	29
		3,360	2,147	340	898
Deferred tax					
- Relating to origination and reversal of temporary differences		(363)	(755)	-	-
- (Over)/Under provision in prior years		(157)	(650)	-	-
	16	(520)	(1,405)	-	-
		2,840	742	340	898

(a) Malaysian income tax is calculated at the statutory tax rate of 24% (2021: 24%) of the estimated taxable profit for the fiscal year.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

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	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
(Loss)/Profit before tax	(4,694)	(13,485)	(6,485)	4,072
Tax at Malaysian statutory tax rate of 24% (2021: 24%)	(1,127)	(3,236)	(1,556)	977
Tax effects in respect of:				
Non-allowable expenses	2,996	4,479	1,870	404
Non-taxable income	(505)	(1,083)	(10)	(550)
Deferred tax assets not recognised	1,542	1,535	34	38
	2,906	1,695	338	869
Under/(Over) provision in prior years				
- current tax expense	91	(303)	2	29
- deferred tax expense	(157)	(650)	-	-
	2,840	742	340	898

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)

31 December 2022

28. LOSS PER ORDINARY SHARE (continued)

(a) Basic (continued)

	Group	
	2022 RM'000	2021 RM'000
Loss attributable to equity holders of the parent	(6,908)	(15,940)
Weighted average number of ordinary shares in issue (unit)	546,944	546,944
Adjusted weighted average number of ordinary shares applicable to basic earnings per ordinary share (unit)	546,944	546,944
Basic loss per ordinary share (sen)	(1.26)	(2.91)

(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 2022 and 31 December 2021.

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.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

29. RELATED PARTY DISCLOSURES (continued)

- (b) The Group and the Company had the following transactions with related parties during the financial year:

	Group	
	2022 RM'000	2021 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
Office rental paid/payable	(54)	(32)

	Company	
	2022 RM'000	2021 RM'000
Subsidiaries of the Company		
Interest expense	(518)	(1,299)
Interest income	7,716	9,550
Management fee income	5,640	5,640

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 2022

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		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Directors' remuneration					
Salaries, bonuses and allowances		1,992	1,957	1,992	1,957
Defined contribution plans		235	235	235	235
		2,227	2,192	2,227	2,192
Estimated money value of benefits-in-kind		1,074	1,082	1,074	1,082
	26	3,301	3,274	3,301	3,274
Directors' fees		187	163	187	163
Other key management personnel					
Salaries, bonuses and allowances		301	608	–	371
Defined contribution plans		36	76	–	47
		337	684	–	418
Estimated money value of benefits-in-kind		6	26	–	24
		3,831	4,147	3,488	3,879

(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 2022 or entered into since the end of the previous financial year except as disclosed elsewhere in the financial statements.

**NOTES TO
THE FINANCIAL STATEMENTS (cont'd)**

31 December 2022

30. CONTINGENT LIABILITIES

	Company	
	2022 RM'000	2021 RM'000
Corporate guarantees given to financial institutions for credit facility granted to subsidiaries		
- Limit of guarantee	60,538	54,600
- Amount utilised	15,664	24,389

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				
2022	8,288	7,376	–	15,664
2021	17,281	7,108	–	24,389

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2022

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
Annual Improvements to MFRS Standards 2018 - 2020	1 January 2022
<i>Reference to the Conceptual Framework</i> (Amendments to MFRS 3 <i>Business Combinations</i>)	1 January 2022
<i>Property, Plant and Equipment - Proceeds before Intended Use</i> (Amendments to MFRS 116 <i>Property, Plant and Equipment</i>)	1 January 2022
<i>Onerous Contracts - Cost of Fulfilling a Contract</i> (Amendments to MFRS 137 <i>Provisions, Contingent Liabilities and Contingent Assets</i>)	1 January 2022

Adoption of the above Standard and 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 2023

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
MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 17 <i>Insurance Contracts</i>	1 January 2023
<i>Initial Application of MFRS 17 and MFRS 9 - Comparative Information</i> (Amendments to MFRS 17 <i>Insurance Contract</i>)	1 January 2023
<i>Disclosure of Accounting Policies</i> (Amendments to MFRS 101 <i>Presentation of Financial Statements</i>)	1 January 2023
<i>Definition of Accounting Estimates</i> (Amendments to MFRS 108 <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>)	1 January 2023
<i>Deferred tax related to Assets and Liabilities arising from a Single Transaction</i> (Amendments to MFRS 112 <i>Income Taxes</i>)	1 January 2023
<i>Lease liability in a sale and leaseback</i> (Amendments to MFRS 16 <i>Leases</i>)	1 January 2024
<i>Classification of Liabilities as Current or Non-current</i> (Amendments to MFRS 101 <i>Presentation of Financial Statements</i>)	1 January 2024
<i>Non-current Liabilities with Covenants</i> (Amendments to MFRS 101 <i>Presentation of Financial Statements</i>)	1 January 2024
<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> (Amendments to MFRS 10 <i>Consolidated Financial Statements</i> and MFRS 128 <i>Investments in Associates and Joint Ventures</i>)	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.

LIST OF PROPERTIES OF THE GROUP

as at 31 December 2022

No.	Location/Address	Year of Acquisition/ Completion	Tenure	Date of Expiry of Lease	Age of Building (Years)	Land area/ Built up area as at 31/12/2022	Description/ Existing Use	Carrying Amounts as at 31/12/2022 RM'000
1	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	29,248
2	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
3	Mukim 7 Daerah Seberang Perai Selatan Nibong Tebal, Pulau Pinang	2006	Freehold	N/A	N/A	0.95 acres	Land to be used for residential, commercial and industrial development	1,124
4	PN 3697, Lot 53 Seksyen 13 Bandar Petaling Jaya Daerah Petaling, Selangor	2015	Leasehold	20/11/2066	8	8,200 sq. ft.	Sales Gallery	424
5	Lot 4183 Padang Meha Kulim, Kedah	2014	Freehold	N/A	9	1,399 sq. ft.	Sales Gallery	278
6	PS1-08, Lumi Tropicana No. 2, Persiaran Tropicana PJU 3, Petaling Jaya, Selangor	2021	Leasehold	30/12/2114	2	452 sq. ft.	HQ Office	536
7	No. Hakmilik H.S.(D) 40681 Lot 10115 Seksyen 1 Bandar Butterworth Daerah Seberang Perai Utara Negeri Pulau Pinang in Butterworth, Penang	2022	Freehold	N/A	N/A	1.16 acres	Land being used for residential and commercial development	22,268
8	78 units Service Residences Lumi Tropicana No.2, Persiaran Tropicana PJU 3, Petaling Jaya, Selangor	2022	Leasehold	30/12/2114	1	83,722 sq. ft.	Investment Properties for commercial purpose	53,603
TOTAL								151,811

ANALYSIS OF SHAREHOLDINGS

as at 31 March 2023

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	438	14.40	16,847	0.00
100 - 1,000	197	6.48	85,054	0.02
1,001 - 10,000	1,311	43.11	8,309,860	1.52
10,001 - 100,000	926	30.45	31,146,829	5.69
100,001 – 27,347,205 (less than 5% of issued shares)	165	5.43	161,061,874	29.45
27,347,206 (5% of issued shares) and above	4	0.13	346,323,662	63.32
TOTAL	3,041	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	43,400,000	7.93
4.	RHB Capital Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Dato' Low Keng Siong	33,100,000	6.05
5.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Ghazie Yeoh Bin Abdullah	23,939,619	4.38
6.	Maybank Securities Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Ching Ching	19,671,800	3.60
7.	Redtone Digital Berhad	19,500,000	3.57
8.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Dato' Low Keng Siong (8125104)	17,164,610	3.14
9.	Luis Chi Leung Tong	7,258,800	1.33
10.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Yau Kok Seng (001)	6,512,498	1.19
11.	Lim Chee Khang	5,598,900	1.02
12.	Goh Kian Sin	4,637,000	0.85

**ANALYSIS OF
SHAREHOLDINGS (cont'd)**

as at 31 March 2023

No.	Name of Shareholders	No. of Shares	%
13.	Maybank Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Lau Lian Huat	4,072,200	0.74
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	1,791,400	0.33
17.	Chan Ha	1,500,000	0.27
18.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Rewi Hamid Bugo (E-PDG)	1,188,000	0.22
19.	Rewi Hamid Bugo	1,161,700	0.21
20.	Cheam Ai Na	1,000,000	0.18
21.	CGS-CIMB Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Ng Soon Teong (Solaris-CL)	908,400	0.17
22.	Lye Foong Thye	897,600	0.16
23.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Chuan Dyi (6000364)	850,000	0.16
24.	Siew Mon Chun	833,320	0.15
25.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Teh Siew Wah (021)	800,000	0.15
26.	Clarence Gerard Boudville	792,000	0.14
27.	Tan Chin Seng	790,000	0.14
28.	Lee Eng Keong	751,615	0.14
29.	Mohd Azmi Bin Mahbub	700,000	0.13
30.	Teoh Hin Heng	693,000	0.13

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 31 March 2023

SUBSTANTIAL SHAREHOLDERS

Name of Shareholders	Direct		Indirect	
	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	43,400,000	7.93	–	–

DIRECTORS' SHAREHOLDINGS IN THRIVEN GLOBAL BERHAD

Name of Directors	Direct		Indirect	
	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 31 March 2023

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 34TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 34th Annual General Meeting (“AGM”) of Thriven Global Berhad will be conducted on a fully virtual basis through live streaming and online voting via <https://member.arbwemeet.com/> (Domain Registration Numbers with MYNIC: D1A457700) provided by ARB Wemeet Sdn. Bhd. in Malaysia, on Thursday, 13 June 2023 at 2.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Financial Statements for the financial year ended 31 December 2022 together with the Directors’ and Auditors’ Reports thereon. *(Please refer to Explanatory Note to the Agenda)*
2. To note that Mr. Henry Choo Hon Fai, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, has notified the Board that he will be retiring on 31 May 2023 and will not be seeking for re-election as a Director of the Company.
3. To re-elect the following Directors who retires pursuant to Clause 88 of the Constitution of the Company and being eligible, has offered himself for re-election:-
 - (i) Datuk Fakhri Yassin Bin Mahiaddin *(Ordinary Resolution 1)*
 - (ii) Dato’ Low Keng Siong *(Ordinary Resolution 2)*
4. To approve the payment of Non-Executive Directors’ fees and benefits up to an amount of RM258,000.00 for the period from 1 July 2023 until the 35th Annual General Meeting of the Company to be held in 2024, to be paid monthly. *(Ordinary Resolution 3)*
5. To re-appoint BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206) as the Company’s auditors and to authorise the Board of Directors to determine their remuneration. *(Ordinary Resolution 4)*

AS SPECIAL BUSINESS

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

6. **Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016** *(Ordinary Resolution 5)*

“**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.

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.”

**NOTICE OF
34TH ANNUAL GENERAL MEETING (cont'd)**

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

(Ordinary Resolution 6)

"**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 28 April 2023 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 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."

8. 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)

TAN LAI HONG (MAICSA 7057707 / SSM PC No. 202008002309)

Company Secretaries

Selangor

28 April 2023

NOTICE OF 34TH ANNUAL GENERAL MEETING (cont'd)

NOTES:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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 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.
8. Only members whose names appear in the Record of Depositors as at 2 June 2023 shall be entitled to attend, speak and vote at this meeting.
9. 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.
10. No door gift nor food/refreshments will be provided by the Company. Please refer to our Administrative Guide for details.
11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of 34th 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 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, three (3) Directors namely Henry Choo Hon Fai, Datuk Fakhri Yassin Bin Mahiaddin and Dato' Low Keng Siong, being the longest in office since their last election are to retire in accordance with Clause 88 of the Constitution.

NOTICE OF 34TH ANNUAL GENERAL MEETING (cont'd)

Further to that, Henry Choo Hon Fai, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, has notified the Board that he will be retiring on 31 May 2023 and will not be seeking for re-election as a Director of the Company.

Item 4 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 RM258,000.00 for the period from 1 July 2023 until the 35th Annual General Meeting of the Company to be held in 2024, 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.

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 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 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 28 April 2023.

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 34th 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 34th AGM and their profile are set out in the Directors’ Profile in the Annual Report 2022.

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 fundraising 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 33rd AGM held on 16 June 2022 and which will lapse at the conclusion of the 34th AGM to be held on 13 June 2023.

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-Fourth Annual General Meeting of the Company will be conducted on a fully virtual basis through live streaming and online voting via <https://member.arbwemeet.com/> (Domain Registration Numbers with MYNIC: D1A457700) provided by ARB Wemeet Sdn. Bhd. in Malaysia, on **Tuesday, 13 June 2023 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 Datuk Fakhri Yassin Bin Mahiaddin 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 Dato' Low Keng Siong 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	Approval of the payment of Non-Executive Directors' fees and benefits up to an amount of RM258,000.00 for the period from 1 July 2023 until the 35 th Annual General Meeting of the Company to be held in 2024, to be paid monthly		
Resolution 4	Re-appointment of BDO PLT as Auditors and to authorise the Board of Directors to determine their remuneration		
Resolution 5	Authority to issue shares and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
Resolution 6	Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature		

Dated this _____ day of _____ 2023

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
1 st Proxy		%
2 nd Proxy		%
Total:		100 %

Signature of Member _____

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.
- 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.
- 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.
- 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.
- 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 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.
- 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 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.
- Only members whose names appear in the Record of Depositors as at 2 June 2023 shall be entitled to attend, speak and vote at this meeting.
- 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.
- 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 34th AGM will be put to vote by poll. Independent Scrutineers will be appointed to observe the polling and verify the poll results.

FOLD THIS FLAP TO SEAL

2ND FOLD HERE

AFFIX
STAMP
HERE

THRIVEN GLOBAL BERHAD

[Registration No. 198901005042 (182350-H)]

Boardroom Share Registrar Sdn. Bhd.

Ground Floor or 11th Floor, Menara Symphony

No. 5, Jala Prof. Khoo Kay Kim, Seksyen 13

46200 Petaling Jaya

Selangor Darul Ehsan

1ST FOLD HERE





THRIVEN

Thriven Global Berhad

[Registration No. 198901005042 (182350-H)]

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

Main Line : +603 7688 1266

Sales Line : 1700 81 8981

Fax Line : +603 7688 1277

thriven.com.my