THRIVEN

Annual Report 2018

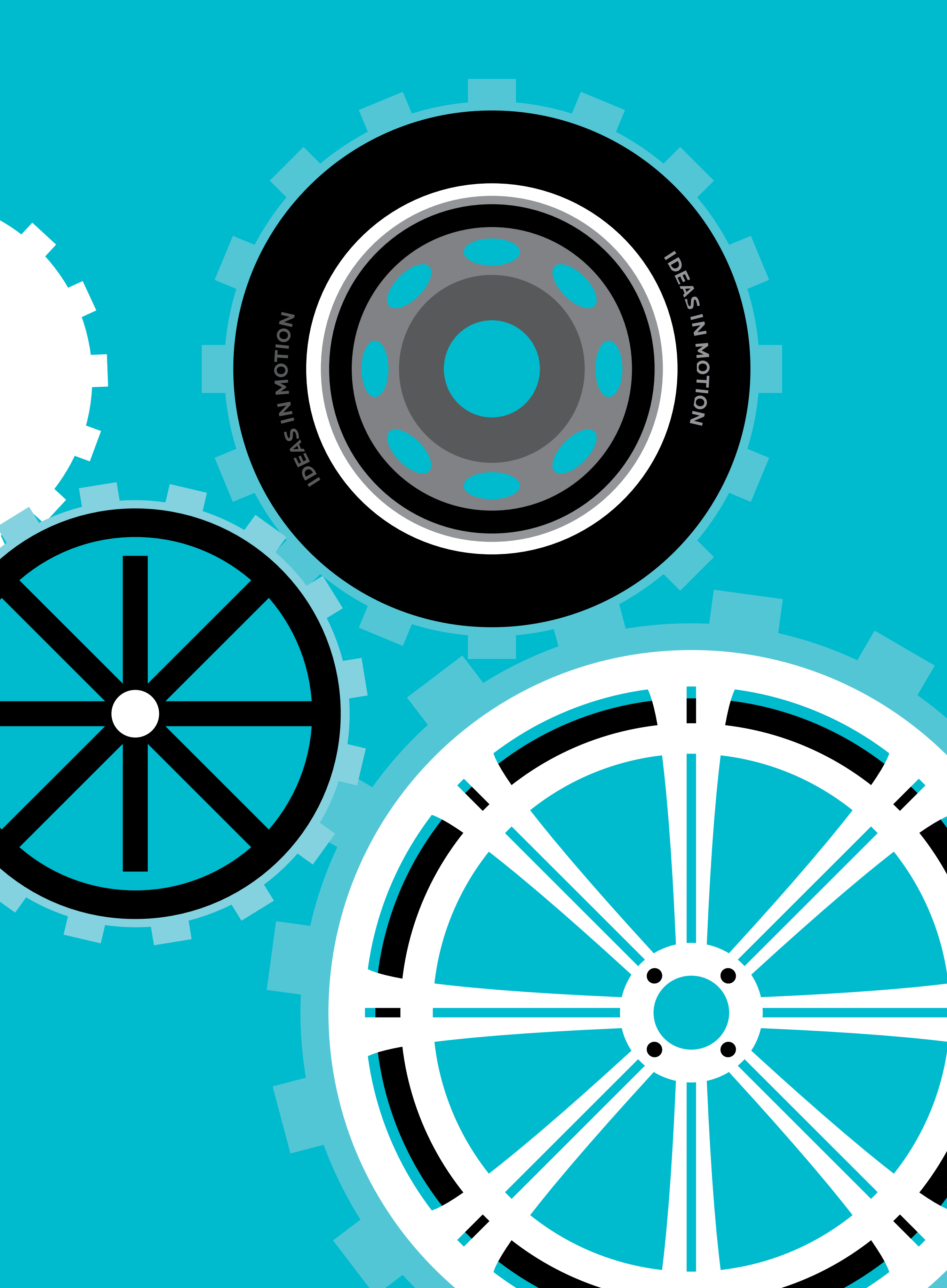
Thriven builds real estate, but it’s lifestyles we’re truly creating.

Integrating a full range of facilities and amenities, Lumi homes create an opportunity to cut out the traffic, helping to save you time, and simultaneously offering you a host of new ways you could spend it instead.

CONTENTS

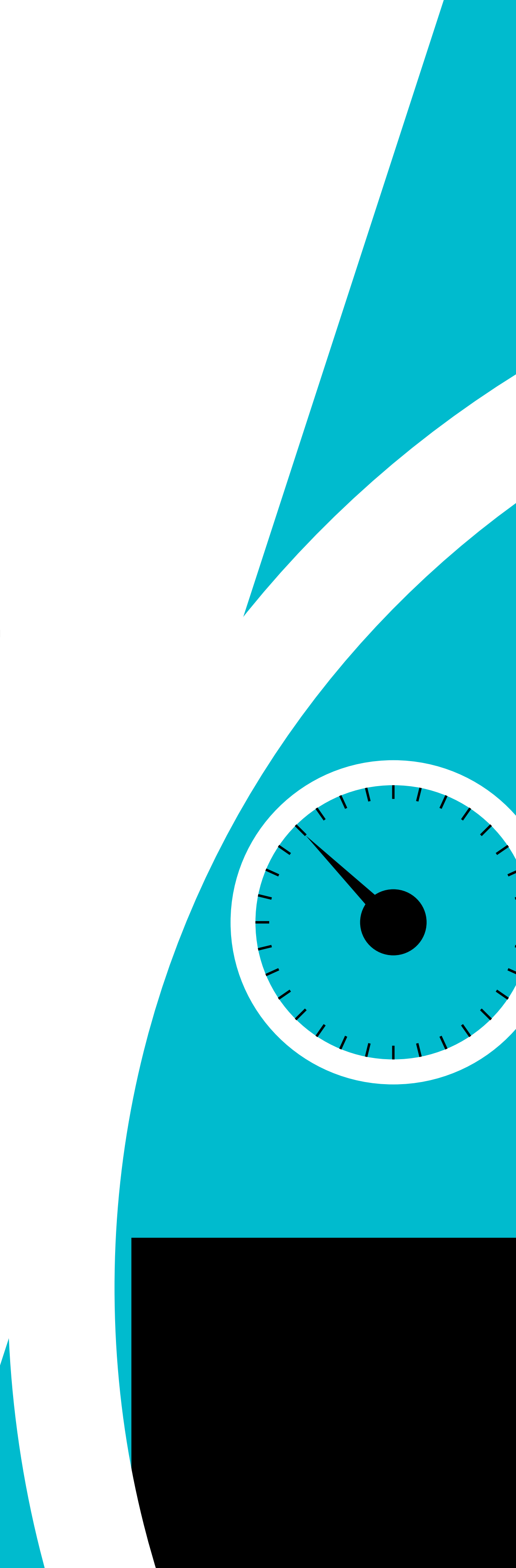
CREATIVITY DRIVES US FORWARD, INNOVATION MEANS WE DON'T STOP MOVING

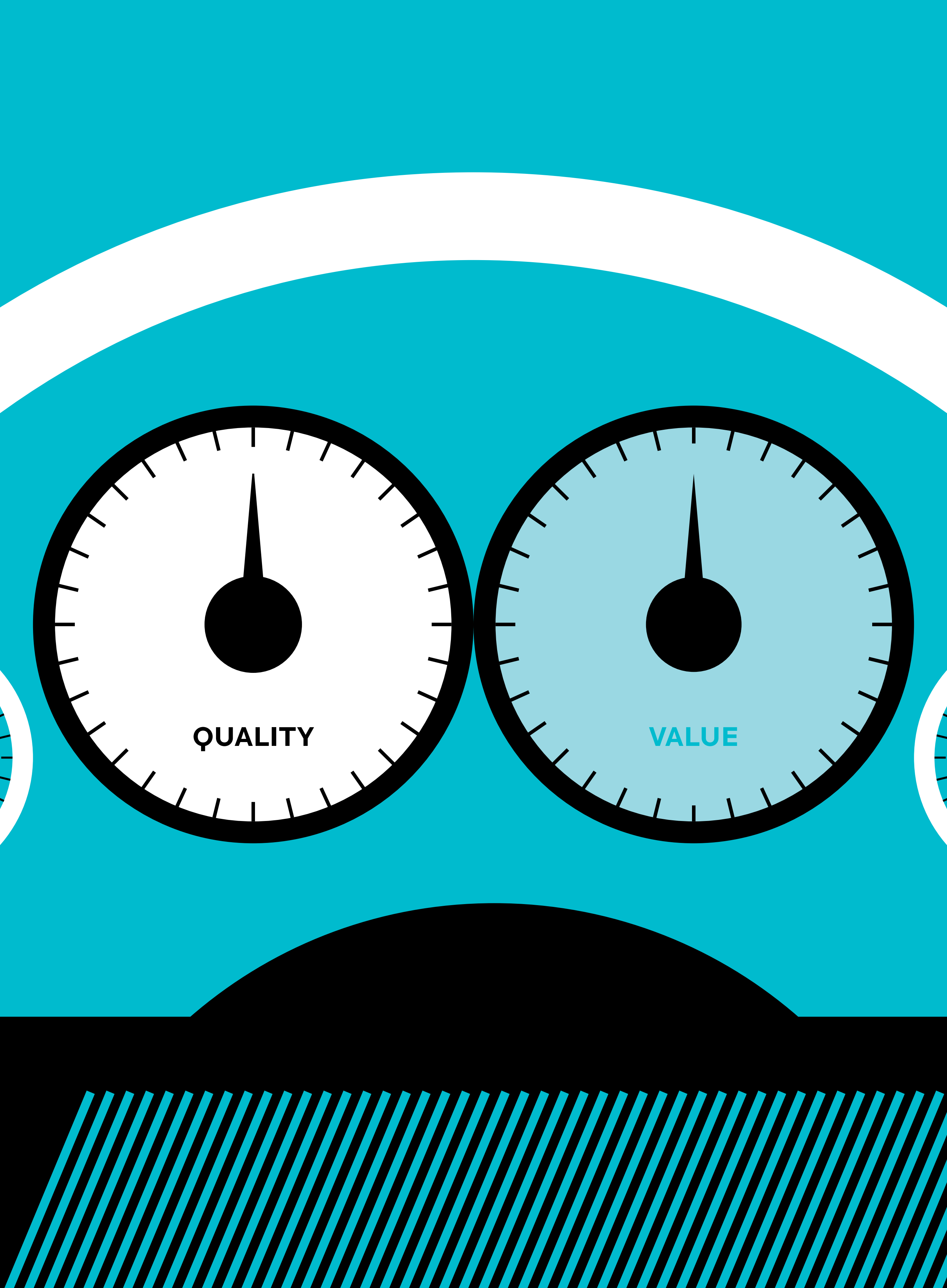
The value of **INNOVATION** is embedded in our corporate culture. We are driven by design and passionate about the delivery of a quality lifestyle, be that in the creation of exciting new property products that set benchmarks for the industry, or services that push the boundaries in the customer experience.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


IDEAS IN MOTION
IDEAS IN MOTION

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

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




QUALITY
VALUE

CARE IS HOW YOU BUILD COMMUNITY, AND GENUINE RELATIONSHIPS

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


TAKE
CARE

CORPORATE PROFILE

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

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

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

CORPORATE PROFILE (cont'd)

Our three complementary core businesses, **Property Development and Investment, Hospitality And 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 detail 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 AND LIFESTYLE RETAIL

In order to make living in our developments both a joy to live in as well as being convenient, we provide a range of services that have our homeowners' well-being and satisfaction in mind. Our lifestyle retail is carefully tailored in order to provide only the best for our homeowners. We have forged a long-term partnership with many key retail operators to provide the best possible experience for you.

FACILITY MANAGEMENT

Our facility management team carry out comprehensive services with a "personal touch" that ensure post-developmental activities are carried out efficiently and meet the highest standards possible. This is to ensure a high standard of living as well as safeguard the durability and investment potential of our developments.

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

CORPORATE
PROFILE (cont'd)

FORWARD LIVING

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

This is Forward Living, in action.

FORWARD THINKING

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

FORWARD MOVING

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

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

FORWARD LOOKING

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

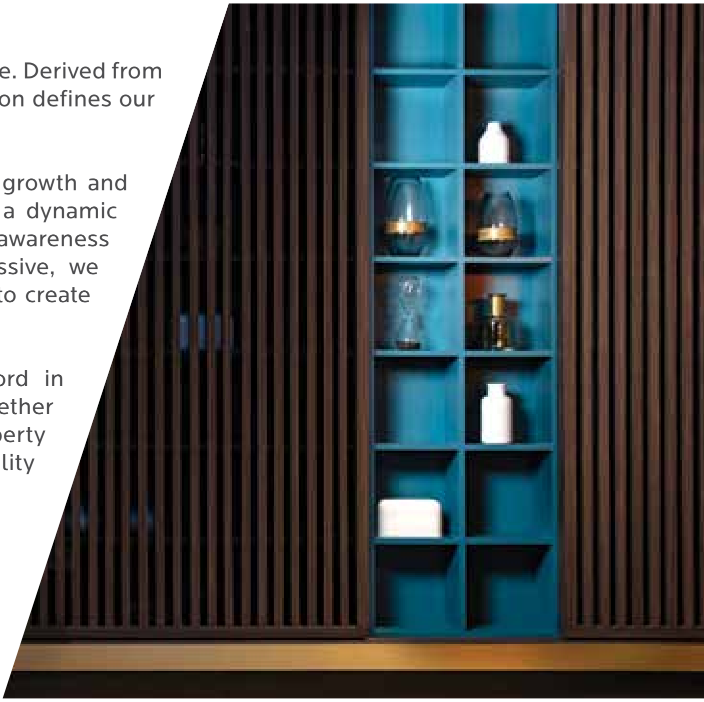
CORPORATE PROFILE (cont'd)

ABOUT THRIVEN

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

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

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



CORPORATE PROFILE (cont'd)

OUR FOCUS

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

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

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

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

OUR VALUES

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

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

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

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

THE FUTURE

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

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

We envision growing our hospitality and 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
Lim Kok Beng
Henry Choo Hon Fai
Rewi Hamid Bugo

Non-Independent Non-Executive Director
Lee Eng Leong

AUDIT AND RISK MANAGEMENT COMMITTEE

Lim Kok Beng *(Chairman)*
Rewi Hamid Bugo
Lee Eng Leong

NOMINATION COMMITTEE

Rewi Hamid Bugo *(Chairman)*
Lim Kok Beng
Henry Choo Hon Fai

REMUNERATION COMMITTEE

Rewi Hamid Bugo *(Chairman)*
Lim Kok Beng
Henry Choo Hon Fai

COMPANY SECRETARIES

Seet Wan Sing (BC/S/1491)
Tan Lai Hong (MAICSA 7057707)

REGISTERED OFFICE

Level 23A, Menara LGB
No. 1, Jalan Wan Kadir
Taman Tun Dr. Ismail
60000 Kuala Lumpur, Malaysia

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

SHARE REGISTRAR

Boardroom Share Registrars Sdn. Bhd.
(formerly known as Symphony Share Registrars Sdn. Bhd.) (378993-D)

Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan, Malaysia

T : (603) 7849 0777
F : (603) 7841 8151/52

AUDITORS

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

PRINCIPAL BANKERS

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

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad

Stock Name : THRIVEN
Stock Code : 7889

WEBSITE ADDRESS

www.thriven.com.my

INVESTOR RELATIONS

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

GROUP'S 5-YEAR FINANCIAL HIGHLIGHTS

Statements of Profit or Loss and Other Comprehensive Income

	2018 RM'000	2017 RM'000	2016 RM'000	2015 RM'000	2014 RM'000 Restated #
Revenue	**239,079**	122,870	66,969	56,810	44,680
Profit/(Loss) before taxation	**27,369**	2,650	(16,589)	3,215	9,009
Profit/(Loss) after taxation	**21,520**	1,791	(16,700)	376	5,542
Profit/(Loss) attributable to owners of the Company	**20,395**	201	(10,145)	3,508	9,821

Statements of Financial Position

	2018 RM'000	2017 RM'000 Restated ~	2016 RM'000	2015 RM'000	2014 RM'000 Restated #
Issued share capital	**49,724**	44,852 ^	37,670	37,670	22,830
Reserves	**129,218**	113,260	118,167	128,312	120,103
Total shareholders' funds	**178,942**	158,112	155,837	165,982	142,933
Total assets	**378,182**	407,383	392,678	400,467	320,554
Total liabilities	**202,519**	253,244	246,470	237,559	177,563
Non-controlling interest	**(3,279)**	(3,973)	(9,629)	(3,074)	58
Earnings/(Loss) per ordinary share ("EPS")(sen)	**4.10**	0.04 *	(2.04)*	0.71 *	1.98 *
Net tangible assets per share attributable to owners of the Company ("NTAPS")(RM)	**0.36** *	0.32 *	0.31 *	0.33 *	0.29 *

Comparatives have been restated due to the early adoption of MFRS 15, *Revenue from Contracts with Customers*.

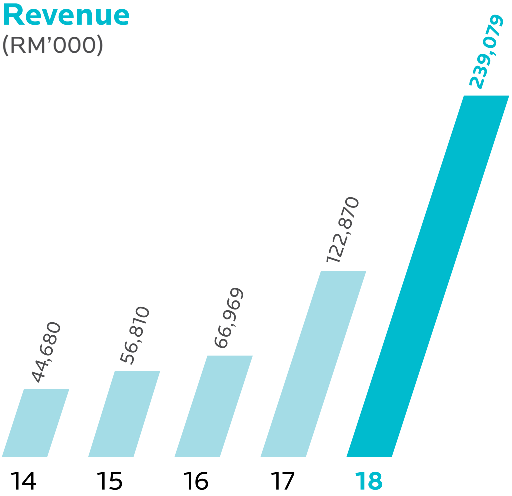
~ Comparatives have been restated due to the adoption of MFRS 9, *Financial Instruments*.

* The EPS and NTAPS have been restated to take into account the effect of the bonus share issues for financial year ended 31 December 2014 to financial year ended 31 December 2017.

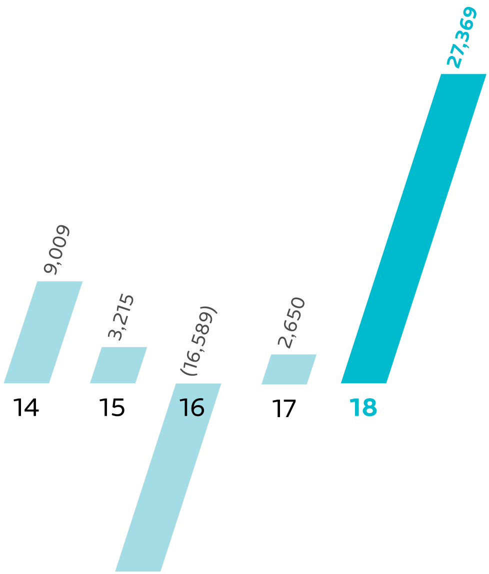
^ Pursuant to the Companies Act 2016, in Malaysia the credit balance in the share premium account was transferred to the share capital account.

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

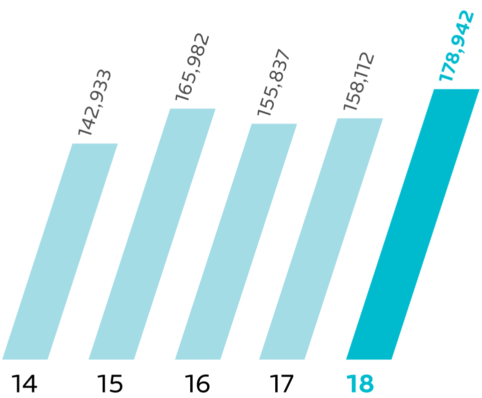
Revenue
(RM'000)



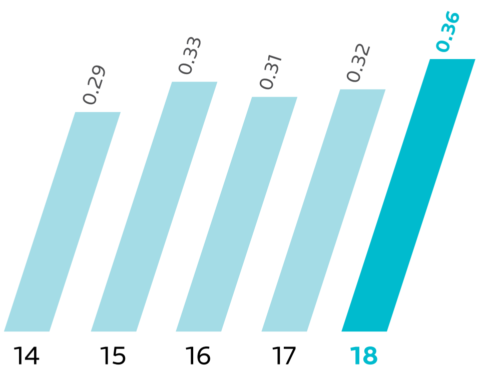
Profit /(Loss) Before Taxation
(RM'000)



Total Shareholders' Funds
(RM'000)



Net Tangible Assets Per Share
(RM)



FINANCIAL CALENDAR

2018

FEBRUARY 28
Announcement of the unaudited consolidated results for the 4th quarter and financial year ended 31 December 2017

APRIL 30
Announcement of the submission of Annual Report 2017 and Corporate Governance Report 2017

MAY 31
Announcement of the unaudited consolidated results for the 1st quarter ended 31 March 2018

JUNE 5
29th Annual General Meeting

AUGUST 23
Extraordinary General Meeting

AUGUST 24
Announcement of the unaudited consolidated results for the 2nd quarter ended 30 June 2018

NOVEMBER 23
Announcement of the unaudited consolidated results for the 3rd quarter ended 30 September 2018

2019

FEBRUARY 28
Announcement of the unaudited consolidated results for the 4th quarter and financial year ended 31 December 2018

MAY 23*
Announcement of the unaudited consolidated results for the 1st quarter ended 31 March 2019

JUNE 13*
30th Annual General Meeting

AUGUST 22*
Announcement of the unaudited consolidated results for the 2nd quarter ended 30 June 2019

NOVEMBER 26*
Announcement of the unaudited consolidated results for the 3rd quarter ended 30 September 2019

2020

FEBRUARY
Announcement of the unaudited consolidated results for the 4th quarter and financial year ended 31 December 2019

* Date is subject to change

Type C Show Unit of Lifestyle Tower, Lumi Tropicana

BOARD
OF DIRECTORS

BOARD OF DIRECTORS

1 **Datuk Fakhri Yassin bin Mahiaddin**
Executive Chairman

2. **Ghazie Yeoh bin Abdullah**
Group Managing Director

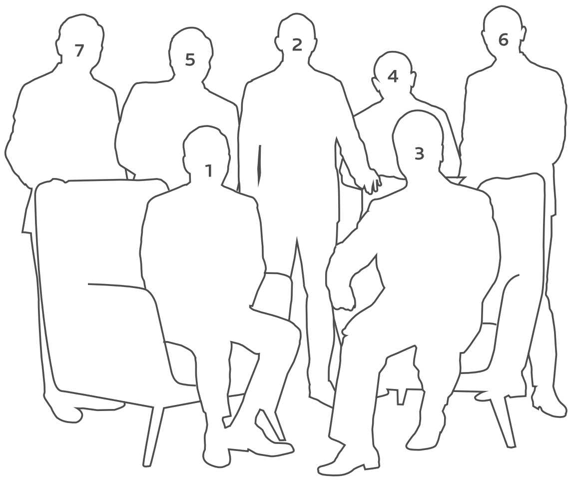
3. **Dato' Low Keng Siong**
Executive Director

4. **Lim Kok Beng**
Independent Non-Executive Director

5. **Henry Choo Hon Fai**
Independent Non-Executive Director

6. **Rewi Hamid Bugo**
Independent Non-Executive Director

7. **Lee Eng Leong**
Non-Independent Non-Executive Director



PROFILE OF BOARD OF DIRECTORS

DATUK FAKHRI YASSIN BIN MAHIADDIN *Executive Chairman*

Gender: Male | **Nationality:** Malaysian | **Age:** 43

Date of Appointment: 18 April 2015

Length of Service (as at 22 March 2019): 3 years 11 months

Board Meeting Attendance in 2018: 4/5

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: Male | **Nationality:** Malaysian | **Age:** 42

Date of Appointment: 22 May 2012

Length of Service (as at 22 March 2019): 6 years 10 months

Board Meeting Attendance in 2018: 5/5

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 19 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: Male | **Nationality:** Malaysian | **Age:** 45

Date of Appointment: 4 September 2013

Length of Service (as at 22 March 2019): 5 years 6 months

Board Meeting Attendance in 2018: 5/5

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.

LIM KOK BENG *Independent Non-Executive Director*

Gender: Male | **Nationality:** Malaysian | **Age:** 72

Date of Appointment: 28 August 2001

Length of Service (as at 22 March 2019): 17 years 6 months

Board Meeting Attendance in 2018: 5/5

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

Academic/Professional Qualification/Membership(s):
- Fellow of the Institute of Chartered Accountants England & Wales
- Member of the Malaysian Institute of Certified Public Accountants
- 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: Mr. Lim has broad experience gained internationally in the fields of investment banking and corporate planning, and has held Chief Executive positions in industrial, trading, development and information technology companies. He is a Senior Partner in a Chartered Accountants firm.

Other Information: Mr. Lim 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: Male | **Nationality:** Malaysian | **Age:** 46

Date of Appointment: 13 September 2007

Length of Service (as at 22 March 2019): 11 years 6 months

Board Meeting Attendance in 2018: 5/5

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 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: Male | **Nationality:** Malaysian | **Age:** 45

Date of Appointment: 18 September 2015

Length of Service (as at 22 March 2019): 3 years 6 months

Board Meeting Attendance in 2018: 4/5

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: Sarawak Consolidated Industries Berhad

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, manufacturing 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 1,349,700 or 0.25% shares in the Company and is deemed interested in 488,400 or 0.09% shares in the Company by virtue of his shareholdings in Santubong Properties Sdn. Bhd.

PROFILE OF
BOARD OF DIRECTORS (cont'd)

LEE ENG LEONG ***Non-Independent Non-Executive Director***

Gender: Male | **Nationality:** Malaysian | **Age:** 51

Date of Appointment: 10 March 2016

Length of Service (as at 22 March 2019): 3 years

Board Meeting Attendance in 2018: 3/5

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

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

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

Present Directorship(s) in other Public Companies:
- Mudajaya Corporation Berhad
- Leisure Farm Polo Club 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 Berhad, he was the Group Chief Financial Officer of Mulpha International Berhad 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.

KEY
SENIOR MANAGEMENT

BOARD OF DIRECTORS

1 **Datuk Fakhri Yassin bin Mahiaddin**
Executive Chairman

2. **Ghazie Yeoh bin Abdullah**
Group Managing Director

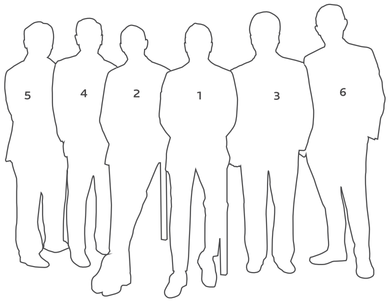
3. **Dato' Low Keng Siong**
Executive Director

KEY SENIOR MANAGEMENT

4. **Augustone Cheong Kwok Fai**
Group Chief Financial Officer

5. **Teoh Kong Haur**
General Manager, Northern Region

6. **Seet Wan Sing (Edmund)**
Joint Company Secretary



PROFILE OF KEY SENIOR MANAGEMENT

AUGUSTONE CHEONG KWOK FAI ***Group Chief Financial Officer***

Gender: Male | **Nationality:** Malaysian | **Age:** 50 | **Date of Appointment:** 1 April 2015

Academic/Professional Qualification(s):
- Member of CPA Australia and the Malaysian Institute of Accountants
- Bachelor of Economics (majoring in Accountancy) from Monash University, Melbourne

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

Working Experience: In his working career, he has gained diverse experience in the areas of corporate finance, debt and equity fund raising as well as project financing with several financial institutions. Prior to joining Thriven as its Group Chief Financial Officer, he had also established and managed several private companies and ventures focusing on advisory and investment opportunities for its shareholders and external clients.

Others: He has no directorships in public companies and listed issuers. 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 KONG HAUR ***General Manager, Northern Region***

Gender: Male | **Nationality:** Malaysian | **Age:** 43 | **Date of Appointment: 1 January 2016**

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

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

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

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

PROFILE OF
KEY SENIOR MANAGEMENT (cont'd)

SEET WAN SING (EDMUND) ***Joint Company Secretary***

Gender: Male | **Nationality:** Malaysian | **Age:** 43 | **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 has no directorships in public companies and listed issuers. 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.

CHAIRMAN'S MANAGEMENT DISCUSSION & ANALYSIS

DATUK FAKHRI YASSIN BIN MAHIADDIN
Executive Chairman

CHAIRMAN'S MANAGEMENT DISCUSSION & 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, facilities management and subsequently, hospitality and lifestyle retail.

THRIVEN's branding was established four 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 current corporate culture and character. In addition to our corporate branding (THRIVEN), we have also created two product lines, namely LUMI Collections and eNESTa Homes, segregating our target customers into the upper middle-market and middle-income markets respectively. In just four short years, our LUMI and eNESTa brands have made significant inroads into the property markets in the Klang Valley and northern region of Peninsular Malaysia.

In the financial year ended 31 December 2018 ("FY2018"), the Group is pleased to report record revenues and profits. The Group achieved revenues of RM239.08 million in FY2018, which is 94.5% higher than the prior year's revenues of RM122.87 million. Accordingly, with the higher revenues attained, the Group reported a pre-tax profit of RM27.37 million as compared to FY2017's figure RM2.65 million. The better financial performance attained in FY2018 was mainly due to stronger progress billings and new sales attributable to our developments.

Our LUMI Tropicana, Residensi ENESTA Kepong and Suite eNESTa Kepong developments in the central region, and affordable housing projects in Desa Aman, Kulim continue to be the main growth drivers of our Group's revenue and profitability.

Objective and strategies

Our developments are currently local but our medium to long term horizon is regional and beyond. We are determined to promote THRIVEN as an international brand in the future, extending our reach across the region, while developing and maintaining a portfolio of quality projects that will build our reputation internationally.

Thriven aims to bring exciting and innovative residential products and services to the Malaysian property market, defining a new level of living experience which we call "Total Living". Our commitment to delivering a Total Living experience will be enabled by our three dynamic and cohesive business pillars: (a) Property Development and Investment, (b) Hospitality and Lifestyle Retail and (c) Facility Management.

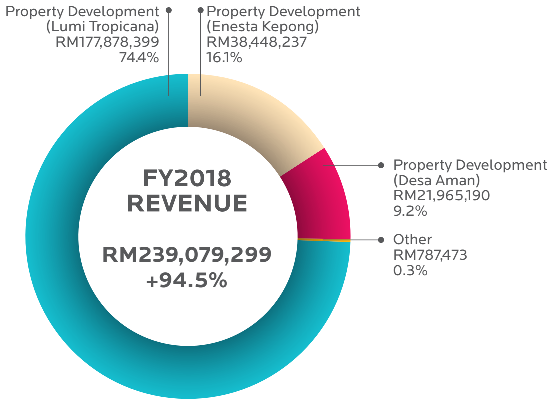
The synergy of our existing and future core businesses shall unlock the full potential of our developments. We are creating the concept of Total Living, i.e. integrated communities, where lifestyle, business and leisure are enmeshed harmoniously together, assuring the continuous growth in value of our customers' investments, for years to come.

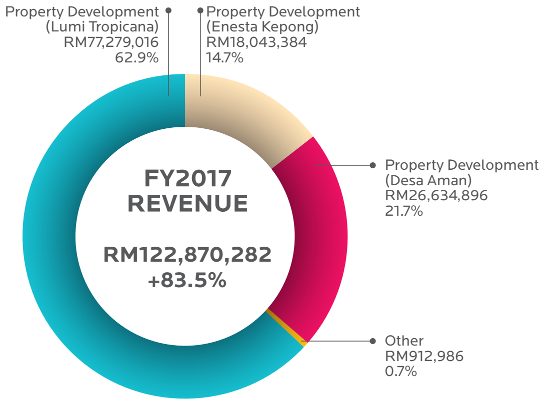
The retail, commercial and supporting infrastructure in our developments generate recurring income streams while future partnerships with key retail operators and joint ventures with land owners will diversify and enhance the quality of our revenue drivers. Thriven is continuously looking for new business opportunities and strategic partners for the development of skill, knowledge and business growth.

Besides our existing core businesses in property development, property investment and facility management, we are embarking on a new hospitality and lifestyle retail division by the 4th quarter of 2019.

CHAIRMAN'S MANAGEMENT DISCUSSION & ANALYSIS (cont'd)

Discussion and Analysis on Financial Results and Financial Condition





For 2018, in the central region, we were focusing on the sale of the remaining limited number of unsold units in our Tropicana and Kepong developments, while preparing for the launch in 2019 of Lifestyle Tower, which is the 4th and final tower in Lumi Tropicana.

The sales demand for our northern region projects remains robust, continuing the trend of prior years. Our new launches in Desa Aman, Kulim for affordable housing projects have received strong responses from local buyers.

Despite navigating a market rife with depressed sentiments, Thriven managed to achieve remarkable record financial results for the financial year ended 31 December 2018 ("FY2018").

In FY2018, the Group attained historic high revenues of RM239.08 million, which is 94.5% higher than financial year ended 31 December 2017's ("FY2017") revenues of RM122.87 million. Resulting from which, the Group's pre-tax profits rose by an impressive 933% to RM27.37 million as compared to FY2017's pre-tax profits of RM2.65 million.

The substantial improvement in FY2018 is due to the stronger performance (increased progress billings and new sales) from our LUMI Tropicana and eNESTa Kepong developments.

CHAIRMAN'S MANAGEMENT DISCUSSION & ANALYSIS (cont'd)

Summary of Income Statement

	FY2018 RM'000	FY2017 RM'000
Revenue	239,079	122,870
Cost of sales	(191,715)	(95,874)
Gross profit	47,364	26,996
Profit before taxation	27,369	2,650
Major operating and financial expenses		
Staff cost	(10,325)	(9,216)
Finance cost	(2,509)	(3,634)
Depreciation	(2,396)	(2,432)
Rental, utilities and other overheads	(1,984)	(1,828)
Number of staff	85	76
Gross profit margin (%)	19.81%	21.97%
Total expenses as a % of revenue	9.08%	22.34%

The slight fall in the gross profit margins in FY2018 was mainly caused by higher construction related costs (interior design/fittings) arising from our LUMI Tropicana project which was recognised in this financial year under review.

The higher staff costs and overheads was principally due to the additional staff recruited and increase in related expenses required to support the expansion of the Group. However, the financial impact of such higher expenses was offset by the lower finance costs as we reduced our total bank borrowings in FY2018.

Summary of Financial Position

	FY2018 RM'000	FY2017 RM'000	Increase(+)/ Decrease(-) %
Assets			
Cash and bank balances	11,053	13,745	-19.6%
Inventory	279,298	310,203	-10.0%
Trade and other receivables	72,667	62,863	+15.6%
Liabilities			
Trade and other payables	76,710	90,317	-15.1%
Bank borrowings	122,219	160,906	-24.0%
Total Equity	175,663	155,760	+12.8%
Gearing Ratio (%)	51%	60%	-15.0%
Net assets per share (RM)	0.36	0.32	+12.5%

CHAIRMAN'S MANAGEMENT DISCUSSION & ANALYSIS (cont'd)

During FY2018, the Group's cash and bank balances was reduced by 19.6% to RM11.05 million (2017: RM13.75 million), principally due to the net repayment of borrowings (RM41.59 million).

Nevertheless, the Group's current ratio (current asset/current liabilities) as at 31 December 2018 is still at a comfortable level of 1.88 times (31 December 2017: 1.75 times), which indicates that the Group will be able to meet its short-term liquidity obligations as they become due.

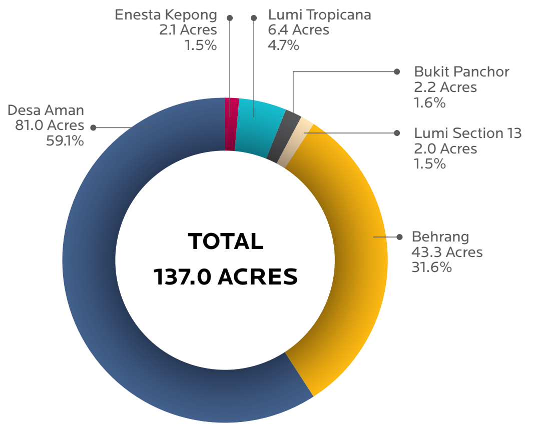
For FY2018, inventories, which comprised of properties held for development (RM33.50 million), properties under development (RM245.36 million) and completed properties (RM0.43 million), have decreased marginally by 10.0%, principally due to the stronger progressive billings recognised in FY2018.

Trade and other receivables increased by 15.6% in conjunction with the increase in the Group's revenues. Trade and other payables reduced by 15.1%, largely because of the reduction in the amounts owing to MJC Development Sdn Bhd.

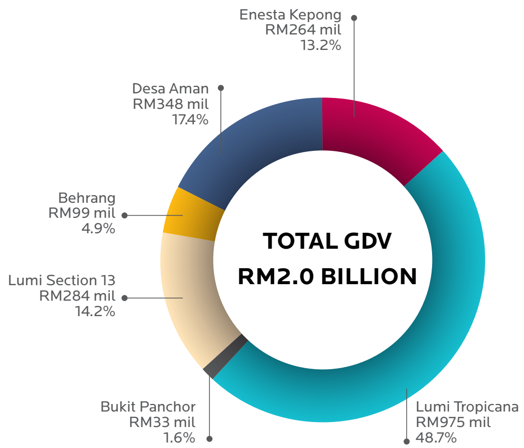
In terms of capital management, the Group's principal objective is to build a strong capital base and safeguard the Group's ability to continue as a going concern. This is to preserve investor, creditor and market confidence and to support its future developments. The Group intends to maintain a sustainable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

As at 31 December 2018, the Group's gearing ratio (Net Debt/Total Capital) has decreased to 51% (31 December 2017: 60%), and we are pleased to advise that our financiers and creditors continue to provide financial support for our property development activities.

Review of Operating Activities



LAND BANK BY PROJECT
as at 31 December 2018



GROSS DEVELOPMENT VALUE BY PROJECT
as at 31 December 2018

CHAIRMAN'S MANAGEMENT DISCUSSION & 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 achieved an average take up rate exceeding 80% for Phase 1 (PLAY and ACTION Towers, SoHo and retail) and Phase 2's Wellness Tower, which were launched in 2016 and 2017 respectively. The last of the four towers (Lifestyle Tower) comprising the remaining 186 units of service residences is to be launched in the first half of 2019.

Our Phase 1 construction have been structurally completed, with vacant possession expected by the end of 2019. The construction of Phase 2 is also well underway, having reached up to level 21 and level 10 in Towers 3 and 4 respectively.

CHAIRMAN'S
MANAGEMENT DISCUSSION & ANALYSIS (cont'd)

Residensi ENESTA Kepong & Suite eNESTa KEPONG

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

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

Both phases had been launched and received very encouraging responses from purchasers. All the non-bumiputra residential units for both projects have been fully sold. We are pleased to report that overall, the average take- up rate has exceeded 75% and further sales are expected upon the approval for release of more units from the bumiputra quota to non-bumiputra by the relevant authorities.

CHAIRMAN'S MANAGEMENT DISCUSSION & ANALYSIS (cont'd)

Residensi ENESTA Kepong's structural framework construction has already reached the top (Level 37). We anticipate to complete and hand over the units to buyers by the first half of 2020, whereas the main building works for Suite eNESTa Kepong has attained the podium level and is estimated to be completed by the first half of 2021.

NORTHERN REGION

Taman Desa Aman, Kedah
Continuing the positive trend from prior years, sales demand in Desa Aman remains robust. In 2018, we have received very strong sales response for the launched new phase of single storey semi-detached houses (Indahyu) and low medium cost apartments (Residensi eNESTa Desa Aman). Our developments in Desa Aman have always achieved average take up rate of more than 90% within 6 months from the launch date.

As such, the Group is planning to launch a series of affordable housing projects, including a new phase of affordable single storey terrace houses to meet the local market demand.

Identification of Risks

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, for example in our Lumi Tropicana, Kepong and Desa Aman projects.

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. We also offer innovative ownership packages to attract buyers to invest in our housing developments.

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

Future Prospects

For the financial year ending 31 December 2019 ("FY2019"), the Group's revenues will continue to be underpinned by new sales and unbilled sales of more than RM370 million to be delivered over the next two financial years. For the central region, we will continue to focus our resources on three (3) key Klang Valley projects, namely our landmark LUMI Tropicana and the two (2) other high-rise projects in Kepong, i.e. Residensi ENESTA Kepong (RUMAWIP) and Suite eNESTa Kepong.

CHAIRMAN'S
MANAGEMENT DISCUSSION & ANALYSIS (cont'd)

Both our LUMI Tropicana and eNESTa Kepong developments are strategically located in mature and prime residential areas within the Klang Valley, and hence we are confident that demand for units there would continue to be healthy. We are confident that the launch of Lifestyle Tower in LUMI Tropicana would be well received by the buying public and potential investors. Similarly, for Kepong, there is strong buyer interest which can be immediately fulfilled upon release of units from the relevant bumiputra quotas.

For FY2019, we are cautiously optimistic that the local property market will remain relatively stable, and potentially show signs of recovery in the second half of the year particularly in sub-sectors such as affordable housing, while demand in prime areas will be supported by scarcity values and resilient market liquidity.

We are benefitting from our Klang Valley projects' unique selling points and at the same time delivering affordable housing products to address the needs of the market. For the northern region, aside from Desa Aman, we are also entering into a new affordable housing market in Behrang, Perak. Desa Aman itself has developed into a matured township, and we are optimistic that our projects there will continue to be in demand and anchor our northern region's activities.

For FY2018, the Board of Directors is not proposing to declare any dividends to conserve funds for re-investment into our current projects in order to see them to fruition. The Board will review this policy from time to time depending upon a number of factors, including future earnings, capital commitments, general economic conditions and distributable reserves.

Datuk Fakhri Yassin bin Mahiaddin
Executive Chairman

28 March 2019

Type 3A Show Unit of Suite eNESTa Kepong

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 regulations; and (iii) ensure full application of key corporate governance principles as set out in the Malaysian Code of Corporate Governance 2017 ("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 law.

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

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

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

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

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

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 Chairmen 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 Group Managing Director remain separate and distinct. The Chairman with the assistance from the Company Secretaries play an important leadership role and is responsible for:

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

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

The Board Charter, which was formalised in 2013 and revised in March 2018 to be in line with MCCG, 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 Charter which serves as a source of reference for new Directors, will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

The Board Charter and Corporate Code of Conduct are available for reference at the Company's website at *www.thriven.com.my*.

An Employee Handbook, which was adopted by the Group in February 2016, includes the Employee's Code of Conduct and Whistleblowing Policy, which is intended to cover protection for staff who raise concerns in relation to irregular and unlawful practices.

The Whistleblowing Policy is intended 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 complain or information in respect of any illegal, unethical or questionable practices may be made through e-mail (*armc@thriven.com.my*) or mail addressed directly to the Audit and Risk Management Committee ("ARMC").

The employees and other stakeholders are guided by the Whistleblowing Policy when relaying any information in relation to the abovementioned in writing to any one or more of the designated persons stated in the said Policy. Upon receipt of report made together with available evidence, the Whistleblowing Committee (comprising of the Chairman and the Independent Non-Executive Directors) may assign the Head of Group Internal Audit (if any) or other assigned 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 nature justice. The Head of Group Internal Audit (if any) or other assigned investigator will report the outcome of the investigation to the ARMC and a copy of the Whistleblowing report will be submitted to the Group Risk Management for Loss Event Reporting purposes.

The details of the procedures and lodgement channels of the Whistleblowing Policy are available on the Company's website at *www.thriven.com.my*.

The Board members have full access to the two (2) Companies Secretaries, both are professionally qualified, who play an advisory role to the Board in relation to the Company's Constitution, Board's policies and procedures as well as compliance with the relevant guidelines, regulatory and statutory requirements, corporate governance and best practices.

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

II. Board Composition

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

As at 31 December 2018, the Board has seven (7) members, comprising three (3) Executive Directors and four (4) Non-Executive Directors, of which three (3) of the Non-Executive Directors are Independent 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) or one-third (1/3) of the Board to be independent.

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

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

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

The Executive Chairman is primarily responsible for the orderly conduct and performance of the Board. He also ensures that the Board practises good governance in discharging its duties and responsibilities. The Group Managing Director is responsible for the implementation of the objectives, goals and operational matters of the Group. Although the Executive Chairman, Datuk Fakhri Yassin bin Mahiaddin is not an Independent Director, the Board believes that with the three (3) Independent Directors on the Board, there is a balance of power and authority on the Board.

The Board takes cognisant of the recommendation to have gender diversity on the Board. Through its Nomination Committee ("NC"), the Board is taking steps to ensure that women candidates are sought as part of its recruitment exercise. NC will endeavour to consider women candidates in the recruitment exercise.

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

The NC comprises all Independent Non-Executive Directors. In compliance with the MCCG, the NC is chaired by an Independent Non-Executive Director, Mr. Rewi Hamid Bugo. The NC has written terms of reference dealing with its authority, duties and responsibilities, which are available on 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 Article 76 of the Company's Constitution.

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

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

(g) Reviewed the composition of the ARMC, the NC and the Remuneration Committee and proposed the re-shuffling of their members to the Board for approval in 2018.

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

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

The disclosures in relation to Practice 4.2 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 undergo training programmes and seminars from time to time and as and when necessary to keep themselves conversant with relevant new developments on a continuous basis on the general regulatory, economic, industry and technical developments to further enhance their skills, knowledge and experience as well as update themselves on new developments in the business environment in order to discharge their duties effectively.

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

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

Name of Directors	Title	Organiser	Date
Datuk Fakhri Yassin Bin Mahiaddin	Understanding The Types of Land Titles	Thriven Global Berhad	6 June 2018
Ghazie Yeoh Bin Abdullah	Understanding The Types of Land Titles	Thriven Global Berhad	6 June 2018
Dato' Low Keng Siong	Understanding The Types of Land Titles	Thriven Global Berhad	6 June 2018
	Transfer And Charge Of Property For Purchase From Developer & Sub-Sale Assignment Of Property – Purchase From Developer, Sub-Sale & Loan	Thriven Global Berhad	23 November 2018

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

Name of Directors	Title	Organiser	Date
Lim Kok Beng	National Tax Conference 2018	Lembaga Hasil Dalam Negeri/ Chartered Tax Institute of Malaysia	16 July 2018 – 17 July 2018
	A Comprehensive Review of Latest Developments in MFRS	Malaysian Institute of Accountants	14 August 2018 – 15 August 2018
	2019 Budget Seminar	Chartered Tax Institute of Malaysia	21 November 2018
Henry Choo Hon Fai	Understanding The Types of Land Titles	Thriven Global Berhad	6 June 2018
Rewi Hamid Bugo	Corporate Governance Briefing Sessions: MSSG Reporting & CG Guide	Bursa Malaysia Berhad	28 February 2018
Lee Eng Leong	MIA International Accountants Conference 2018	Malaysian Institute of Accountants	9 October 2018 – 10 October 2018

IV. Remuneration

The Board believes in a competitive and transparent remuneration framework that supports the Directors' and 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 and of all Independent Non-Executive Directors, chaired by Mr. Rewi Hamid Bugo. The written terms of reference of the RC which deals with its authority, duties and responsibilities, are available on the Company's website at *www.thriven.com.my*.

During the financial year under review, the RC evaluated the Executive Chairman and 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 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. Directors' fees and benefits payable to the Non-Executive Directors are subject to the approval of shareholders at the AGM.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

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

Name	Salary/ Fees (RM)	Bonus (RM)	Defined contribution plan – EPF (RM)	Other emoluments/ allowances (RM)	Benefits-in-kind (RM)	Total (RM)
Executive Directors						
Datuk Fakhri Yassin bin Mahiaddin *(Executive Chairman)*	745,200	–	89,424	–	35,200	869,824
Ghazie Yeoh bin Abdullah *(Group Managing Director)*	688,752	–	82,658	–	35,200	806,610
Dato' Low Keng Siong *(Executive Director)*	521,640	–	62,600	–	35,200	619,440
Non-Executive Directors						
Lim Kok Beng *(Independent Non-Executive Director)*	43,000	–	–	6,100[@]	–	49,100
Henry Choo Hon Fai *(Independent Non-Executive Director)*	35,000	–	–	3,300[@]	–	38,300
Rewi Hamid Bugo *(Independent Non-Executive Director)*	43,000	–	–	5,100[@]	–	48,100
Lee Eng Leong *(Non-Independent Non-Executive Director)*	33,000	–	–	3,500[@]	–	36,500
TOTAL	**2,109,592**	**–**	**234,682**	**18,000**	**105,600**	**2,467,874**

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 2018

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
RM850,001 to RM900,000	Datuk Fakhri Yassin bin Mahiaddin *(Executive Chairman)*
RM800,001 to RM850,000	Ghazie Yeoh bin Abdullah *(Group Managing Director)*
RM600,001 to RM650,000	Dato' Low Keng Siong *(Executive Director)*
RM500,001 to RM550,000	Augustone Cheong Kwok Fai *(Group Chief Financial Officer)*
RM200,001 to RM250,000	Teoh Kong Haur *(General Manager – Northern Region)*

The disclosures on Practises 6.2 and 7.1 to 7.3 of the MCCG are disclosed in the Corporate Governance Report.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT (cont'd)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit And Risk Management Committee

In 2018, the ARMC comprises three (3) members, all of whom are Non-Executive Directors and is chaired by an Independent Non-Executive Director.

The ARMC and its composition is evaluated by the NC annually and recommended to the Board for noting. In safeguarding an independent and effective ARMC whilst taking guidance from the MCCG, the membership for ARMC consists at least two (2) members who are financially literate and possess appropriate level of expertise, experience and strong understanding the Company's business.

On 28 February 2018, the Audit Committee was renamed as ARMC to reflect the ARMC's role to support the Board in fulfilling its responsibility in governance of the Company's risk management matters, in line with the recommendation of the MCCG. Mr. Lee Eng Leong was appointed as a member of the ARMC on 28 February 2018. The ARMC comprises of three (3) members, two (2) of whom are Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. The ARMC is chaired by Mr. Lim Kok Beng, the Senior Independent Non-Executive Director of the Company. This meets the requirements of paragraph 15.09(1)(a) and (b) of the Listing Requirements.

The Audit And Risk Management Committee Report set out in this Annual Report 2018, 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 Practises 8.1 to 8.5 of the MCCG are disclosed in the Corporate Governance Report.

II. Risk Management and Internal Control Framework

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

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

III. Internal Audit

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

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

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

The disclosures on Practises 10.1 to 10.2 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 the need for shareholders to be informed of all material business matters of the Company. Announcements to Bursa Securities are made on significant developments and matters of the Group. Financial results are released on a quarterly basis to provide shareholders with a regular overview of the Group's performance. The Marketing Communications Department of the Company also arranges press interviews and briefings, and releases press announcements to provide information on the Group's business activities, performance and major developments, as and when necessary.

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

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

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

II. Conduct of General Meetings

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

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

In facilitating greater participation by shareholders at AGMs of the Company, Thriven will continue to explore possible means of leveraging the technology.

This Corporate Governance Overview Statement was approved by the Board of Thriven on 28 March 2019.

The towers of Lumi Tropicana stretching up in the distance

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

On 28 February 2018, the Company announced that it proposed to undertake a private placement of up to 10% of the total number of issued shares of Thriven ("Private Placement"). Bursa Malaysia Securities Berhad ("Bursa Securities") had vide its letter dated 12 March 2018 resolved to approve the listing and quotation of up to 56,504,868 placement shares to be issued pursuant to the Private Placement. An application was submitted by the Company to Bursa Securities on 23 August 2018 to seek for an extension of time up to 11 March 2019 to complete the implementation of the Private Placement and the said extension was granted by Bursa Securities vide its letter dated 3 September 2018. However, no placement share was issued in 2018.

On 15 March 2019, the Company had completed its Private Placement exercise of issuing 49,700,000 new shares in the Company to independent third party investors. In total, the Company raised gross proceeds of RM 9,861,500 from the Private Placement exercise and its utilisation thereof are set out below:-

Purpose	Utilisation (RM'000)
Repayment of Borrowings	7,927
Working Capital	1,880
Estimated expenses in relation to the Private Placement	55
Total	9,862

ADDITIONAL COMPLIANCE INFORMATION (cont'd)

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 2018 are as follows:-

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

Company	Audit Fees (RM)	Non-audit Fees (RM)
Bakat Stabil Sdn. Bhd.	5,100	-
Bukit Punchor Development Sdn. Bhd.	5,000	1,000
Dynamic Unity Sdn. Bhd.	4,000	-
Eco Green Services Sdn. Bhd.	14,000	-
Golden Cignet Sdn. Bhd.	28,000	1,000
Lumi Hospitality Sdn. Bhd.	4,100	-
Mayfair Ventures Sdn. Bhd.	28,000	1,000
MLB Quarry Sdn. Bhd.	14,000	-
Thriven Amona Sdn. Bhd.	5,200	1,000
Thriven Global Berhad	51,000	8,000
Thriven NCR Sdn. Bhd.	3,000	-
Thriven Properties Sdn. Bhd.	4,100	-
Thriven TT Sdn. Bhd. (f.k.a Mulpha Argyle Property Sdn. Bhd.)	5,000	-
Verdant Parc Sdn. Bhd.	2,000	-
Total	172,500	12,000

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

There were no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company and/or its subsidiaries involving Directors' and major shareholders' interests during the financial year ended 31 December 2018.

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 2018.

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 2017 ("MCCG").

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

COMPOSITION

The ARMC now comprises of three (3) members, two (2) 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 Main Market Listing Requirements ("MMLR").

The current members of the ARMC are as follows:-

1. Lim Kok Beng *(Chairman) (Independent Non-Executive Director)*
2. Rewi Hamid Bugo *(Independent Non-Executive Director)*
3. Lee Eng Leong *(Non-Independent Non-Executive Director)*

The ARMC Chairman is a fellow of the Institute of Chartered Accountants in England & Wales and a member of the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. Accordingly, the Company complies with paragraph 15.09(1)(c)(i) of the MMLR.

PERFORMANCE OF ARMC

The performance of the ARMC was assessed through self-evaluation and the Nomination Committee reviewed the results of such assessments prior to recommending to the Board for notation. During the financial year ended 31 December 2018, the Board is satisfied that the ARMC has discharged its function, duties and responsibilities in accordance to the Terms of Reference of the ARMC, supporting the Board in ensuring the Group upholds appropriate Corporate Governance standards, practices and guidance.

MEETINGS AND ATTENDANCE

During the financial year ended 31 December 2018, the ARMC held six (6) meetings and the record of attendance of the ARMC members is as follows:-

Name of ARMC Members	Number of Meetings Attended
Lim Kok Beng	6/6
Rewi Hamid Bugo	5/6
Lee Eng Leong *	4/5
Henry Choo Hon Fai ^	1/1

* Mr. Lee Eng Leong was appointed as a member of the ARMC on 28 February 2018.

^ Mr. Henry Choo Hon Fai resigned as a member of the ARMC on 28 February 2018.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

The Group Chief Financial Officer and the Senior Manager of Group Finance and Treasury were invited to attend all the meetings to present and provide clarification on the unaudited consolidated quarterly results and audit issues. The Group Managing Director was invited to attend one (1) out of the six (6) meetings to facilitate direct communication as well as to provide clarification on audit issues and the Group's operation. The external auditors were present at three (3) of the total meetings held. During the financial year, the ARMC met with the external auditors three (3) times without the presence of the executive board members and the management. Other relevant responsible senior management personnel were invited to attend the meetings, as and when required.

In 2018, internal auditors attended four (4) out of the six (6) meetings held to table the respective internal audit reports and presented their recommendations as the actions and steps taken by the management in response to any audit findings. Follow-up audit reports on the status, actions and steps taken by the management on previous audit findings were tabled to the ARMC at the next following ARMC meeting to update the ARMC accordingly.

Minutes of each ARMC meeting were recorded and tabled for confirmation at the next following ARMC meeting and subsequently presented to the Board for notation. The ARMC's Chairman, with the assistance of the Group Chief Financial Officer and the Senior Manager 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*.

In 2018, the ARMC did not receive any complaint or information in respect of any illegal, unethical or questionable practices.

SUMMARY OF WORK OF THE ARMC

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

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

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

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

(b) Reviewed and approved internal audit plan, which encompassed the scope of internal audit work.

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

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

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

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

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

During the year under review, the ARMC had three (3) independent meetings with the external auditors without the presence of the management to discuss any problems/issues arising from the final audit and the assistance given by the employees or the management during the course of audit by external auditors. The ARMC was pleased to report that there was no significant matter of disagreement that arose between the external auditors and the management.

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

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

(i) Reviewed the independence status and performance of the external auditors for the financial year ended 31 December 2018.

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 Malaysian 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 2019 at its meeting held on 28 March 2019.

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

(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 and approved the updated Comprehensive Enterprise Risk Assessment – Risk Register of the Company.

(n) Reviewed the potential risks of the Company and the Group which divided into five (5) categories, namely strategic risks, market risks, operational risks, financial risks and people risks.

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

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

AUDIT AND RISK MANAGEMENT
COMMITTEE REPORT (cont'd)

INTERNAL AUDIT FUNCTION AND SUMMARY OF WORK

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

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

The attainment of such objectives involved the following activities being carried out by CGRM during the financial year ended 31 December 2018:-

(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 and management responses on the following areas:

- Corporate Governance Review
- Northern Region Sales Administration and Sales Processing and Sales Management
- (follow-up audit on) Information Technology and Information System Management
- Tender Management and Contract Management
- Consultant Management and Site Safety, Health and Environment
- Billing and Collection (Maintenance Fees) and Facilities Maintenance
- (follow-up audit on) Tender Management and Contracts Management

(h) 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.

(i) Assisted in the preparation of the Statement on Risk Management and Internal Control for inclusion in the Annual Report.

The outsourced internal auditors referred 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.

Total costs incurred for the internal audit service provided by CGRM for the financial year ended 31 December 2018 amounted to RM72,288.33 as compared to RM65,768.29 in 2017.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Thriven Global Berhad is pleased to provide the following Statement on Risk Management and Internal Control, 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, in accordance with paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR").

RESPONSIBILITY

The Board recognises the importance of systematic risk management practices and sound internal controls to safeguard shareholders' investments and the assets of the Group. The Board affirms its overall responsibility to ensure the establishment, adequacy and integrity of the Group's risk management and system of internal control.

There are inherent limitations to any system of internal control 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. Consequently, such a system can only provide reasonable, and not absolute, assurance against material misstatement or loss.

RISK MANAGEMENT

Management is tasked by the Board to identify and assess the risks faced by the Group, and thereafter design, implement and monitor appropriate internal controls to control and mitigate those risks. The Group has in place a risk management framework and systematic process for identifying, evaluating, monitoring and managing the Group's significant risks. This process includes reviewing and updating the system of internal controls to take into consideration changes in the regulatory, business and external environment. The Board via the Audit & Risk Management Committee ("ARMC") reviewed this process on an annual basis.

The risk management framework contains elements drawn from ISO 31000: 2009 Risk Management – Principles and Guidelines; and the Enterprise Risk Management standard published by the Committee of Sponsoring Organisations of the Treadway Commission (COSO) in 2004.

The Group's risk management process is led by the Executive Risk Management Committee ("ERMC") chaired by the Group Managing Director and comprised of senior management and heads of departments of the Group.

During the financial year, the ERMC reviewed and updated the risk register, which included a re-assessment of the risk mitigation action plans. The ARMC was briefed and provided its feedback and suggestions at the December 2018 ARMC meeting, which had since been incorporated into the revised risk register.

INTERNAL CONTROLS

The Group's system of internal control covers, inter alia, financial, operational and compliance controls and risk assessment procedures. The key elements of the Group's internal control systems are categorised and summarised according to the COSO Internal Controls – Integrated Framework as follows:

Control Environment

1. The ethos of the Group is represented in our brand values for "Forward Living".
2. 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)*. Our Corporate Code of Conduct reiterates the Group's commitment to good corporate behaviour and is an integral part of the Group's system of internal control and corporate governance.

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

3. The Board has approved the business authority limits covering key aspects of the Group's business and financial operations. The Group Managing Director had further delegated the authority accorded to him to select senior management via the issuance of a formal memorandum to allow for expedient and effective payment approval and processing.

4. The Group Managing Director together with the senior management and heads of departments have reviewed and revised our organisation structure and reporting responsibilities for all staff. For clarity, separate organisation charts are drawn up for the central and northern operations of the Group.

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

6. The Group has established a whistleblower policy and procedures that is intended 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.

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

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).

Control Activities

10. Appropriate policies and procedures are established, reviewed, revised and documented by the respective senior management and/or head of department for approval by the Group Managing Director before implementation.

11. Appropriate segregation of duties is applied to ensure adequate check-and-balance exists for all major business transactions and processes.

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

13. A Whistleblower Committee, comprising a Chairman and Independent Non-Executive Directors, would receive and consider all concerns, complaints and/or disclosures received.

Information and Communication

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

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

16. 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 Chief Financial Officer.

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

Monitoring

17. Management continuously evaluates the adequacy, sufficiency and effective operation of the Group's risk management and internal control system.

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

19. 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.

20. 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, effectiveness and reliability of the Group's risk management processes and system of internal controls. 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.

    Please refer to the Audit & Risk Management Committee Report on pages 50 to 53 for a summary of internal audit and risk management activities during the financial year.

    Several internal control improvements recommendations were made during the financial year ended 31 December 2018. These have been or are being addressed by management to continuously evaluate and improve the system of internal controls. However, none of the matters highlighted have resulted in direct material losses, contingencies or uncertainties that would require mention in the annual report.

BOARD ASSESSMENT

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 the Board continues to take pertinent measures to sustain and, where appropriate and required, improve the Group's system of risk management and internal control in meeting the Group's strategic objectives, targets and goals.

ASSURANCE FROM MANAGEMENT

The Board has received assurance from the Group Managing Director and Group Chief Financial Officer that the Group's risk management and internal control system is 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 2018 Annual Report. The scope of their review is set out in Audit and Assurance Practice Guide 3 (AAPG 3) 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.

They 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.

CONCLUSION

This Statement on Risk Management and Internal Control was approved by the Board of Thriven on 28 March 2019.

Lumi Tropicana's cantilevered sky gym, with the enormous 190-metre long curving infinity pool.

SUSTAINABILITY STATEMENT

SUSTAINABILITY @ THRIVEN

At Thriven, we strive to identify, nurture and ultimately develop the potential of our core businesses by implementing projects that align with our Group's vision to create integrated communities while delivering complete living experiences where lifestyle, business and leisure come together seamlessly. In realising our objectives, we have made substantial efforts to ensure that every stakeholder is able to benefit from the Group's products and services.

In 2018, we have carefully reviewed our sustainability impact within the scope of our key priorities, which are the marketplace, workplace, community and environment. The strategies required to mitigate any adverse impact were identified and are carefully implemented when bringing into fruition the Group's sustainability ideas and vision. Additionally, we are constantly evaluating our processes to discover the best methodologies to implement our sustainability initiatives and programmes. Our valued group of stakeholders and their varied interests had also provided us with core elements that contributed to our sustainability efforts.

Throughout the year under review, we continued to pursue the integration of sustainability elements into our processes, operations and performance metrics. We believe that our hard work in this area will assist us to solidify our existing foundations and sustainability roadmap to become a better corporate citizen in the near future.

KEY PRIORITIES

MARKETPLACE	WORKPLACE	ENVIRONMENT	COMMUNITY
Improving quality and value in business	Developing employees' performance, productivity and quality	Minimising impact towards environment	Upgrading community lifestyle
Engaging with stakeholders	Providing transparent and fair employee policies	Managing waste, pollution and carbon footprints	Conducting worthy programmes for the community's benefit
Placing great care towards customers	Attracting and nurturing talent together with employee retention	Promoting green and eco-friendly features	Capturing feedback to deliver better and more effective social impact

SUSTAINABILITY STATEMENT (cont'd)

ABOUT SUSTAINABILITY DISCLOSURES

Scope

Thriven's 2018 sustainability section encompasses our business operations in Malaysia from 1 January 2018 to 31 December 2018. Guided by Bursa Malaysia Securities Berhad prescribed regulations, this report includes key information on:

- Governance Aspects
- People Strategies and Initiatives
- Community Involvement Programmes

Stakeholder Engagement

Throughout the year, we have sought various opportunities to engage our valued stakeholders such as the following:

- Encouraging staff interaction with management and vice versa,
- Regular formal and informal engagements with consultants, contractors and suppliers, including technical progress meetings and performance reviews,
- Inviting and receiving customer feedback, together with our responses thereto.

Members of the management team are in charge of reviewing any issues or concerns raised from the engagement exercises which are then submitted together with proposed solutions or mitigation plans directly to the Group Managing Director or the Board, if required. The topics and areas of our stakeholder engagement activities comprise:

- Compliance
- Public Policy and Regulations
- Development Planning
- Innovation
- Market Analysis and Benchmarking
- Customer Satisfaction
- Marketing and Branding

Sustainability @ Thriven

This segment of the report includes our financial and non-financial performance report. Sustainability at Thriven is mainly driven by the concerns of our respective stakeholders such as:

- Our Regulators
- Our Shareholders
- Our Employees
- Our Customers
- Our Suppliers

Governance

The organisation devises its business strategies and plans by carefully considering the impact of, amongst others, economic, environmental and social factors. Our esteemed Group Managing Director is responsible for leading Thriven's sustainability agenda and regularly reports to the Board for any relevant developments or updates. Meanwhile, the Board has the full accountability to help the Group to protect its assets and stakeholders' interests by:

- Ensuring effective corporate governance across the Group
- Sustaining sound and effective risk management
- Maintaining internal control systems

Disclosure and External Assurance

No external assurance activities have been organised during the year as we are still developing the process to institutionalise a sustainability function at Thriven. As the objective is to eventually achieve maturity in our sustainability reporting, we are hoping to further continue our progress thereto over the upcoming 3-5 years.

Material Issues

We have identified a number of material issues for us to reflect upon with the Board and management team based on the engagement exercises that we have conducted for different stakeholders during the year. All such issues were examined according to our business importance and budgetary priorities in 2018 whilst considering their significance to both our stakeholders and management.

SUSTAINABILITY
STATEMENT (cont'd)

Stakeholders	Engagement Mode	Frequency of Engagement	Material Topics
Shareholders & Investors	• General Meetings • Reports • Investor Briefings / Press Release • Website • Announcements	Yearly Quarterly As and when required	• Value Creation for multiple stakeholders • Profits
Customers	• Marketing campaigns (leaflets, advertisements in the newspapers, Facebook and other internet / social media, participation in property exhibitions)	As and when required	• Affordable Housing Solutions • Quality • Return on Investments
Public / Government Agencies and Regulators	• Online surveys • Meetings • Consultations	As and when required	• Compliance • National Agenda
Employees	• Town hall Meetings • Management Meetings • Performance Appraisals • E-letters and Memos, WhatsApp Exchanges • Employee Engagement Activities (Festive Events, Monthly Walks, Lunches, Team Building and Annual Trip)	Quarterly Monthly Half-yearly	• Competitive Remuneration • Employee-friendly Policies • Career Development
Communities	• Meetings / Community Events	Yearly As and when required	• Responsible Community Engagement
Suppliers	• Suppliers' Meetings • Procurement Activities • Assessments & Performance Review	As and when required	• Transparent Processes • Fair and Timely Payments
Industry Associations	• Members' Events • Industry Forums	Yearly As and when required	• Participation in Policy Dialogue
Media	• Meetings • Website and Social Media • Press Conferences and Interviews	As and when required	• Credible Information on Thriven including financial information • Sales and Marketing Activities

SUSTAINABILITY
STATEMENT (cont'd)

MARKETPLACE

The essence of Thriven is our customers, whose interests are central to our business viability. We carefully craft property products to fulfill their demanding requirements. To achieve this, we design exceptional living experiences and develop processes, standards and services to ensure the delivery of high quality products at affordable prices.

Quality & Value
We uphold the principle of producing long term value to our customers by creating high quality products, and delivering the concept of 'total living' by building vibrant communities with a harmonious blend of residential, commercial and public spaces.

To achieve this, we strictly abide by QLASSIC quality standards to which our contractors are contractually required to achieve a minimum score of 70 points. They are also required to adhere to The Occupational Safety And Health Act 1994, The Environment Quality Act 1974 including other enactments which are relevant to occupational health, safety, security and environmental practices. Additionally, our flagship Lumi Tropicana development has already received the provisional Green Building Index (GBI) Gold rating certification (which will be confirmed upon completion), further verifying of our commitment towards meeting high quality standards.

As a continuing process to further enhance our standards of quality and value, we have also reviewed and remedied areas which were in need of improvement through internal evaluation of our procedures relating to several departments including contracts & procurement, project management and sales administration. As a result, we are confident of being able to consistently deliver excellence in quality and safety in our business operations and project sites while continuing to provide the required training as well as awareness to our staff.

Integrity
We acknowledge the great responsibility entrusted to us for every project that we deliver. Integrity and honesty are the values which we highlight and require from our suppliers and contractors to ensure that each project is completed with the best performance and standard. Our Group requires each supplier or contractor to undergo a stringent pre-qualification procedure to assess their industry experience and financial strength in addition to our regular performance reviews. It is to assure that their services and products quality, pricing and delivery are in accordance with our required standards and specifications. Meanwhile, as part of our contribution to the environment, we recommend the usage of eco-friendly and local products by our contractors and suppliers to lessen carbon footprints.

The primary focus of our policies and procedures for suppliers is not to solely conform to regulatory requirements but also to encourage Thriven staff to exhibit high levels of professional ethics and codes of conduct themselves in their day to day operations. Meritocracy is a key criterion in our supplier policies and within it are incorporated the values of transparency and fairness. Where possible, we have also given priority to the local vendor community. Approximately RM500 million in value of contracts have been awarded over the past 3 years to contractors and suppliers based solely on their technical merit and financial strength. Guided by our accredited and suitably qualified consultant architects, engineers and quantity surveyors, we also adhere to policies and procedures which promote good governance during our tender management process.

Care
We care greatly towards our diverse groups of stakeholders as their welfare and wellbeing are vital in determining our continued success and performance. Towards this, we are continuously committed to sustain a healthy interaction and relationship with all of our valued stakeholders to understand their perceptions and gain constructive feedback to further advance the development of the organisation.

SUSTAINABILITY STATEMENT (cont'd)

The operations at all of our project sites are strictly governed by safety regulations which require secured equipment and machinery alongside suitable safety attire to prevent accidents. We have made it compulsory for all on-site workers including supervisors and contractors to fulfil the required fire drill and safety training conducted every year. It is also mandatory for contractors assigned to the development sites to enforce the relevant Health and Safety policies and regulations.

Our constant efforts to incorporate safety awareness through weekly briefings, periodic CIDB training and weekly "tool-box talks" have proven successful as our contractors are able to avoid any fatal accidents from occurring at all of our project sites.

Whistleblowing Policy
At Thriven, our Whistleblowing Policy is intended to achieve our organisational values by demonstrating good governance as well as complying with the code of ethics and conduct. All employees (whether permanent, contract, part-time or casual), Directors, shareholders, consultants, vendors, contractors, agents or any parties which are professionally involved or having any business dealings with the Group are encouraged to disclose or raise any concerns or wrongdoings that may adversely affect the Group, including but not limited to potential fraud, corruption, bribery, breaches of law etc.

The Whistleblowing Committee responsible for reviewing complaints and concerns comprises of the Executive Chairman and the Independent Non-Executive Directors. The internal auditor is tasked to conduct the investigations and submitting recommendations to the Whistleblowing Committee. Also, the Board's Audit & Risk Management Committee will receive a copy of the report for the purpose of Loss Event Reporting (LER). In 2018, no cases were reported.

Customers
We are a niche developer leveraging on innovation, forward looking design and urban planning concepts to provide exceptional value at affordable prices. All our projects are carefully planned in a sustainable manner by considering the needs and desires of the communities for which they are designed for. Connectivity, communication and convenience are the core requirements that guide us when we plan our developments, as it is our aim to build a complete living experience, i.e. communities where lifestyle, business and leisure mesh together seamlessly.

In 2018, our Customer Relationship Management team was set up with 3 staff and they underwent a series of in-house trainings by the relevant heads of departments. 2018 also saw Thriven Global Berhad winning the Best Boutique Developer Award from Property Insight magazine's Prestigious Developer Awards 2018 on 1st June 2018.

SUSTAINABILITY STATEMENT (cont'd)

Wellbeing
Thriven's focus on play, action, wellness and lifestyle experiences bring diversity to its developments, with a range of facilities and amenities that provide the abovesaid complete living experience.

Our "FORWARD LIVING" philosophy creates a vibrant, dynamic and flourishing living environment that delivers exceptional lifestyle experiences for our customers.

The launch, in 2019, of Lifestyle Tower, which is the 4th and final tower of LUMI Tropicana, further showcases our commitment for exclusive living by providing its residents and their guests access to an elegant yet functional sky terrace on Levels 17 & 18. At the heart of this space is an open plan business lounge featuring a welcoming area, plenty of seating, workspace and a kitchenette. The facilities in Lifestyle Tower's sky terrace, which measures approximately 4,500 square feet in total, also features separate wine and cigar rooms, a large buffet and catering area to host business events, as well as two conference rooms.

Other amenities provided in the 3-acre Lumi Park include rock climbing walls, sunken futsal and tennis courts, jogging path, putting green, kids' playgrounds and last but not least, a 190 metres long infinity pool. Together with the more than 60% of dedicated green areas in the development, all these facilities are available to our residents for their use and benefit.

Affordability
We also support the Government's agenda to provide affordable housing, especially for the nation's young first-home buyers. Thriven's ENESTA Homes ("ENESTA") developments substantiate our commitment towards providing affordable homes without compromising on quality and lifestyle experiences for the buyers. With meticulous space-management and the efficient integration of essential home features, ENESTA residents are able to enjoy connectivity and convenience in well-developed communities located in various business hubs and near to amenities. For 2018, we are constructing 254 units of affordable homes under the RUMAWIP program in Kepong and completed 136 units of affordable single-storey link and semi-detached homes in Desa Aman, Kulim. Further, in November 2018, we have also launched the first phase comprising 148 units of affordable apartments in Desa Aman.

Value
We are grateful for the trust of our home buyers and investors and are pleased to provide opportunities for them to reap the benefits and profits from their investments. Our projects' profiles and market values are influenced by the Group's marketing and branding initiatives as well as activities that spur economic and social development in the areas surrounding them. Thriven is providing our homes with essential fittings such as cabinets, built-in wardrobes, lightings and air-conditioners so that our buyers can move in immediately upon handover without incurring substantial renovation costs. For our investors, this provides for immediate rental income and potentially higher sub-sale value.

Engagement
We continuously invest in understanding the ever-changing needs of our customers as it is our aspiration to establish and maintain a long-term relationship with them. In integrating our property solutions, we have devised an application (eProperty Track) to connect with our valued customers and to keep them updated with important information regarding their properties while requesting their feedback. We also utilise diverse social and media platforms to engage with our customers such as WhatsApp Business, Facebook, e-newsletter (Thriven News) and dedicated emails. Our customer service policy is premised on fair and transparent complaint handling processes. We intend to respond within 12 hours of an enquiry and our target is to provide full resolution of all issues and customer satisfaction.

SUSTAINABILITY
STATEMENT (cont'd)

WORKPLACE

Being the most important asset of the company, our staff is the indispensable resource in shaping the organisation's growth and success. It has become our ultimate priority to provide our employees with a conducive working environment and sufficient learning room to enable them to further advance and grow. We recruit, nurture and train our staff and in the process provide them with the knowledge and means to maximise their career progression and development. At the same time, we also implement the required succession planning, to ensure our Group's continuity and future success.

Recruitment

The Group's recruitment policies offer potential employees opportunities to develop and enhance both their technical and essential soft skills. We regard talent attraction as very important to the Group's growth. The ideas and energy provided by our new candidates are vital to the Group's continued development in today's challenging business environment. Each year, the Group requires every department head to provide a projection of their human resource ("HR") needs in terms of new recruits, training programmes and budgets. These forecasts will then be submitted to the Head of Human Resources and the Group Managing Director for approval, and are evaluated according to the relevant department's needs and within the Group's overall budgetary capacity. Our recruitment policies are based on equality and fairness regardless of status, gender, ethnicity, religion or age.

As at 31 December 2018, we have a **total** of **84 staff**, and **34.52%** of the workforce comprise of **WOMEN EMPLOYEES**.

More than 33% of our **top management positions** are held by **women**.

With an average age of **36.8 years**, our working environment is **young and vibrant** and we encourage healthy interaction between our employees from the different age groups to further enhance the dynamism that **promotes efficiency in our working culture**.

Training and Development

We retain our talent by amongst others, creating platforms for them to progressively acquire new skills, increase their existing abilities while at the same time, adding value to their respective departments and fulfilling the Group's key performance indicators (KPI), which

SUSTAINABILITY STATEMENT (cont'd)

would eventually contribute to their own career development. Thriven seeks to develop the individual, as well as department and organisation as a whole to be more productive and efficient. For successful talent retention, it is important to provide job satisfaction and to show an achievable yet meaningful career progression in the Group for our staff. To this end, we strive to make available suitable training and development programs, whether in-house (including on-the-job training) or through external service providers.

Employees are provided with an Employee Handbook which includes the prescription of minimum relevant training hours required for every staff to complete each year. Every employee at Thriven is equally responsible for his or her career growth, as they are encouraged to identify and nominate suitable training programs for their own career progression within the organisation.

For our own in-house training, Thriven's head office is well equipped with the necessary audio visual and training equipment in our Convention, Conference and 2 other meeting rooms where training is conducted. In addition, we have a pantry complete with a trained chef and tea ladies, to ensure that our employees and trainers will have comfortable and productive training sessions.

In 2018, we conducted more than **692 training hours** with an **investment** of approximately **RM40,500** from our contributions to the **HUMAN RESOURCES DEVELOPMENT FUND**.

In providing fair and equal appraisal opportunities for our employees at Thriven, we have a range of performance reviews and feedback sessions to monitor the progress and improvement of our staff which are:

- **Mid-Year Review**
- **Year-End Review**
- **Ongoing Feedback Session**
- **Monthly Feedback Session**

Meetings and Appraisal Review Forms are some of the methodologies used to review staff performance which are reinforced by collective peer feedback. These reviews are taken yearly and completed by the end of November with the agreement of the employees based on the KPIs prescribed by the organisation.

Employees are usually promoted once the Year-End Reviews are finalised. However, employees may also be considered for promotion, if they have performed commendably in addition to mastering their current responsibilities after the Mid-Year Reviews. Promoted employees are expected to show continued improvement to further progress in their career development, and not to rest on their laurels. Thriven believes that by promoting deserving employees, it will not only further support their career growth, but at the same time enabling capable staff to contribute towards the Group's future success.

In 2018, **100%** of the employees underwent their annual reviews and were **successfully appraised** for **THEIR PERFORMANCE**.

SUSTAINABILITY STATEMENT (cont'd)

Employees Benefits and Policies

We practice flexibility while emphasising on superior performance within our employee policies. We aim to be an inspiration for the community by enabling our employees to realise their dreams of work-life balance. The Group upholds the concept of a healthy lifestyle by supporting its employees to achieve an optimal balance between working and living.

Walk in the Park

We constantly encourage our employees to be fit and healthy. Walk in the Park has been one of our efforts to create opportunities for our staff to enjoy green nature while having an energetic one hour walk in the park.

Our Northern team's 1st Walk in the Park on 27 July 2018 joined by five (5) members of the Thriven Northern Team

Our Central team's Walk In The Park on 30th March 2018 at Kiara Hills

Our Central team's Walk In The Park on 27th April 2018 at Serenity Trail

Awards and Appreciation

On 21 December 2018, Thriven held its Awards and Appreciation Gala Night for all members of the organisation. This event is held to show recognition and acknowledgement towards everyone who has contributed to the success of Thriven for the year under review. The recognition awards that were presented during the event were Team Awesome Award, Team Player Award, Absolute Attendance Award and Performer of the Year Award.

Awards and Appreciation Gala Night on 21 December 2018

SUSTAINABILITY
STATEMENT (cont'd)

Knowledge for Growth and Wellbeing

In a challenging economic environment, we are aware of the importance of keeping abreast with the latest developments in our core businesses. Hence, we require and motivate our employees to stay well informed and updated of the relevant technical developments and trends in their respective fields that are applicable to our businesses. Ultimately, our employees would reap the benefit of such knowledge in their career development.

Inclusive Policies for Welfare

At Thriven, we want to ensure that our employees remain dedicated in learning, growing and performing in their field of expertise. At the same time, it is our aim to promote employee welfare while allowing them to enjoy the benefits of our policies. In addition, we take every practicable precaution to ensure the safety of our employees by providing appropriate safety measures and guidelines at our workplaces.

Employees' Engagement

Thriven holds dear the principle of effective communication and engagement. We encourage and cultivate healthy interaction amongst our employees and management. It is our aim to continuously improve the organisation's objectives to suit the employees' ambitions. Our induction programme for new hires is the perfect example as it involves interaction between new recruits and the various departments which will facilitate them to better understand the Group's mission, vision and values. The programme is intended to provide new recruits with an understanding of their job responsibilities and career path including growth opportunities as a Thriven employee.

SUSTAINABILITY
STATEMENT (cont'd)

In 2018, we conducted

11 management meetings

2 townhall meetings

several employee surveys including Employee Experience Survey and Subordinate Survey

with both existing and exiting employees.

Apart from the formal employee engagement activities, there are few other programmes like group activities, events, festivities including birthday celebrations which we have conducted to instill the spirit of teamwork and solidarity amongst our employees.

Group Managing Director's Birthday Celebration

October staff birthday celebration

Thriven 8 Ball Championship
This event was organised from 25 September 2018 until 2 November 2018 as to foster a sense of teamwork and collaboration within Thriven which is deemed essential in cultivating a successful working environment.

Thriven 8 Ball Championship

Appreciation Dinner held on 17 November 2018 after Unit Selection Event at Desa Aman attended by Thriven Headquarters and Northern Team

SUSTAINABILITY STATEMENT (cont'd)

ENVIRONMENT

Our Group continually examines the direct and indirect impact that we bring upon the environment. In operating the business, we prudently monitor our energy consumption and waste management while at the same time, take great care in preserving the environment from possible pollution in both our project sites and corporate offices. In addition to our strict compliance with the Department of Environment's laws and regulations, we also support eco-friendly concepts by incorporating green features, technologies as well as practices into our sustainable projects and developments. Thriven has also organised various green campaigns and participated in sustainability programmes as part of our efforts to promote environmental awareness in the community.

In 2018: We have integrated **10%** and **68.48%** of **green** on ground coverage into our **ENESTA Kepong** and **LUMI Tropicana** projects respectively; and

In relation to water preservation, both our LUMI Tropicana and ENESTA Kepong projects have incorporated rainwater harvesting systems into their respective developments.

In 2018, we continued to reduce any adverse impact of our developments on the environment via various green initiatives such as the following:

MATERIALS

We reduce our impact on scarce resources by eliminating the use of raw natural resources such as natural marble, granite and timber in our developments. More than half of our construction materials were from renewable sources.

ENERGY

Our designs integrate LED lighting in the car park, podium and common areas. The ground floor and the lift lobbies in our projects have extra openings to increase cross-ventilation and enhance natural lighting. All of these features possess significant energy saving characteristics.

WATER

We contribute to water preservation by integrating rainwater harvesting systems into our property design. The collected water is used for watering plants and cleaning common areas, reducing pressure on freshwater resources.

WASTE

Our waste is managed by accredited contractors according to local regulations. We extend the life-cycle of the scaffolding and formworks by reusing them up to five times in our projects. Construction wastes generated at our project sites were disposed according to guidelines prescribed by the local authorities and GBI standards.

NOISE

We use low noise and vibration equipment to minimise noise pollution. This is critical as most of our developments are in urban and densely populated areas.

COMMUNITY

Thriven is constantly looking to bring positive impact towards the communities surrounding our business operations. On that note, we have highlighted the importance of responsibility as well as created the necessary awareness within our employees. The sense of accountability should include their responsibility towards our various groups of stakeholders and community members in addition to their obligations to the organisation. With our aim in becoming a model corporate citizen, we have collaborated with and supported the multiple community programmes and events. We have always encouraged our employees to partake in the Group's periodic communal events as employee volunteerism is highly promoted in our working environment.

In 2018, we have participated in several events and programmes such as:

2018 Fund Raising Dinner

Subang Football League Tournament (a collaboration with First 11 Football Club)

Majlis Bandaraya Petaling Jaya's Quality Day Celebration

Winter Solstice & Christmas Dinner Celebration for Elderly and Orphanage Homes

Stakeholders' Hari Raya Open House

Maintenance and upkeep of the Serenity Trail

In **2018**, we contributed funds to **diverse organisations** namely:

- Pertubuhan Kebajikan Hati Ke Hati Kuala Lumpur Dan Selangor
- My World Logistics Sdn Bhd for the Subang Football League Tournament
- Majlis Bandaraya Petaling Jaya
- Pertubuhan Penganut Maha Buddha Sri Damansara
- Kota Damansara Community Forest

FINANCIAL STATEMENTS

DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2018.

PRINCIPAL ACTIVITIES

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

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

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

RESULTS

	Group RM'000	Company RM'000
Profit/(Loss) for the financial year	21,520	(2,122)
Attributable to:		
Owners of the parent	20,395	(2,122)
Non-controlling interests	1,125	–
	21,520	(2,122)

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 2018.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company increased its issued and fully paid-up ordinary share capital from 376,699,125 to 497,242,726 by way of bonus issue of 120,543,601 new ordinary shares of RM0.10 each, on the basis of 8 bonus shares for every 25 existing ordinary shares ("Bonus Issue"). The Bonus Issue was by way of the capitalisation of RM7,182,000 from share premium as provided under Section 618(3) of the Companies Act 2016 and remaining balance of RM4,872,360 from retained earnings.

The newly issued ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company. There were no other issues of shares during the financial year.

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

DIRECTORS' REPORT (cont'd)

WARRANTS

On 6 October 2015, the Company issued 188,349,562 free warrants on the basis of one (1) warrant for every two (2) existing ordinary shares held in the Company, after completion of the previous bonus issue of ordinary shares. The warrants were listed on Bursa Malaysia Securities Berhad on 13 October 2015.

On 13 September 2018, the Company issued additional 60,271,743 free warrants arising from the adjustment made pursuant to the Bonus Issue. The additional warrants were listed on the Bursa Malaysia on 14 September 2018.

Salient features of the warrants are as follows:

(a) each warrant entitles its registered holder thereof ('warrant holders') to subscribe for one (1) new ordinary share in the Company at an adjusted exercise price of RM0.48 per share (original exercise price: RM0.64 per share), subject to the adjustments in accordance with the provisions of the Deed Poll constituting the warrants; and

(b) The tenure of the warrants is five (5) years, with the expiry date on 5 October 2020 and the warrants can be exercise during the period. Warrants not exercised during the exercise period shall thereafter lapse and cease to be valid for any purpose.

The movements of the warrants of the Company during the financial year are as follows:

Adjusted exercise price per ordinary share	Number of warrants outstanding Balance as at 1.1.2018	Adjustment	Exercised	Balance as at 31.12.2018
RM0.48	188,349,562	60,271,743	–	248,621,305

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*
Lim Kok Beng
Henry Choo Hon Fai
Rewi Hamid Bugo
Lee Eng Leong

* 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:

Augustone Cheong Kwok Fai
Tunku Zainol bin Tengku Izham
Che Hasnadi bin Che Hassan
Ramzia binti Arshad (Alternate Director to Tunku Zainol bin Tengku Izham)

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in ordinary shares and warrants of the Company and of its related corporations during the financial year ended 31 December 2018 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia were as follows:

	Number of ordinary shares			
Shares in the Company	**Balance as at 1.1.2018**	**Bonus Issue**	**Sold**	**Balance as at 31.12.2018**
Direct interests				
Dato' Low Keng Siong	38,079,250	12,185,360	–	50,264,610
Ghazie Yeoh bin Abdullah	18,136,075	5,803,544	–	23,939,619
Rewi Hamid Bugo	1,022,500	327,200	–	1,349,700
Deemed interests				
Datuk Fakhri Yassin bin Mahiaddin [1]	112,518,790	36,006,012	–	148,524,802

	Number of warrants			
Warrants in the Company	**Balance as at 1.1.2018**	**Adjustment**	**Sold**	**Balance as at 31.12.2018**
Direct interests				
Dato' Low Keng Siong	18,489,840	5,916,748	–	24,406,588
Ghazie Yeoh bin Abdullah	5,638,965	1,804,468	–	7,443,433
Rewi Hamid Bugo	311,250	99,600	–	410,850
Deemed interests				
Datuk Fakhri Yassin bin Mahiaddin [1]	56,259,472	18,003,031	–	74,262,503

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

By virtue of his substantial interests in the 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 and warrants of the Company or options over ordinary shares and debentures of its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than those benefits included in the aggregate amount of remuneration received or due and receivable by the Directors as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest other than the following:

DIRECTORS' BENEFITS (continued)

(a) 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; and

(b) certain Directors who received remuneration from the subsidiaries as Directors of the subsidiaries.

The details of the above transactions are disclosed in Note 30 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 except for the warrants issued by the Company.

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	
	2018 RM'000	2017 RM'000
Executive:		
- Salaries and other emoluments	2,296	2,017
Non-executive:		
- Directors' fees	154	90
- Other emoluments	18	18
	172	108
Total	2,468	2,125

The estimated monetary value of benefits-in-kind provided to the Directors of the Group and of the Company during the financial year amounted to RM106,000 (2017: RM112,000).

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	
	2018	2017
Executive:		
RM750,000 - RM800,000	–	1
RM700,000 - RM750,000	1	1
RM650,000 - RM700,000	1	–
RM500,000 - RM550,000	1	1
	3	3
Non-executive:		
Below RM50,000	4	4

DIRECTORS' REPORT (cont'd)

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

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

The total amount of insurance premium effected for the Directors and officers of the Group and of the Company were RM26,000 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 all known bad debts had been 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 render the amount written off for bad debts or 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)

(III) AS AT THE DATE OF THIS REPORT

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

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

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

SIGNIFICANT EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

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

AUDITORS

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

The details of auditors' remuneration of the Company and its subsidiaries for the financial year ended 31 December 2018 amounted to RM51,000 and RM121,500 respectively.

BDO PLT (LLP0018825-LCA & AF 0206) was registered on 2 January 2019 and with effect from that date, BDO (AF 0206), a conventional partnership was converted to a limited liability partnership.

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
28 March 2019

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 85 to 158 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 2018 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

28 March 2019

STATUTORY DECLARATION

I, Augustone Cheong Kwok Fai (CA 39083), being the officer primarily responsible for the financial management of Thriven Global Berhad, do solemnly and sincerely declare that the financial statements set out on pages 85 to 158 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	)	
28 March 2019	)	**Augustone Cheong Kwok Fai**

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 2018 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 85 to 158.

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 2018, and of their financial performance and 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' *Code of Ethics for Professional Accountants* ('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 year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

a. Property development revenue recognition

Revenue from property development activities during the financial year as disclosed in Note 21 to the financial statements is RM238,292,000.

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. In estimating the total costs to complete, the Group considers the completeness and accuracy of its costs estimation, including its obligations to contract variations, claims and cost contingencies.

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

Key Audit Matters (continued)

a. Property development revenue recognition (continued)

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 historical profit margins of the Group, and compare these transaction prices allocated to profit margins of similar contracts subsequent to the end of the reporting period;

(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;

(v) inspected documentation to support cost estimates made including contract variations and cost contingencies; and

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

b. Recoverability of trade receivables

As at 31 December 2018, the Group had trade receivables amounted to RM18,184,000, which was net of impairment loss of RM455,000. The details of trade receivables and its credit risks have been disclosed in Note 11 to the financial statements.

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

Our audit procedures included the following:

(i) recomputed the probability of default using historical data and forward looking information adjustment applied by the Group;

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

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

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

Key Audit Matters (continued)

c. Recoverability of carrying amounts of investments in subsidiaries (Company level)

As at 31 December 2018, the net carrying amount of investments in subsidiaries was RM84,346,000 as disclosed in Note 8 to the financial statements. The Company had made a further impairment of RM856,000 in respect of the carrying amounts of investments in subsidiaries during the financial year.

We determined this to be a key audit matter because it requires management to exercise significant judgement and estimates about the future results and key assumptions applied to cash flow projections of the subsidiaries. In this instance, the recoverable amount is based on value-in-use. These key assumptions include forecast growth in future revenue and operating cash flows, as well as determining an appropriate pre-tax discount rate used for each subsidiaries.

Our audit procedures included the following:

(i) challenged assessment of management that no further impairment losses on investments was required based on recoverable amounts of the subsidiaries;

(ii) compared prior period projections to actual outcomes to assess reliability of management forecasting process;

(iii) compared cash flow projections against recent performance, and assessed and challenged the key assumptions in projections;

(iv) verified pre-tax discount rate used for each subsidiaries by comparing to weighted average cost of capital of the Group and relevant risk factors; and

(v) performed sensitivity analysis of our own to stress test the key assumptions in the impairment model.

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.

INDEPENDENT AUDITORS' REPORT

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

(Incorporated in Malaysia)

Key Audit Matters (continued)

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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.

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)

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

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

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

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

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

Other Matters

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

BDO PLT
LLP0018825-LCA & AF 0206
Chartered Accountants

Lee Ken Wai
03185/07/2019 J
Chartered Accountant

Kuala Lumpur
28 March 2019

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	6	**7,966**	9,607	**2,935**	3,728
Investment properties	7	**825**	6,770	**825**	852
Investments in subsidiaries	8	**–**	–	**84,346**	85,043
Goodwill	9	**5,314**	5,314	**–**	–
Inventories	10	**33,502**	34,758	**–**	–
		47,607	56,449	**88,106**	89,623
Current assets					
Inventories	10	**245,796**	275,445	**–**	–
Trade and other receivables	11	**72,667**	62,863	**120,771**	105,408
Current tax assets		**1,059**	502	**–**	264
Cash and bank balances	12	**11,053**	13,745	**302**	1,315
		330,575	352,555	**121,073**	106,987
TOTAL ASSETS		**378,182**	409,004	**209,179**	196,610
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	13	**49,724**	44,852	**49,724**	44,852
Reserves	14	**129,218**	114,741	**118,457**	128,575
		178,942	159,593	**168,181**	173,427
Non-controlling interests	8(e)	**(3,279)**	(3,833)	**–**	–
TOTAL EQUITY		**175,663**	155,760	**168,181**	173,427

STATEMENTS OF FINANCIAL POSITION (cont'd)

as at 31 December 2018

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
LIABILITIES					
Non-current liabilities					
Deferred tax liabilities	15	**406**	1,673	**–**	–
Bank borrowings	16	**23,696**	49,545	**2,645**	1,123
Redeemable preference shares	19	**2,493**	–	**–**	–
		26,595	51,218	**2,645**	1,123
Current liabilities					
Bank borrowings	16	**98,523**	111,361	**28,796**	16,515
Trade and other payables	18	**76,710**	90,317	**9,538**	5,545
Other current liabilities	20	**–**	133	**–**	–
Current tax liabilities		**691**	215	**19**	–
		175,924	202,026	**38,353**	22,060
TOTAL LIABILITIES		**202,519**	253,244	**40,998**	23,183
TOTAL EQUITY AND LIABILITIES		**378,182**	409,004	**209,179**	196,610

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 2018

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Revenue	21	**239,079**	122,870	**5,289**	7,725
Cost of sales	22	**(191,715)**	(95,874)	**(43)**	(43)
Gross profit		**47,364**	26,996	**5,246**	7,682
Other income	23	**1,714**	3,104	**7,493**	6,215
Other expenses	24	**(19,200)**	(23,816)	**(12,419)**	(10,309)
Operating profit		**29,878**	6,284	**320**	3,588
Finance costs	25	**(2,509)**	(3,634)	**(2,067)**	(1,331)
Profit/(Loss) before tax		**27,369**	2,650	**(1,747)**	2,257
Taxation	27	**(5,849)**	(859)	**(375)**	103
Profit/(Loss) for the financial year		**21,520**	1,791	**(2,122)**	2,360
Other comprehensive income, net of tax		**–**	–	**–**	–
Total comprehensive income/(loss) for the financial year		**21,520**	1,791	**(2,122)**	2,360
Profit/(Loss) for the financial year/ Total comprehensive income/(loss) attributable to:					
Owners of the parent		**20,395**	201	**(2,122)**	2,360
Non-controlling interests	8(e)	**1,125**	1,590	**–**	–
		21,520	1,791	**(2,122)**	2,360
Earnings per ordinary share attributable to equity holders of the Company					
Basic/Diluted (sen per share)	28	**4.10**	0.04		

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2018

	Note
Group	
Balance as at 1 January 2017	
Profit for the financial year	
Other comprehensive income, net of tax	
Total comprehensive income	
Transactions with owners	
Additional non-controlling interests arising on business combinations	
Ordinary shares contributed by non-controlling interests of a subsidiary	
Total transactions with owners	
Transfer pursuant to Companies Act 2016*	13
Balance as at 31 December 2017	

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

Amount is less than RM1,000.

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)

for the financial year ended 31 December 2018

	Non-distributable				Distributable			
	Share capital RM'000	Share premium RM'000	Warrant reserve RM'000	Capital reserve RM'000	Retained earnings RM'000	Total attributable to owners of the parent RM'000	Non-controlling interests RM'000	Total equity RM'000
	37,670	7,182	14,126	86,004	10,855	155,837	(9,629)	146,208
	–	–	–	–	201	201	1,590	1,791
	–	–	–	–	–	–	–	–
	–	–	–	–	201	201	1,590	1,791
	–	–	–	3,555	–	3,555	4,206	7,761
	–	–	–	–	–	–	#	#
	–	–	–	3,555	–	3,555	4,206	7,761
	7,182	(7,182)	–	–	–	–	–	–
	44,852	**–**	**14,126**	**89,559**	**11,056**	**159,593**	**(3,833)**	**155,760**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)

for the financial year ended 31 December 2018

	Note
Group	
Balance as at 1 January 2018	
Impact of adoption of MFRS 9	33
At 1 January 2018, restated	
Profit for the financial year	
Other comprehensive income, net of tax	
Total comprehensive income	
Transactions with owners	
Acquisition of shares by non-controlling interests of a subsidiary	
Issuance of ordinary shares pursuant to bonus issue	13
Total transactions with owners	
Balance as at 31 December 2018	

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)

for the financial year ended 31 December 2018

	←— Non-distributable		—→	Distributable			
	Share capital RM'000	**Warrant reserve RM'000**	**Capital Reserve RM'000**	**Retained Earnings RM'000**	**Total attributable to owners of the parent RM'000**	**Non-controlling interests RM'000**	**Total equity RM'000**
	44,852	14,126	89,559	11,056	159,593	(3,833)	155,760
	–	–	–	(1,481)	(1,481)	(140)	(1,621)
	44,852	14,126	89,559	9,575	158,112	(3,973)	154,139
	–	–	–	20,395	20,395	1,125	21,520
	–	–	–	–	–	–	–
	–	–	–	20,395	20,395	1,125	21,520
	–	–	–	435	435	(431)	4
	4,872	–	–	(4,872)	–	–	–
	4,872	–	–	(4,437)	435	(431)	4
	49,724	**14,126**	**89,559**	**25,533**	**178,942**	**(3,279)**	**175,663**

THRIVEN

STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2018

Company

Balance as at 1 January 2017

Profit for the financial year

Other comprehensive income, net of tax

Total comprehensive income

Transfer pursuant to Companies Act 2016*

Balance as at 31 December 2017

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

Company

Balance as at 1 January 2018

Impact of adoption of MFRS 9 Impact of adoption of MFRS 9

At 1 January 2018, restated

Loss for the financial year

Other comprehensive income, net of tax

Total comprehensive loss

Transactions with owners

Issuance of ordinary shares pursuant to bonus issue

Total transaction with owners

Balance as at 31 December 2018

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

STATEMENT OF CHANGES IN EQUITY (cont'd)

for the financial year ended 31 December 2018

		← Non-distributable			→	*Distributable*	
	Note	Share capital RM'000	Share premium RM'000	Warrant reserve RM'000	Capital reserve RM'000	Retained earnings RM'000	Total equity RM'000
		37,670	7,182	14,126	83,203	28,886	171,067
		–	–	–	–	2,360	2,360
		–	–	–	–	–	–
		–	–	–	–	2,360	2,360
	13	7,182	(7,182)	–	–	–	–
		44,852	**–**	**14,126**	**83,203**	**31,246**	**173,427**

		← Non-distributable		→	*Distributable*	
	Note	Share capital RM'000	Warrant reserve RM'000	Capital reserve RM'000	Retained earnings RM'000	Total equity RM'000
		44,852	14,126	83,203	31,246	173,427
	33	–	–	–	(3,124)	(3,124)
		44,852	14,126	83,203	28,122	170,303
		–	–	–	(2,122)	(2,122)
		–	–	–	–	–
		–	–	–	(2,122)	(2,122)
	13	4,872	–	–	(4,872)	–
		4,872	–	–	(4,872)	–
		49,724	**14,126**	**83,203**	**21,128**	**168,181**

STATEMENTS OF CASH FLOWS

for the financial year ended 31 December 2018

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit/(Loss) before tax		**27,369**	2,650	**(1,747)**	2,257
Adjustments for:					
Depreciation of:					
- property, plant and equipment	6	**2,369**	2,405	**838**	921
- investment properties	7	**27**	26	**27**	26
Loss/(Gain) on disposal of property, plant and equipment		**–**	5	**–**	(1)
Property, plant and equipment written off	6	**–**	75	**–**	–
Impairment losses on:					
- goodwill	9	**–**	1,891	**–**	–
- amounts due from subsidiaries	11(h)	**–**	–	**628**	43
- investment in a subsidiary	8(c)	**–**	–	**856**	–
- trade and other receivables	11(h)	**109**	689	**–**	–
Reversal of impairment losses on:					
- amount due from a subsidiary	11(h)	**–**	–	**(480)**	(333)
- trade and other receivables	11(h)	**(1,133)**	(11)	**–**	(11)
Bad debts written off		**30**	7	**–**	–
Write back of amount due to a related party	23	**–**	(2,184)	**–**	–
Dividend income	21	**–**	–	**–**	(4,000)
Finance costs	25	**2,509**	3,634	**2,067**	1,331
Interest income	23	**(241)**	(266)	**(7,011)**	(5,870)
Operating profit/(loss) before changes in working capital		**31,039**	8,921	**(4,822)**	(5,637)
Working capital changes:					
Inventories		**39,024**	13,672	**–**	–
Trade and other receivables		**(10,431)**	(37,157)	**(86)**	(40)
Trade and other payables		**12,999**	28,298	**49**	(1,030)
Related parties		**(26,739)**	(6,049)	**–**	–
Cash generated from/(used in) operations		**45,892**	7,685	**(4,859)**	(6,707)
Interest paid		**(2,509)**	(3,634)	**(1,438)**	(1,331)
Tax refunded		**–**	168	**–**	–
Tax paid		**(7,197)**	(3,343)	**(92)**	(58)
Net cash from/(used in) operating activities		**36,186**	876	**(6,389)**	(8,096)

STATEMENTS OF CASH FLOWS (cont'd)

for the financial year ended 31 December 2018

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisitions of additional interests in subsidiaries	32	**–**	(1,025)	**–**	(1,025)
Additional investments in subsidiaries		**–**	–	**(159)**	–
Additions to investment properties under construction	7	**(2,201)**	(1,028)	**–**	–
Dividends received		**–**	–	**–**	9,000
Interest received		**241**	266	**14**	21
Proceeds from disposal of property, plant and equipment		**–**	13	**–**	2
Purchase of property, plant and equipment	6	**(728)**	(1,055)	**(45)**	(81)
(Repayments to)/Advances from subsidiaries		**–**	–	**(8,237)**	8,426
Net cash (used in)/from investing activities		**(2,688)**	(2,829)	**(8,427)**	16,343
CASH FLOWS FROM FINANCING ACTIVITIES					
Issuance of redeemable preference shares to non-controlling interest by a subsidiary	19	**2,493**	–	**–**	–
Ordinary share capital contributed by non-controlling interest of a subsidiary	8(d)(ii)	**4**	*	**–**	–
Withdrawals/(Placements) of:					
- fixed deposits pledged with licensed banks		**298**	313	**298**	(17)
- fixed deposit placed with a licensed bank with maturity of more than three (3) months		**(260)**	(140)	**–**	–
(Repayments)/Drawdowns of:					
- bank borrowings		**(41,590)**	(2,008)	**10,750**	(6,700)
- hire purchase creditors		**(215)**	(203)	**(215)**	(203)
Net cash (used in)/from financing activities		**(39,270)**	(2,038)	**10,833**	(6,920)
Net (decrease)/increase in cash and cash equivalents		**(5,772)**	(3,991)	**(3,983)**	1,327
Cash and cash equivalents at beginning of financial year		**(6,934)**	(2,943)	**760**	(567)
Cash and cash equivalents at end of financial year	12	**(12,706)**	(6,934)	**(3,223)**	760

* Amount is less than RM1,000.

STATEMENTS OF CASH FLOWS (cont'd)

for the financial year ended 31 December 2018

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Note	As at 1.1.2018 RM'000	Cash flows RM'000	As at 31.12.2018 RM'000
Group				
Term loans		73,607	(52,657)	**20,950**
Bridging loans		49,677	2,067	**51,744**
Revolving credits		16,300	9,000	**25,300**
Total borrowings excluding bank overdrafts and hire purchase creditors	16	139,584	(41,590)	**97,994**
Hire purchase creditors	17	1,338	(215)	**1,123**
Company				
Term loans		–	1,750	**1,750**
Revolving credits		16,300	9,000	**25,300**
Total borrowings excluding bank overdrafts and hire purchase creditors	16	16,300	10,750	**27,050**
Hire purchase creditors	17	1,338	(215)	**1,123**

	Note	As at 1.1.2017 RM'000	Cash flows RM'000	As at 31.12.2017 RM'000
Group				
Term loans		99,992	(26,385)	73,607
Bridging loans		18,600	31,077	49,677
Revolving credits		23,000	(6,700)	16,300
Total borrowings excluding bank overdrafts and hire purchase creditors	16	141,592	(2,008)	139,584
Hire purchase creditors	17	1,541	(203)	1,338
Company				
Revolving credits	16	23,000	(6,700)	16,300
Hire purchase creditors	17	1,541	(203)	1,338

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2018

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 Level 23A, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur.

The consolidated financial statements for the financial year ended 31 December 2018 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 28 March 2019.

2. PRINCIPAL ACTIVITIES

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

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

3. BASIS OF PREPARATION

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

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRSs during the financial year. The new MFRSs and Amendments to MFRSs adopted during the financial year are disclosed in Note 33 to the financial statements.

The Group and the Company applied MFRS 9 *Financial Instruments* for the first time during the current financial year, using the cumulative effect method as at 1 January 2018. Consequently, the comparative information were not restated and are not comparable to the financial information of the current financial year.

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 2018

4. OPERATING SEGMENTS

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

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

Performance is measured based on segment profit before tax ('Segment Profit') as included in the internal management reports that are reviewed by the Group Managing Director (the chief operating 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 2018

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
2018						
Revenue						
Revenue from external customers	238,292	114	6,372	244,778	(5,699)	239,079
Inter-segment revenue	–	–	(5,699)	(5,699)	5,699	–
Total revenue	238,292	114	673	239,079	–	239,079
Results						
Interest income	858	–	7,012	7,870	(7,629)	241
Finance costs	(2,600)	–	(2,067)	(4,667)	2,158	(2,509)
Net finance (costs)/ income	(1,742)	–	4,945	3,203	(5,471)	(2,268)
Depreciation of property, plant and equipment and investment properties	1,530	27	839	2,396	–	2,396
Segment profit/ (loss) before tax	25,670	88	(1,301)	24,457	2,912	27,369
Assets						
Additions to non-current assets	3,103	–	49	3,152	–	3,152
Segment assets	383,970	825	255,181	639,976	(261,794)	378,182
Liabilities						
Segment liabilities	326,887	–	42,591	369,478	(166,959)	202,519

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

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
2017						
Revenue						
Revenue from external customers	121,957	114	799	122,870	–	122,870
Inter-segment revenue	–	–	8,066	8,066	(8,066)	–
Total revenue	121,957	114	8,865	130,936	(8,066)	122,870
Results						
Finance income	245	–	5,870	6,115	(5,849)	266
Finance costs	(3,036)	–	(1,449)	(4,485)	851	(3,634)
Net finance (costs)/ income	(2,791)	–	4,421	1,630	(4,998)	(3,368)
Depreciation of property, plant and equipment and investment properties	1,482	26	923	2,431	–	2,431
Segment profit before tax	9,132	88	2,572	11,792	(9,142)	2,650
Assets						
Additions to non-current assets	2,176	–	81	2,257	–	2,257
Segment assets	406,928	851	242,793	650,572	(241,568)	409,004
Liabilities						
Segment liabilities	369,760	–	25,126	394,886	(141,642)	253,244

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

4. OPERATING SEGMENTS (continued)

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

	2018 RM'000	2017 RM'000
Profit for the financial year		
Segment profit	27,369	2,650
Taxation	(5,849)	(859)
Profit for the financial year per consolidated statement of profit or loss and other comprehensive income	21,520	1,791
Additions to non-current assets		
Investment properties	2,201	1,028
Properties held for development	223	174
Property, plant and equipment	728	1,055
	3,152	2,257
Assets		
Total assets for reportable segments per consolidated statement of financial position	378,182	409,004
Current tax assets	1,059	502
Liabilities		
Total liabilities for reportable segments per consolidated statement of financial position	202,519	253,244
Current tax liabilities	691	215
Deferred tax liabilities	406	1,673

Geographical segments

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

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 2018 and 31 December 2017.

The Group monitors capital utilisation on the basis of net debt-to-equity ratio, which is net debt divided by total capital. The Group includes within net debt, bank borrowings 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 2018 and 31 December 2017 are as follows:

	Group		Company	
	2018 RM'000	2017 RM'000	2018 RM'000	2017 RM'000
Bank borrowings	**122,219**	160,906	**31,441**	17,638
Trade and other payables	**76,710**	90,317	**9,538**	5,545
Less: Cash and bank balances	**(11,053)**	(13,745)	**(302)**	(1,315)
Net debt	**187,876**	237,478	**40,677**	21,868
Total capital	**178,942**	159,593	**168,181**	173,427
Net debt	**187,876**	237,478	**40,677**	21,868
Total	**366,818**	397,071	**208,858**	195,295
Gearing ratio	**51%**	60%	**19%**	11%

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 not less than or equal to twenty-five percent (25%) of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40.0 million. The Company has complied with this requirement for the financial year ended 31 December 2018.

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

(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.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

5. CAPITAL AND FINANCIAL RISK MANAGEMENT (continued)

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

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

(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 or 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 16 and 18 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, 12, 16 and 18 to the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

6. PROPERTY, PLANT AND EQUIPMENT

	Note	Land and buildings RM'000	Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Capital work-in-progress RM'000	Total RM'000
Group						
2018						
Carrying amount						
As at 1 January 2018		5,057	1,433	2,382	735	9,607
Additions		351	–	149	228	728
Depreciation charge for the financial year	24	(1,201)	(430)	(738)	–	(2,369)
Reclassification		191	–	–	(191)	–
As at 31 December 2018		4,398	1,003	1,793	772	7,966
Cost		8,160	2,277	4,570	772	15,779
Accumulated depreciation		(3,762)	(1,274)	(2,777)	–	(7,813)
Carrying amount		4,398	1,003	1,793	772	7,966
2017						
Carrying amount						
As at 1 January 2017		5,961	1,863	2,960	266	11,050
Additions		234	–	277	544	1,055
Disposal		–	–	(18)	–	(18)
Written off		–	–	–	(75)	(75)
Depreciation charge for the financial year	24	(1,138)	(430)	(837)	–	(2,405)
As at 31 December 2017		5,057	1,433	2,382	735	9,607
Cost		7,618	2,277	4,421	735	15,051
Accumulated depreciation		(2,561)	(844)	(2,039)	–	(5,444)
Carrying amount		5,057	1,433	2,382	735	9,607

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

6. PROPERTY, PLANT AND EQUIPMENT (continued)

	Note	Buildings RM'000	Motor vehicles RM'000	Office equipment, furniture and fittings RM'000	Total RM'000
Company					
2018					
Carrying amount					
As at 1 January 2018		**1,336**	**1,391**	**1,001**	**3,728**
Additions		**–**	**–**	**45**	**45**
Depreciation charge for the financial year	24	**(180)**	**(409)**	**(249)**	**(838)**
As at 31 December 2018		**1,156**	**982**	**797**	**2,935**
Cost		**1,795**	**2,047**	**1,905**	**5,747**
Accumulated depreciation		**(639)**	**(1,065)**	**(1,108)**	**(2,812)**
Carrying amount		**1,156**	**982**	**797**	**2,935**
2017					
Carrying amount					
As at 1 January 2017		1,516	1,800	1,253	4,569
Additions		–	–	81	81
Disposal		–	–	(1)	(1)
Depreciation charge for the financial year	24	(180)	(409)	(332)	(921)
As at 31 December 2017		1,336	1,391	1,001	3,728
Cost		1,795	2,047	1,860	5,702
Accumulated depreciation		(459)	(656)	(859)	(1,974)
Carrying amount		1,336	1,391	1,001	3,728

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 are initially measured at cost. After initial recognition, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

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. 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%

Capital work-in-progress consists of office shoplots under construction for intended use as office premises. The amount is stated at cost and includes capitalisation of interest incurred on borrowings related to capital work-in-progress. Capital work-in-progress are not depreciated until such time when the assets are available for use.

(c) Included in property, plant and equipment of the Group and of the Company are assets acquired under hire purchase arrangements with a carrying amount of RM947,000 (2017: RM1,335,000).

7. INVESTMENT PROPERTIES

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Investment properties		**825**	852	**825**	852
Investment properties under construction		**–**	5,918	**–**	–
		825	6,770	**825**	852
Investment properties pledged as securities	16	**–**	5,918	**–**	–

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

7. INVESTMENT PROPERTIES (continued)

(a) Details of the investment properties are as follows:

	Group and Company	
	2018 RM'000	2017 RM'000
Investment properties		
Carrying amount		
As at 1 January	**852**	878
Depreciation charge for the financial year	**(27)**	(26)
As at 31 December	**825**	852
Cost	**1,304**	1,304
Accumulated depreciation	**(479)**	(452)
	825	852

		Group	
	Note	2018 RM'000	2017 RM'000
Investment properties under construction			
Carrying amount			
As at 1 January		**5,918**	4,890
Additions		**2,201**	1,028
Transfer to inventories	10(a)(ii)	**(8,119)**	–
As at 31 December		**–**	5,918
Cost		**–**	5,918
Accumulated depreciation		**–**	–
		–	5,918

(b) Investment properties are initially measured at cost, which includes transaction costs. After initial recognition, 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 rate for investment properties is 2.00% per annum.

7. INVESTMENT PROPERTIES (continued)

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

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

(e) In the previous financial year, additions to investment properties under construction included interest expense of RM183,000. Interest costs were capitalised at rates ranging from 5.38% to 7.66% per annum.

(f) The fair value of investment properties of the Group and of the Company are categorised as follows:

Land and buildings	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Group				
2018	–	–	**2,757**	**2,757**
2017	–	–	11,158	11,158
Company				
2018	–	–	**2,757**	**2,757**
2017	–	–	2,456	2,456

(i) There were no transfers between Level 1, Level 2, and Level 3 fair value measurements during the financial years ended 31 December 2018 and 31 December 2017.

(ii) The fair value of the investment properties was determined using comparison method by the management. The comparison method entails comparing the property with comparable properties which have been sold or are being offered for sale.

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

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 and Company	
	2018 RM'000	2017 RM'000
Rental income derived from investment properties	**114**	114
Direct operating expenses arising from investment properties	**43**	43

8. INVESTMENTS IN SUBSIDIARIES

	Company	
	2018 RM'000	2017 RM'000
Unquoted shares, at costs	**119,999**	119,840
Less: Accumulated impairment losses	**(35,653)**	(34,797)
	84,346	85,043

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

(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 subsidiaries.

During the financial year, impairment loss on investment in a subsidiary amounting to RM856,000 has been recognised due to the continuous losses incurred by this subsidiary. The net carrying amount of investment in this subsidiary amounted to RM4,241,000 as at 31 December 2018.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

8. INVESTMENTS IN SUBSIDIARIES (continued)

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

Name of company	Country of incorporation	Effective interest in equity 2018 %	Effective interest in equity 2017 %	Principal activities
Dynamic Unity Sdn. Bhd.	Malaysia	**100**	100	Investment holding
Bukit Punchor Development Sdn. Bhd.	Malaysia	**100**	100	Property development
Thriven TT Sdn. Bhd.(f.k.a. Mulpha Argyle Property Sdn. Bhd.) ('TTTSB')	Malaysia	**90**	90	Property development
Lumi Hospitality Sdn. Bhd.	Malaysia	**100**	100	Investment holding
MLB Quarry Sdn. Bhd.	Malaysia	**60**	60	Licensing of a quarry plant
Eco Green Services Sdn. Bhd.	Malaysia	**100**	100	Maintenance services and facilities management services
Thriven Properties Sdn. Bhd.	Malaysia	**100**	100	Property ownership and management
Bakat Stabil Sdn. Bhd.	Malaysia	**93**	100	Property development
Mayfair Ventures Sdn. Bhd.	Malaysia	**100**	100	Property development
Thriven Amona Sdn. Bhd.	Malaysia	**51**	51	Property development
Thriven NCR Sdn. Bhd.	Malaysia	**85**	85	Property development
Verdant Parc Sdn. Bhd.	Malaysia	**100**	–	Property development
Subsidiary of Dynamic Unity Sdn. Bhd.				
Golden Cignet Sdn. Bhd.	Malaysia	**100**	100	Property development

All subsidiaries are audited by BDO PLT.

(i) On 8 May 2018, the Company incorporated a new wholly owned subsidiary, Verdant Parc Sdn. Bhd. ('VPSB'). The paid up capital of VPSB is RM100 divided into 100 ordinary shares.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

8. INVESTMENTS IN SUBSIDIARIES (continued)

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

(ii) On 10 August 2018, Bakat Stabil Sdn. Bhd. ('BSSB') increased its share capital from RM2 to RM63,000 by way of issuance of 62,998 ordinary shares at RM1.00 each. The Company acquired additional 58,798 ordinary shares in BSSB for a total cash consideration of RM58,798 and the remaining additional 4,200 ordinary shares were subscribed by the non-controlling interests for cash consideration of RM4,200. This resulted in the decrease in equity interest in BSSB from 100% to 93% as at the end of the reporting period.

(iii) On 21 September 2018, Eco Green Services Sdn. Bhd. ('EGSSB') increased its share capital from 2 to 100,000 by way of issuance of 99,998 ordinary shares at RM1.00 each. The Company acquired the additional 99,998 ordinary shares in EGSSB for a total cash consideration of RM99,998.

(iv) In the previous financial year, the Company had fulfilled the conditions of the settlement agreement dated 2 December 2016 with the non-controlling interest for the subscription of 1,025,000 ordinary shares in Mayfair Ventures Sdn. Bhd. ('MVSB') for a total cash consideration of RM1,025,000. This resulted in the termination of the Subscription and Shareholder Agreement ('SSA') and the increase in equity interest in MVSB from 51% to 100% as at the end of the reporting period. The analysis of acquisition was disclosed in Note 32 to the financial statements.

(v) In the previous financial year, the Company acquired additional 117,000 ordinary shares in TTTSB for a total cash consideration of RM1.00 only from a non-controlling interest. This resulted in an increase in equity interest in TTTSB from 51% to 90% as at the end of the reporting period. The analysis of acquisition was disclosed in Note 32 to the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

8. INVESTMENTS IN SUBSIDIARIES (continued)

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

	Thriven TT Sdn. Bhd. RM'000	Bakat Stabil Sdn. Bhd. RM'000	Thriven Amona Sdn. Bhd. RM'000	MLB Quarry Sdn. Bhd. RM'000	Thriven NCR Sdn. Bhd. RM'000	Total RM'000
2018						
NCI percentage of ownership and voting interest	**10%**	**7%**	**49%**	**40%**	**15%**	
Carrying amount of NCI	**(2,998)**	**(507)**	**687**	**(436)**	**(25)**	**(3,279)**
Profit/(Loss) for the financial year/Total comprehensive income/(loss) allocated to NCI	**192**	**(77)**	**896**	**132**	**(18)**	**1,125**

	Mayfair Ventures Sdn. Bhd. RM'000	Thriven TT Sdn. Bhd. RM'000	Thriven Amona Sdn. Bhd. RM'000	MLB Quarry Sdn. Bhd. RM'000	Thriven NCR Sdn. Bhd. RM'000	Total RM'000
2017						
NCI percentage of ownership and voting interest	– *	10% *	49%	40%	15%	
Carrying amount of NCI	–	(3,190)	(68)	(568)	(7)	(3,833)
Profit/(Loss) for the financial year and total comprehensive income/(loss) allocated to NCI	1,081	(85)	456	145	(7)	1,590

* *Increase in equity interest by the Company in subsidiaries in the previous financial year as disclosed in Notes 8(d)(iv) and 8(d)(v) to the financial statements.*

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

8. INVESTMENTS IN SUBSIDIARIES (continued)

(f) 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
2018					
Assets and liabilities					
Non-current assets	–	–	1,035	–	4
Current assets	3	52,937	53,779	25	418
Non-current liabilities	–	(4,177)	(19,367)	–	–
Current liabilities	(29,986)	(37,303)	(34,045)	(1,115)	(586)
Net (liabilities)/assets	(29,983)	11,457	1,402	(1,090)	(164)
Results					
Revenue	–	–	38,448	1,297	–
Profit/(Loss) for the financial year and total comprehensive income/(loss)	1,920	(2,542)	1,828	329	(117)
Cash flows (used in)/from operating activities	(9)	6,797	(6,096)	(49)	(15)
Cash flows used in investing activities	–	–	(344)	–	(5)
Cash flows (used in)/from financing activities	–	(6,804)	4,257	–	–
Net decrease in cash and cash equivalents equivalents	(9)	(7)	(2,183)	(49)	(20)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

8. INVESTMENTS IN SUBSIDIARIES (continued)

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

	Thriven TT Sdn. Bhd. RM'000	Thriven Amona Sdn. Bhd. RM'000	MLB Quarry Sdn. Bhd. RM'000	Thriven NCR Sdn. Bhd. RM'000
2017				
Assets and liabilities				
Non-current assets	–	638	–	–
Current assets	12	44,741	328	144
Non-current liabilities	-	(18,915)	–	–
Current liabilities	(31,916)	(26,602)	(1,747)	(191)
Net liabilities	(31,904)	(138)	(1,419)	(47)
Results				
Revenue	–	18,043	502	–
Profit/(Loss) for the financial year and total comprehensive income/(loss)	2,044	930	363	(47)
Cash flows from/(used in) operating activities	7,468	(8,664)	31	41
Cash flows used in investing activities	(8,273)	(102)	–	–
Cash flows from financing activities	330	12,107	–	–
Net (decrease)/increase in cash and cash equivalents	(475)	3,341	31	41

9. GOODWILL

	Note	Group 2018 RM'000	2017 RM'000
As at 1 January		5,314	7,205
Less: Impairment losses	24	–	(1,891)
As at 31 December		5,314	5,314

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

9. GOODWILL (continued)

	Cost RM'000	Accumulated impairment losses RM'000	Carrying amount RM'000
Group			
2018	**31,675**	**(26,361)**	**5,314**
2017	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') (2017: TASB and Mulpha Argyle Property Sdn. Bhd.). An impairment loss amounting to RM1,891,000 was recognised in the previous financial year due to Mulpha Argyle Property Sdn. Bhd. was in a capital deficiency position and not having any future planned projects, which resulted the relevant carrying amount of goodwill was lower than the recoverable amount.

(c) For the purpose of impairment testing, goodwill is allocated to the subsidiary acquired, which represent 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 were based on the following key assumptions:

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

(ii) The pre-tax discount rate of 8.40% (2017: 8.70%) is applied in discounting the cash flows and was based on the weighted average cost of capital and relevant risk factors of the subsidiary.

(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.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

10. INVENTORIES

	Note	Group 2018 RM'000	Group 2017 RM'000
Non-current assets			
Properties held for development	10(a)(i)	**33,502**	34,758
Current assets			
Properties under development	10(a)(ii)	**245,364**	275,157
Completed properties		**432**	288
		245,796	275,445
Total inventories		**279,298**	310,203
Inventories pledged as securities:			
- Properties under development	16	**240,820**	272,972

(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				
2018				
As at 1 January		6,344	28,414	34,758
Additions		–	223	223
Recognised in profit or loss		–	(1,479)	(1,479)
As at 31 December		6,344	27,158	33,502
2017				
As at 1 January		6,344	29,964	36,308
Additions		–	174	174
Transfer from properties under development	10(a)(ii)	–	3	3
Recognised in profit or loss		–	(1,727)	(1,727)
As at 31 December		6,344	28,414	34,758

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

10. INVENTORIES (continued)

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

(ii) Current assets - Properties under development

	Note	Land costs RM'000	Development costs RM'000	Accumulated costs charged to profit or loss RM'000	Accumulated impairment losses RM'000	Total RM'000
Group						
At cost						
2018						
As at 1 January		**166,419**	**210,780**	**(102,042)**	**–**	**275,157**
Cost incurred during the financial year		**–**	**152,133**	**–**	**–**	**152,133**
Transfer from investment properties under construction	7(a)	**2,372**	**5,747**	**–**	**–**	**8,119**
Transfer to inventories		**(7)**	**(283)**	**–**	**–**	**(290)**
Reversal of completed projects		**(320)**	**(12,518)**	**12,838**	**–**	**–**
Cost recognised in profit or loss during the financial year		**–**	**–**	**(189,755)**	**–**	**(189,755)**
As at 31 December		**168,464**	**355,859**	**(278,959)**	**–**	**245,364**
2017						
As at 1 January		198,624	132,374	(25,550)	(19,012)	286,436
Cost incurred during the financial year		–	101,060	–	–	101,060
Transfer to properties held for development	10(a)(i)	–	(3)	–	–	(3)
Transfer to inventories		(14)	(274)	-	–	(288)
Reversal of completed projects		(365)	(8,279)	8,644	–	–
Disposal		(31,826)	(14,098)	–	19,012	(26,912)
Cost recognised in profit or loss during the financial year		–	–	(85,136)	–	(85,136)
As at 31 December		166,419	210,780	(102,042)	–	275,157

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

10. INVENTORIES (continued)

(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) Borrowing costs capitalised during the financial year of the Group amounted to RM17,255,000 (2017: RM14,066,000) with interest rates ranging from 5.21% to 7.68% (2017: 5.19% to 7.66%) per annum.

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

(f) During the financial year, completed properties of the Group recognised as cost of sales amounted to RM146,000 (2017: RM1,131,000).

11. TRADE AND OTHER RECEIVABLES

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Trade receivables					
Third parties		**18,639**	29,748	**–**	4,561
Less: Impairment losses					
- Third parties		**(455)**	(4,705)	**–**	(4,561)
	21	**18,184**	25,043	**–**	–
Contract assets in relation to property development activities	21	**53,012**	36,349	**–**	–
Less: Impairment losses		**(291)**	–	**–**	–
		52,721	36,349	**-**	–
Total trade receivables		**70,905**	61,392	**–**	–

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

11. TRADE AND OTHER RECEIVABLES (continued)

	Group		Company	
	2018 RM'000	2017 RM'000	2018 RM'000	2017 RM'000
Other receivables				
Amounts due from subsidiaries	–	–	154,937	136,388
Third parties	2,677	2,521	1,637	1,665
Deposits	796	584	180	56
	3,473	3,105	156,754	138,109
Less: Impairment losses on:				
- Amounts due from subsidiaries	–	–	(34,814)	(31,542)
- Other receivables	(1,775)	(1,780)	(1,235)	(1,235)
Total other receivables	1,698	1,325	120,705	105,332
Total receivables	72,603	62,717	120,705	105,332
Prepayments	64	146	66	76
	72,667	62,863	120,771	105,408

(a) Receivables are classified as financial assets 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 (2017: 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) Contract assets in relation to property development activities represent remaining contractual billings to customers from its property development activities and would be billed progressively in accordance to stages of construction completed. Contract assets are transferred to receivables when rights to economic benefits become unconditional. This usually occurs when the Group issues billing to the customer.

(d) Non-trade balances due from subsidiaries represent advances and payments on behalf, which are unsecured, interest-free and repayable on demand in cash and cash equivalents except for an amount of RM119,619,000 (2017: RM104,711,000), which bear interest at rates ranging from 6.00% to 8.00% (2017: 6.00% to 8.00%) per annum.

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

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

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

11. TRADE AND OTHER RECEIVABLES (continued)

(f) Impairment for trade receivables (including contract assets) are recognised based on the simplified approach of calculating the lifetime expected credit losses.

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 loss. 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 and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised within the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectable, the gross carrying value of the asset would be written off against the associated impairment.

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

(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. 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 probability of non-payment by other receivables and amounts owing 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 owing 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 2018

11. TRADE AND OTHER RECEIVABLES (continued)

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

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Trade receivables					
As at 1 January under MFRS 139		4,705	4,572	4,561	4,572
Restated through opening retained earnings	33	1,621	–	–	–
Opening impairment loss of trade receivables in accordance with MFRS 9		6,326	4,572	4,561	4,572
Charge for the financial year	24	109	144	–	–
Reversal of impairment losses	23	(1,128)	(11)	–	(11)
Write off		(4,561)	–	(4,561)	–
As at 31 December		746	4,705	–	4,561
Other receivables					
As at 1 January under MFRS 139		1,780	1,235	1,235	1,235
Restated through opening retained earnings		–	–	–	–
Opening impairment loss of other receivables in accordance with MFRS 9		1,780	1,235	1,235	1,235
Charge for the financial year	24	–	545	–	–
Reversal of impairment losses	23	(5)	–	–	–
As at 31 December		1,775	1,780	1,235	1,235

11. TRADE AND OTHER RECEIVABLES (continued)

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

	Note	Company 2018 RM'000	Company 2017 RM'000
Amounts due from subsidiaries			
As at 1 January under MFRS 139		31,542	33,770
Restated through opening retained earnings	33	3,124	–
Opening impairment loss of amounts due from subsidiaries in accordance with MFRS 9		34,666	33,770
Charge for the financial year	24	628	43
Reversal of impairment losses	23	(480)	(333)
Write off		–	(1,938)
As at 31 December		34,814	31,542

(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 2018 RM'000	Group 2017 RM'000
Maximum exposure	18,184	25,043
Collateral obtained	–	–
Net exposure to credit risk	18,184	25,043

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

11. TRADE AND OTHER RECEIVABLES (continued)

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

	Gross carrying amount RM'000	Total allowance RM'000	Balance as at 31.12.2018 RM'000
Group			
2018	**12,943**	**(113)**	**12,830**
Current			
Past due			
1 to 30 days	**1,199**	**(75)**	**1,124**
31 to 60 days	**1,697**	**(12)**	**1,685**
More than 60 days	**2,800**	**(255)**	**2,545**
	5,696	**(342)**	**5,354**
	18,639	**(455)**	**18,184**
Group			
2017 *			
Current	22,041	–	22,041
Past due			
1 to 30 days	1,315	–	1,315
31 to 60 days	775	–	775
More than 60 days	5,617	(4,705)	912
	7,707	(4,705)	3,002
	29,748	(4,705)	25,043
Company			
2017 *			
Current	–	–	–
Past due			
1 to 30 days	–	–	–
31 to 60 days	–	–	–
More than 60 days	4,561	(4,561)	–
	4,561	(4,561)	–
	4,561	(4,561)	–

* Comparative information is as required under MFRS 139 *Financial Instrument*.

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 99.52% (2017: 99.54%) of total receivables as at the end of the reporting period.

12. CASH AND BANK BALANCES

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Cash and bank balances		**10,396**	12,033	**46**	760
Deposits with licensed banks		**657**	1,712	**256**	555
As reported in the statements of financial position		**11,053**	13,745	**302**	1,315
Less:					
- Bank overdrafts	16	**(23,102)**	(19,984)	**(3,268)**	–
- Deposit placed with a licensed bank with maturity of more than three (3) months		**(400)**	(140)	**–**	–
- Deposits pledged to licensed banks	16	**(257)**	(555)	**(257)**	(555)
Cash and cash equivalents		**(12,706)**	(6,934)	**(3,223)**	760

(a) Included in cash and bank balances of the Group and of the Company is a balance of RM8,658,000 (2017: RM9,497,000) 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.

(b) Deposits with licensed banks have maturity period ranging from one (1) month to one (1) year (2017: one (1) month to one (1) year).

(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 16 to the financial statements.

(d) The weighted average effective interest rate of deposits with licensed banks of the Group and of the Company are 3.05% (2017: 3.06%) and 2.95% (2017: 2.95%) 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 significantly affected by changes in interest rates.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

12. CASH AND BANK BALANCES (continued)

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

(f) No expected credit losses were recognised arising from the deposits with financial institutions because the probability of default by these financial institutions were negligible.

13. SHARE CAPITAL

	Group and Company			
	2018		2017	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Issued and fully paid				
As at 1 January	376,699	44,852	376,699	37,670
Issuance of bonus shares	120,544	4,872	–	-
Transfer from share premium account pursuant to the Companies Act 2016	–	–	–	7,182
As at 31 December	497,243	49,724	376,699	44,852

(a) Owners of the parent are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the residual assets of the Company.

(b) During the financial year, the Company increased its issued and fully paid-up ordinary share capital from 376,699,125 to 497,242,726 by way of bonus issue of 120,543,601 new ordinary shares of RM0.10 each, on the basis of 8 bonus shares for every 25 existing ordinary shares ("Bonus Shares"). The Bonus Shares were issued by capitalising RM7,182,000 from share premium as provided under Section 618(3) of the Companies Act 2016 with the remaining balance of RM4,872,360 from retained earnings.

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

(c) With the introduction of the Companies Act 2016 effective 31 January 2017, the concepts of authorised share capital and par value of share capital had been abolished. Consequently, balance within the share premium account of RM7,182,000 had been transferred to the share capital account pursuant to the transitional provisions set out in Section 618(2) of the Companies Act 2016. Notwithstanding this provision, the Company may utilise its share premium account for purposes stipulated in Section 618(3) of the Companies Act 2016 for a transitional period of 24 months from 31 January 2017. There was no impact on the number of ordinary shares in issue or the relative entitlement of any of the members as a result of this transition.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

14. RESERVES

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Non-distributable					
Warrant reserve	14(a)	**14,126**	14,126	**14,126**	14,126
Capital reserve	14(b)	**89,559**	89,559	**83,203**	83,203
Distributable					
Retained earnings		**25,533**	11,056	**21,128**	31,246
		129,218	114,741	**118,457**	128,575

(a) Warrant reserve

The warrant reserve arose from the issuance of warrants, which would be transferred to share capital upon the holder converting the warrants to ordinary shares. Warrant reserve related to the unexercised warrants would be transferred to retained earnings upon expiry on 5 October 2020. As at 31 December 2018, none of the warrants were exercised.

(b) Capital reserve

The capital reserve represents the following:

	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Changes in ownership interest in a subsidiary				
As at 1 January	**12,156**	8,601	**5,800**	5,800
Additions	**–**	3,555	**–**	–
As at 31 December	**12,156**	12,156	**5,800**	5,800
Reduction in par value of the ordinary shares of the Company in year 2010	**77,403**	77,403	**77,403**	77,403
	89,559	89,559	**83,203**	83,203

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

15. DEFERRED TAX LIABILITIES

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

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
As at 1 January		**(1,673)**	(4,294)	**–**	–
Recognised in profit or loss	27	**1,267**	2,621	**–**	–
As at 31 December		**(406)**	(1,673)	**–**	–
Represented by:					
Deferred tax assets, net		**–**	–	**–**	–
Deferred tax liabilities, net		**(406)**	(1,673)	**–**	–
		(406)	(1,673)	**–**	–

(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

	Provisions RM'000
As at 1 January 2017	**1,394**
Recognised in profit or loss	**(1,394)**
As at 31 December 2017	**–**

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

15. DEFERRED TAX (continued)

(b) The components and movements of deferred tax assets and liabilities during the financial year prior to offsetting are as follows (continued):

Deferred tax liabilities of the Group

	Inventories RM'000	Property, plant and equipment RM'000	Total RM'000
As at 1 January 2018	(1,659)	(14)	(1,673)
Recognised in profit or loss	1,263	4	1,267
As at 31 December 2018	(396)	(10)	(406)
As at 1 January 2017	(5,615)	(73)	(5,688)
Recognised in profit or loss	3,956	59	4,015
As at 31 December 2017	(1,659)	(14)	(1,673)

(c) The amounts of temporary differences for which no deferred tax assets have been recognised in the consolidated statements of financial position are as follows:

	Group		Company	
	2018 RM'000	2017 RM'000	2018 RM'000	2017 RM'000
Unused tax losses	**33,438**	33,859	**507**	603
Unabsorbed capital allowances	**1,535**	1,361	**1,506**	1,336
Other taxable temporary differences	**(619)**	(743)	**(606)**	(709)
	34,354	34,477	**1,407**	1,230

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.

The unused tax losses up to the year of assessment 2018 shall be deductible until the year of assessment 2025. The unused tax losses for the year of assessment 2019 onwards will expire in 7 years.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

16. BANK BORROWINGS

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Non-current					
Term loans		**9,067**	25,745	**1,750**	–
Bridging loans		**13,734**	22,677	**–**	–
Hire purchase creditors		**895**	1,123	**895**	1,123
		23,696	49,545	**2,645**	1,123
Current					
Term loans		**11,883**	47,862	**–**	–
Bridging loans		**38,010**	27,000	**–**	–
Revolving credits		**25,300**	16,300	**25,300**	16,300
Hire purchase creditors		**228**	215	**228**	215
Bank overdrafts		**23,102**	19,984	**3,268**	–
		98,523	111,361	**28,796**	16,515
Total borrowings					
Term loans		**20,950**	73,607	**1,750**	–
Bridging loans		**51,744**	49,677	**–**	–
Hire purchase creditors	17	**1,123**	1,338	**1,123**	1,338
Revolving credits		**25,300**	16,300	**25,300**	16,300
Bank overdrafts	12	**23,102**	19,984	**3,268**	–
		122,219	160,906	**31,441**	17,638

(a) Bank borrowings are classified as financial liabilities, and are measured at amortised cost.

(b) Bank borrowings are denominated in RM.

(c) The bank borrowings are secured by the following:

(i) Pledge of investment properties of the Group as disclosed in Note 7 to the financial statements;

(ii) Pledge of certain properties under development of the Group as disclosed in Note 10 to the financial statements;

(iii) 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 12 to the financial statements; and

(iv) Corporate guarantees by the Company.

16. BANK BORROWINGS (continued)

(d) 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.

(e) Bank borrowings that are not carried at fair values and whose carrying amounts are reasonable approximation of fair values are as follows:

	2018		2017	
	Carrying amount RM'000	Fair value RM'000	Carrying amount RM'000	Fair value RM'000
Group and Company				
Hire purchase creditors	**1,123**	1,096	**1,338**	1,309

Fair values of the bank borrowings are estimated by discounting expected future cash flows at the current market interest rate available to the Group and the Company for similar instruments.

Carrying amounts of hire purchase creditors are reasonable approximation of fair values due to the current rates offered to the Group and the Company approximate the market rates for similar borrowings of the same remaining maturities.

(f) 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 2018					
Floating rates					
Term loans	4.71	**11,883**	**9,067**	**–**	**20,950**
Bridging loans	5.37	**38,010**	**13,734**	**–**	**51,744**
Revolving credits	5.33	**25,300**	**–**	**–**	**25,300**
Bank overdrafts	6.58	**23,102**	**–**	**–**	**23,102**
Fixed rates					
Hire purchase creditors	5.00	**228**	**895**	**–**	**1,123**

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

16. BANK BORROWINGS (continued)

(f) 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
Group					
31 December 2017					
Floating rates					
Term loans	5.38	47,862	25,745	–	73,607
Bridging loans	5.38	27,000	22,677	–	49,677
Revolving credits	5.33	16,300	–	–	16,300
Bank overdrafts	7.66	19,984	–	–	19,984
Fixed rates					
Hire purchase creditors	5.00	215	986	137	1,338
Company					
31 December 2018					
Floating rates					
Term loans	5.19	**–**	**1,750**	**–**	**1,750**
Revolving credits	5.33	**25,300**	**–**	**–**	**25,300**
Bank overdrafts	7.01	**3,268**	**–**	**–**	**3,268**
Fixed rates					
Hire purchase creditors	5.00	**228**	**895**	**–**	**1,123**
31 December 2017					
Floating rates					
Revolving credits	5.33	**16,300**	**–**	**–**	**16,300**
Fixed rates					
Hire purchase creditors	5.00	**215**	**986**	**137**	**1,338**

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

16. BANK BORROWINGS (continued)

(g) 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 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Effects of 50 basis points changes to profit/ (loss) after tax				
- Increase by 0.5% (2017: 0.5%)	**(460)**	(606)	**(115)**	(62)
- Decrease by 0.5% (2017: 0.5%)	**460**	606	**115**	62

(h) 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 2018				
Term loans	**12,702**	**9,337**	**–**	**22,039**
Bridging loans	**40,205**	**14,613**	**–**	**54,818**
Hire purchase creditors	**278**	**972**	**–**	**1,250**
Revolving credits	**25,300**	**–**	**–**	**25,300**
Bank overdrafts	**23,102**	**–**	**–**	**23,102**
	101,587	**24,922**	**–**	**126,509**
31 December 2017				
Term loans	50,492	27,419	–	77,911
Bridging loans	29,185	23,178	–	52,363
Hire purchase creditors	278	1,111	139	1,528
Revolving credits	16,300	–	–	16,300
Bank overdrafts	19,984	–	–	19,984
	116,239	51,708	139	168,086

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

16. BANK BORROWINGS (continued)

(h) 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 (continued):

	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
Company				
31 December 2018				
Term loans	–	1,838	–	1,838
Hire purchase creditors	278	972	–	1,250
Revolving credits	25,300	–	–	25,300
Bank overdrafts	3,268	–	–	3,268
	28,846	2,810	–	31,656
31 December 2017				
Hire purchase creditors	278	1,111	139	1,528
Revolving credits	16,300	–	–	16,300
	16,578	1,111	139	17,828

17. HIRE PURCHASE CREDITORS

	Note	Group and Company 2018 RM'000	2017 RM'000
Minimum hire purchase payments:			
- not later than one (1) year		278	278
- later than one (1) year and not later than five (5) years		972	1,111
- later than five (5) years		–	139
Total minimum hire purchase payments		1,250	1,528
Less: Future interest charges		(127)	(190)
Present value of hire purchase payments	16	1,123	1,338

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

17. HIRE PURCHASE CREDITORS (continued)

	Note	Group and Company 2018 RM'000	Group and Company 2017 RM'000
Repayable as follows:			
Current liabilities			
- not later than one (1) year		**228**	215
Non-current liabilities			
- later than one (1) year and not later than five (5) years		**895**	986
- later than five (5) years		**–**	137
		895	1,123
		1,123	1,338

18. TRADE AND OTHER PAYABLES

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Trade payables					
Third parties		**40,177**	26,129	**1**	1
Other payables					
Amounts due to subsidiaries		**–**	–	**8,707**	4,763
Amounts due to related parties		**9,664**	36,403	**–**	–
Third parties		**1,110**	1,751	**319**	444
Accruals		**24,031**	23,320	**472**	298
Deposits received	21	**1,728**	2,714	**39**	39
		36,533	64,188	**9,537**	5,544
Total payables		**76,710**	90,317	**9,538**	5,545

(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 (2017: 30 to 45 days).

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

18. TRADE AND OTHER PAYABLES (continued)

(c) Included in trade payables of the Group and of the Company are retention sums for contract works of RM15,748,000 and RM1,000 respectively (2017:RM7,900,000 and RM1,000). The retention sums are unsecured, interest-free and payable upon the expiry of the defect liability periods of 12 to 24 months.

(d) Non-trade balances due to related parties represent advances and payments on behalf, which are unsecured, interest-free and payable on demand in cash and cash equivalents. Non-trade balances due to related parties bear interest rates ranging from 6.00% to 8.00% (2017: 6.00% to 8.00%) per annum.

(e) Included in the amounts due to related parties is a balance of RM7,907,000 (2017: RM36,403,000) due to MJC Development Sdn. Bhd. ('MJC'), which represents the remaining outstanding balance due for the acquisitions of securities in MVSB, which were previously held by MJC as detailed in the settlement agreement dated 2 December 2016.

(f) Included in the accruals is an amount of RM23,339,000 (2017: RM12,592,000), which mainly represents project cost accruals of the Group.

(g) Trade and other payables are denominated in RM.

(h) 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 is payable on demand or within one (1) year.

(i) 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 significantly affected by change in interest rates.

19. REDEEMABLE PREFERENCE SHARES

	Group			
	2018		2017	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Issued and fully paid				
As at 1 January	–	–	–	–
Issuance of redeemable preference shares to non-controlling interests by a subsidiary	2	2,493	–	–
As at 31 December	2	2,493	–	–

19. REDEEMABLE PREFERENCE SHARES (continued)

Redeemable preference shares represent preference shares issued by a subsidiary of the Company, Bakat Stabil Sdn. Bhd., to its non-controlling interests during the financial year.

The salient features of the redeemable preference shares are as follows:

(a) The redeemable preference shares, are to be redeemed in whole or in part, at any time on or before 31 December 2022 and the redemption price shall be paid together with any accrued dividend.

(b) The redeemable preference shares carry a cumulative dividend of 8% per annum, such dividend shall accrue at 8% per annum and compounded on the anniversary dates of its issuance unless paid by the subsidiary.

(c) The right, on winding up or on repayment of capital, to repayment of the capital paid-up or credited as paid-up on those redeemable preference shares in priority or in preference to any repayment to any holders of ordinary shares.

(d) Holders of redeemable preference shares shall not be entitled to surplus assets and profits of the subsidiary.

20. OTHER CURRENT LIABILITIES

		Group	
	Note	2018 RM'000	2017 RM'000
Deferred revenue on advance billings of property sales	21	–	133

Other current liabilities represented advance billings issued on the property sales prior to the Group fulfilling the performance obligations. In the previous financial year, the Group recognised project costs of RM7,464,000 in the cost of sales.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

21. REVENUE

	Group		Company	
	2018 RM'000	2017 RM'000	2018 RM'000	2017 RM'000
Revenue from contracts with customers:				
Property development:				
- Sales of completed properties	346	2,152	–	–
- Sales of properties under construction	237,946	119,805	–	–
	238,292	121,957	–	–
Operation of a quarry plant	382	502	–	–
Property management	291	297	–	–
Management fee	–	–	5,175	3,611
	238,965	122,756	5,175	3,611
Other revenue:				
Rental of investment properties	114	114	114	114
Dividend income	–	–	–	4,000
	239,079	122,870	5,289	7,725

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.

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:

(a) the customer simultaneously receives and consumes all of the benefits provided by the Group and the Company;

(b) the performance of the Group and of the Company creates or enhances a customer-controlled asset; or

(c) 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.

21. REVENUE (continued)

The Group and the Company recognises revenue when it transfers 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.

(ii) Revenue from sale of properties under construction

Revenue from sale of properties under construction is recognised over time, commencing upon the Group entities entering into agreements with its customers. Revenue is recognised over time using input method based on the percentage of completion measured by reference to the property development costs incurred for work performed to date against the estimated property development costs to completion.

(b) Operation of a quarry plant

Revenue derived from the operation of a quarry plant comprises the leasing of usage rights of a plot of land to a third party. The revenue is recognised net of cost based on the quantity extracted from the land calculated on a fixed rate.

(c) Property management

Revenue of property management is derived from providing maintenance and facilities management services. The revenue from services rendered is recognised in the period the service was provided to the customers.

(d) Management fees

Management fees are recognised when services are rendered.

(e) Dividend income

The dividend income of the Company was derived from the subsidiaries. The revenue was recognised when the right to receive payment of the Company is established.

(f) 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 on a straight-line basis over the term of the lease.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

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	
	2018 RM'000	2017 RM'000	2018 RM'000	2017 RM'000	2018 RM'000	2017 RM'000
Group						
Property development	**346**	2,152	**237,946**	119,805	**238,292**	121,957
Operation of a quarry plant	**382**	502	**–**	–	**382**	502
Property management	**815**	752	**–**	–	**815**	752
Management fee	**–**	–	**5,175**	3,611	**5,175**	3,611
Total reportable segment	**1,543**	3,406	**243,121**	123,416	**244,664**	126,822
Adjustments and eliminations	**(524)**	(455)	**(5,175)**	(3,611)	**(5,699)**	(4,066)
Total	**1,019**	2,951	**237,946**	119,805	**238,965**	122,756
Company						
Management fee	**–**	–	**5,175**	3,611	**5,175**	3,611

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

21. REVENUE (continued)

B. Contract balances

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

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Contract receivables, included in 'Trade and other receivables'	11	**18,184**	25,043	**–**	–
Contract balances:					
- Contract assets in relation to property development activities	11	**53,012**	36,349	**–**	–
- Deposits received	18	**(1,728)**	(2,714)	**(39)**	(39)
- Deferred revenue	20	**–**	(133)	**–**	–
Contract assets		**51,284**	33,502	**(39)**	(39)

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 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
As at 1 January	**33,502**	531	**(39)**	(39)
Performance obligations satisfied in previous financial year	**(39,073)**	(7,380)	**–**	–
Revenue recognised during financial year, included in contract liabilities at the beginning of the reporting period	**2,873**	6,156	**–**	–
	(2,698)	(693)	**(39)**	(39)
Deposits paid/(received) during financial year	**970**	(2,021)	**–**	–
Progress billings issued during financial year	**(182,407)**	(79,585)	**–**	–
Revenue recognised during financial year	**235,419**	115,801	**–**	–
As at 31 December	**51,284**	33,502	**(39)**	(39)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

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	
	2018 RM'000	2017 RM'000
Sales of properties under construction expected to be recognised in financial year:		
2018	–	259,958
2019	220,033	162,481
2020	59,123	29,466
2021	5,791	–
	284,947	451,905

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

22. COST OF SALES

	Group		Company	
	2018 RM'000	2017 RM'000	2018 RM'000	2017 RM'000
Property development:				
- Cost of completed properties	146	1,131	–	–
- Cost of properties under construction	191,234	94,327	–	–
	191,380	95,458	–	–
Investment properties	43	43	43	43
Property management	292	373	–	–
	191,715	95,874	43	43

23. OTHER INCOME

Other income comprises of the following:

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Interest income on:					
- fixed deposits with licensed banks		**46**	84	**14**	21
- housing development accounts		**158**	112	**–**	–
- others		**37**	70	**–**	–
- subsidiaries		**–**	–	**6,997**	5,849
		241	266	**7,011**	5,870
Reversal of impairment losses on:					
- amount due from a subsidiary	11(h)	**–**	–	**480**	333
- trade and other receivables		**1,133**	11	**–**	11
Write back of amount due to a related party		**–**	2,184	**–**	–
Miscellaneous		**340**	643	**2**	1
		1,714	3,104	**7,493**	6,215

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

24. OTHER EXPENSES

Included in other expenses are the following:

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Depreciation of property, plant and equipment	6	2,369	2,405	838	921
Depreciation of investment properties	7	27	26	27	26
Employee benefits	26	10,325	9,216	6,679	5,999
Impairment losses on:					
- amounts due from subsidiaries	11(h)	–	–	628	43
- goodwill	9	–	1,891	–	–
- investment in a subsidiary	8(c)	–	–	856	–
- trade and other receivables	11(h)	109	689	–	–
Bad debts written off		30	7	–	–
Rental expense on office premises		1,155	1,088	1,032	974

25. FINANCE COSTS

	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Interest expense on:				
- amounts due to subsidiaries	–	–	629	–
- bank overdrafts	284	637	160	83
- hire purchase creditors	63	75	62	75
- revolving credits	1,199	1,173	1,199	1,173
- term loans and bridging loans	910	1,748	17	–
- others	53	1	–	–
	2,509	3,634	2,067	1,331

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

26. EMPLOYEE BENEFITS

	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Salaries, wages, bonuses and allowances	**8,804**	7,994	**5,693**	5,210
Defined contribution plans	**1,045**	923	**662**	605
Social security contributions	**59**	56	**29**	31
Other staff-related expenses	**417**	243	**295**	153
	10,325	9,216	**6,679**	5,999

Included in employee benefits of the Group and of the Company are Directors' remuneration amounting to RM2,296,000 (2017: RM2,035,000).

27. TAXATION

	Note	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Current tax expense based on profit for the financial year		**7,449**	3,507	**272**	–
(Over)/Under provision in prior years		**(333)**	(27)	**103**	(103)
		7,116	3,480	**375**	(103)
Deferred tax					
- Relating to origination and reversal of temporary differences		**(843)**	(2,702)	**–**	–
- (Over)/Under provision in prior years		**(424)**	81	**–**	–
	15	**(1,267)**	(2,621)	**–**	–
		5,849	859	**375**	(103)

(a) Malaysian income tax is calculated at the statutory tax rate of 24% (2017: 24%) of the estimated taxable profit for the fiscal year.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

27. TAXATION (continued)

(b) Numerical reconciliation between the tax expense and the product of accounting profit/(loss) multiplied by the applicable tax rate of the Group and of the Company are as follows:

	Group 2018 RM'000	Group 2017 RM'000	Company 2018 RM'000	Company 2017 RM'000
Profit/(Loss) before tax	**27,369**	2,650	**(1,747)**	2,257
Tax at Malaysian statutory tax rate of 24% (2017: 24%)	**6,569**	636	**(419)**	542
Tax effects in respect of:				
Non-allowable expenses	**812**	290	**765**	758
Non-taxable income	**(745)**	(820)	**(116)**	(2,040)
Deferred tax assets not recognised	**50**	791	**42**	740
Utilisation of previously unrecognised deferred tax assets	**(80)**	(92)	**–**	–
	6,606	805	**272**	–
(Over)/Under provision in prior years				
- current tax expense	**(333)**	(27)	**103**	(103)
- deferred tax expense	**(424)**	81	**–**	–
	5,849	859	**375**	(103)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

28. EARNINGS PER ORDINARY SHARE

(a) Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

	Group 2018 RM'000	2017 RM'000
Profit attributable to equity holders of the parent	**20,395**	201
Weighted average number of ordinary shares in issue (unit)	**497,243**	497,243
Adjusted weighted average number of ordinary shares applicable to basic earnings per ordinary share (unit)	**497,243**	497,243
Basic earnings per ordinary share (sen)	**4.10**	0.04

(b) Diluted

The diluted earnings per ordinary share for the current and previous financial year is equal to the basic earnings per ordinary share for the respective financial year as there are no dilution effects of the warrants issued on the ordinary shares.

29. OPERATING LEASE COMMITMENTS

(a) The Group and the Company as a lessee

The Group and the Company had entered into non-cancellable lease agreements for certain premises for terms between one (1) to three (3) years and renewable at the end of the lease period subject to an increase clause.

The Group and the Company have aggregate future minimum lease commitments as at the end of each reporting period as follows:

	Group 2018 RM'000	2017 RM'000	Company 2018 RM'000	2017 RM'000
Not later than one (1) year	**1,257**	441	**1,071**	406
Later than one (1) year and not later than five (5) years	**1,711**	–	**1,577**	–
	2,968	441	**2,648**	406

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2018

29. OPERATING LEASE COMMITMENTS (continued)

(b) The Group and the Company as a lessor

The Group and the Company have entered into non-cancellable lease agreements on its investment properties for terms of one (1) year and renewable at the end of the lease period subject to an increase clause.

The Group and the Company have aggregate future minimum lease receivable as at the end of each reporting period as follows:

	Group and Company	
	2018 RM'000	2017 RM'000
Not later than one (1) year	19	96

30. 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.

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

	Group	
	2018 RM'000	2017 RM'000
Directors of the Company, close members of their families and companies in which they have interests		
Sale of properties	3,605	3,302
Other key management personnel		
Sale of properties	62	412

30. RELATED PARTY DISCLOSURES (continued)

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

	Company 2018 RM'000	Company 2017 RM'000
Subsidiaries of the Company		
Interest expense	**(629)**	–
Interest income	**6,997**	5,849
Management fee income	**5,175**	3,611
Maintenance fee	**(156)**	(94)
Dividend income	**–**	4,000

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.

(c) Compensation of key management personnel

The remunerations of Directors and other key management personnel during the financial year were as follows:

	Note	Group and Company 2018 RM'000	Group and Company 2017 RM'000
Directors' remuneration			
Salaries, bonuses and allowances		**2,079**	1,831
Defined contribution plans		**235**	204
	26	**2,314**	2,035
Estimated money value of benefits-in-kind		**106**	112
Fees		**154**	90
		2,574	2,237
Other key management personnel			
Salaries, bonuses and allowances		**985**	985
Defined contribution plans		**117**	117
		1,102	1,102
Estimated money value of benefits-in-kind		**7**	7
		3,683	3,346

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

30. RELATED PARTY DISCLOSURES (continued)

(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 2018 or entered into since the end of the previous financial year except as disclosed elsewhere in the financial statements.

31. CONTINGENT LIABILITIES

	Company	
	2018 RM'000	2017 RM'000
Corporate guarantees given to financial institutions for credit facility granted to subsidiary companies		
- Limit of guarantee	**210,800**	456,340
- Amount utilised	**90,779**	143,267

The Group designates corporate guarantees given to financial institutions for credit facilities granted to subsidiaries as financial liabilities at the time the guarantee is issued.

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. Accordingly, 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.

31. CONTINGENT LIABILITIES (continued)

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:

Corporate guarantees	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
Company				
2018	**64,322**	**26,457**	**–**	**90,779**
2017	94,845	48,422	–	143,267

32. ACQUISITION OF ADDITIONAL INTERESTS IN SUBSIDIARIES

(a) Acquisition of Mayfair Ventures Sdn. Bhd. ('MVSB')

In the previous financial year, the Company increased its shareholding in MVSB, a subsidiary incorporated in Malaysia, from 51% to 100%.

Details of net assets acquired were as follows:

	Group 2017 RM'000
Carrying amounts of net identifiable assets, liabilities and contingent liabilities, if any, of MVSB as at the date of acquisition	12,665
Less: Carrying amounts of 51% equity interest held previously as a subsidiary	(6,542)
Identifiable net assets acquired at 49%	6,123
Less: Excess of cost arising from additional interests acquired over the interest in the carrying amounts of the identifiable assets, liabilities and contingent liabilities, if any	(5,098)
Purchase consideration settled in cash	1,025

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

32. ACQUISITION OF ADDITIONAL INTERESTS IN SUBSIDIARIES (continued)

(b) Increase in equity interest in Thriven TT Sdn. Bhd. ('TTTSB')

In the previous financial year, the Company increased its shareholding in TTTSB, a subsidiary incorporated in Malaysia, from 51% to 90%.

Details of net liabilities acquired were as follows:

	Group 2017 RM'000
Carrying amounts of net identifiable assets, liabilities and contingent liabilities, if any, of TTTSB as at the date of acquisition	(34,689)
Less: Carrying amounts of 51% equity interest held previously as a subsidiary	20,891
Identifiable net liabilities acquired at 49%	(13,798)
Less:	
- Excess of cost arising from additional interests acquired over the interest in the carrying amounts of the identifiable assets, liabilities and contingent liabilities, if any	1,543
- Remaining non-controlling interests as at the date of acquisition	3,469
- Gain on bargain purchase	8,786
Purchase consideration settled in cash	*

* Amount is less than RM1,000.

33. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs

33.1 New MFRSs adopted during the financial year

The Group and the Company adopted the following Standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ('MASB') during the financial year:

Title	Effective Date
Amendments to MFRS 1 *Annual Improvements to MFRS Standards 2014 - 2016 Cycle*	1 January 2018
Clarification to MFRS 15	1 January 2018
MFRS 9 *Financial Instruments (IFRS as issued by IASB in July 2014)*	1 January 2018
Amendments to MFRS 2 *Classification and Measurement of Share-based Payment Transactions*	1 January 2018
Amendments to MFRS 128 *Annual Improvements to MFRS Standards 2014 - 2016 Cycle*	1 January 2018
IC Interpretation 22 *Foreign Currency Transactions and Advance Consideration*	1 January 2018
Amendments to MFRS 140 *Transfers of Investment Property*	1 January 2018
Amendments to MFRS 4 *Applying MFRS 9* Financial Instruments *with MFRS 4* Insurance Contracts	See MFRS 4 Paragraphs 46 and 48

Adoption of the above Standards did not have any material effect on the financial performance or position of the Group and of the Company except for the adoption of MFRS 9 described in the following section.

<u>MFRS 9 *Financial Instruments*</u>

MFRS 9 replaces MFRS 139 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, encompassing all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

The Group applied MFRS 9 prospectively, with an initial application date of 1 January 2018. The Group has not restated the comparative information, which continues to be reported under MFRS 139. Differences arising from the adoption of MFRS 9 have been recognised directly in retained earnings and other components of equity.

(i) Classification of financial assets and financial liabilities

The Group and the Company classify their financial assets into the following measurement categories depending on the business model of the Group and the Company for managing the financial assets and the terms of contractual cash flows of the financial assets:

- Those to be measured at amortised cost; and
- Those to be measured subsequently at fair value either through other comprehensive income or through profit or loss.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

33. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (continued)

33.1 New MFRSs adopted during the financial year (continued)

MFRS 9 *Financial Instruments (continued)*

(i) Classification of financial assets and financial liabilities (continued)

The following summarises the key changes:

- The Available-For-Sale (AFS), Held-To-Maturity (HTM) and Loans and Receivables (L&R) financial asset categories were removed.
- A new financial asset category measured at Amortised Cost (AC) was introduced. This applies to financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by collecting contractual cash flows.
- A new financial asset category measured at Fair Value Through Other Comprehensive Income (FVTOCI) was introduced. This applies to debt instruments with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- A new financial asset category for non-traded equity investments measured at FVTOCI was introduced.

MFRS 9 largely retains the existing requirements in MFRS 139 for the classification of financial liabilities.

However, under MFRS 139 all fair value changes of liabilities designated as FVTPL are recognised in profit or loss, whereas under MFRS 9 these fair value changes are generally presented as follows:

- Amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in Other Comprehensive Income; and
- The remaining amount of change in the fair value is presented in profit or loss.

(ii) Impairment of financial assets

The adoption of MFRS 9 has fundamentally changed the accounting for impairment losses for financial assets of the Group by replacing the incurred loss approach of MFRS 139 with a forward-looking expected credit loss approach. MFRS 9 requires the Group to record an allowance for expected credit losses for all debt financial assets not held at fair value through profit or loss.

Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The estimate of expected cash shortfall shall reflect the cash flows expected from collateral and other credit enhancements, if any, that are part of the contractual terms. The shortfall is then discounted at an approximation to the asset's original effective interest rate of the asset.

33. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (continued)

33.1 New MFRSs adopted during the financial year (continued)

MFRS 9 *Financial Instruments (continued)*

(ii) Impairment of financial assets (continued)

Impairment for trade receivables and contract assets that do not contain a significant financing component are recognised based on the simplified approach within MFRS 9 calculated using lifetime expected credit losses.

During this process, the probability of non-payment by the trade receivables is adjusted by forward looking information 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 other expenses in the consolidated statement 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.

Impairment for receivables from related parties are recognised based on the general approach within MFRS 9 using the forward looking expected credit loss model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve months expected credit losses along with gross interest income are recognised. For assets where credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

(iii) Classification and measurement

The following table summarises the reclassification and measurement of the financial assets and financial liabilities of the Group and of the Company as at 1 January 2018:

	Classification		Carrying amount	
	Existing under MFRS 139	New under MFRS 9	Existing under MFRS 139 RM'000	New under MFRS 9 RM'000
Group				
Financial assets				
Trade and other receivables	L&R	AC	62,717	61,096
Cash and bank balances	L&R	AC	13,745	13,745
Financial liabilities				
Trade and other payables	OFL*	AC	90,317	90,317
Borrowings	OFL*	AC	160,906	160,906

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

33. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (continued)

33.1 New MFRSs adopted during the financial year (continued)

MFRS 9 *Financial Instruments (continued)*

(iii) Classification and measurement (continued)

	Classification		Carrying amount	
	Existing under MFRS 139	New under MFRS 9	Existing under MFRS 139 RM'000	New under MFRS 9 RM'000
Company				
Financial assets				
Receivables:				
- Amounts owing by subsidiaries	L&R	AC	104,846	101,722
- Trade and other receivables	L&R	AC	486	486
Cash and bank balances	L&R	AC	1,315	1,315
Financial liabilities				
Payables:				
- Trade and other payables	OFL*	AC	5,545	5,545
Borrowings	OFL*	AC	17,638	17,638

* *Other financial liabilities.*

The following tables are reconciliations of the carrying amount of the statements of financial position of the Group and of the Company from MFRS 139 to MFRS 9 as at 1 January 2018:

	Existing under MFRS 139			New under MFRS 9
	Carrying amount as at 31 December 2017 RM'000	Reclassification RM'000	Remeasurement RM'000	Carrying amount as at 1 January 2018 RM'000
Group				
Trade and other receivables:				
Opening balance	62,717	–	–	62,717
Increase in impairment loss	–	–	(1,621)	(1,621)
Total trade and other receivables	62,717	–	(1,621)	61,096

NOTES TO THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

33. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (continued)

33.1 New MFRSs adopted during the financial year (continued)

MFRS 9 *Financial Instruments (continued)*

(iii) Classification and measurement (continued)

The following tables are reconciliations of the carrying amount of the statements of financial position of the Group and of the Company from MFRS 139 to MFRS 9 as at 1 January 2018 (continued):

	Existing under MFRS 139			New under MFRS 9
	Carrying amount as at 31 December 2017 RM'000	Reclassification RM'000	Remeasurement RM'000	Carrying amount as at 1 January 2018 RM'000
Group				
Retained earnings:				
Opening balance	11,056	–	–	11,056
Increase in impairment loss for trade and other receivables	–	–	(1,481)	(1,481)
Total retained earnings	11,056	–	(1,481)	9,575
Non-controlling interests:				
Opening balance	(3,833)	–	–	(3,833)
Increase in impairment loss for trade and other receivables	–	–	(140)	(140)
Total non-controlling interests	(3,833)	–	(140)	(3,973)
Company				
Amounts owing by subsidiaries:				
Opening balance	104,846	–	–	104,846
Increase in impairment loss	–	–	(3,124)	(3,124)
Total amounts owing by subsidiaries	104,846	–	(3,124)	101,722
Retained earnings:				
Opening balance	31,246	–	–	31,246
Increase in impairment loss for amounts owing by subsidiaries	–	–	(3,124)	(3,124)
Total retained earnings	31,246	–	(3,124)	28,122

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

33. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (continued)

33.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2019

The following are Standards 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 16 *Leases*	1 January 2019
IC Interpretation 23 *Uncertainty over Income Tax Treatments*	1 January 2019
Amendments to MFRS 128 *Long-term Interests in Associates and Joint Ventures*	1 January 2019
Amendments to MFRS 9 *Prepayment Features with Negative Compensation*	1 January 2019
Amendments to MFRS 3 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 11 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 112 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 123 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 119 *Plan Amendment, Curtailment or Settlement*	1 January 2019
Amendments to References to the Conceptual Framework in MFRS Standards	1 January 2020
Amendments to MFRS 3 *Definition of a Business*	1 January 2020
Amendments to MFRS 101 and MFRS 108 *Definition of Material*	1 January 2020
MFRS 17 *Insurance Contracts*	1 January 2021
Amendments to MFRS 10 and MFRS 128 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Deferred

The Group and the Company are in the process of assessing the impact of implementing these Standards, since the effects would only be observable for future financial years.

NOTES TO
THE FINANCIAL STATEMENTS (cont'd)
31 December 2018

33. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (continued)

33.3 IFRIC Agenda Decision - Over time transfer of constructed good (IAS 23 *Borrowing Costs*)

The MASB announced on 20 March 2019 that an entity shall apply the change in accounting policy as a result of this Agenda Decision to financial statements of annual periods beginning on or after 1 July 2020.

The Group is in the process of obtaining new information and adapting its systems to implement this change in accounting policy. The implementation results would be reported during the financial year ending 31 December 2021.

34. SIGNIFICANT EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Company increased its number of issued and fully paid-up ordinary shares by way of issuance of:

(i) 17,000,000 ordinary shares for private placement at RM0.2050 each for cash, which were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad on 25 January 2019.

(ii) 32,700,000 ordinary shares for private placement at RM0.1950 each for cash which were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad on 15 March 2019.

There will be a dilution in the earnings per share for the financial year ending 31 December 2019 due to the increase in the number of shares issued.

LIST OF PROPERTIES OF THE GROUP

as at 31 December 2018

No.	Location/Address	Year of acquisition/ Completion	Tenure	Year of lease expiring	Age of Building (Years)	Land area/ Built up area as at 31/12/2018	Description/ Existing Use	Net Book Value as at 31/12/2018 RM'000
1	PN 30649 & PN30650 Lot 212 & 213 Mukim Bandar Damansara Daerah Petaling, Selangor	2013	Leasehold	2114	N/A	6.41 acres	Land being used for residential and commercial development	**173,486**
2	Lot 1524 HS(D) 3059/95 Padang Meha Kulim, Kedah	2002	Freehold	N/A	N/A	81.03 acres	Land being used for residential and commercial development	**42,454**
3	PN 3697, Lot 53 Seksyen 13 Bandar Petaling Jaya Daerah Petaling, Selangor	2013	Leasehold	2066	N/A	1.99 acres	Land being used for residential and commercial development	**52,884**
4	Mukim 7 Daerah Seberang Perai Selatan Nibong Tebal, Pulau Pinang	2006	Freehold	N/A	N/A	2.16 acres	Land to be used for residential, commercial and industrial development	**4,216**
5	Lot 58453 Hak Milik 46467 Mukim Batu Kepong, Kuala Lumpur	2015	Leasehold	2100	N/A	2.09 acres	Land being used for residential and commercial development	**26,115**
6	B1003 & B1005 Pusat Dagangan Phileo Damansara II No 15, Jalan 16/11 Off Jalan Damansara 46350 Petaling Jaya, Selangor	1999	Freehold	N/A	17	465.63 sq.metres	Investment property: Office Lot	**825**
7	PN3697, Lot 53 Seksyen 13, Bandar Petaling Jaya Daerah Petaling, Selangor	2015	Leasehold	2066	2	761.81 sq.metres	Sales Gallery	**1,922**
8	Lot 4183 Padang Meha Kulim, Kedah	2014	Freehold	N/A	3	130 sq.metres	Sales Gallery	**305**
	TOTAL							**302,207**

ANALYSIS OF SHAREHOLDINGS AND WARRANTHOLDINGS

as at 22 March 2019

(A) ANALYSIS OF SHAREHOLDINGS as at 22 March 2019

Issued and Paid-up Share Capital	:	546,942,726 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	269	7.68	9,302	0.00
100 - 1,000	118	3.37	46,336	0.01
1,001 - 10,000	1,509	43.07	9,326,918	1.71
10,001 - 100,000	1,383	39.47	44,709,620	8.17
100,001 – 27,347,135 (less than 5% of issued shares)	221	6.30	131,775,078	24.09
27,347,136 (5% of issued shares) and above	4	0.11	361,075,472	66.02
TOTAL	3,504	100.00	546,942,726	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	54,108,000	9.89
4.	RHB Capital Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Low Keng Siong	37,143,810	6.79
5.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Ghazie Yeoh Bin Abdullah	23,939,619	4.38
6.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Low Keng Siong	13,120,800	2.40
7.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Yau Kok Seng (001)	6,662,898	1.22
8.	Maybank Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Lau Lian Huat	5,841,000	1.07

ANALYSIS OF SHAREHOLDINGS
AND WARRANTHOLDINGS (cont'd)
as at 22 March 2019

No.	Name of Shareholders	No. of Shares	%
9.	Lim Chee Khang	5,718,900	1.05
10.	Luis Chi Leung Tong	4,986,556	0.91
11.	Citigroup Nominees (Asing) Sdn. Bhd. - Pershing LLC for Asia Network Management Limited	2,930,888	0.54
12.	RHB Capital Nominees (Tempatan) Sdn. Bhd. - Phua Sin Mo	1,724,200	0.32
13.	Citigroup Nominees (Tempatan) Sdn. Bhd. - Exempt An For OCBC Securities Private Limited (Client A/C-R ES)	1,425,600	0.26
14.	Puncak Kuasa Sdn. Bhd.	1,332,276	0.24
15.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tang Kie Ung (E-BTL)	1,280,400	0.23
16.	Maybank Nominees (Tempatan) Sdn. Bhd. - Low Wui Li	1,267,200	0.26
17.	Chor Wan Yoke	1,188,000	0.22
18.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Rewi Hamid Bugo (E-PDG)	1,188,000	0.22
19.	Citigroup Nominees (Asing) Sdn. Bhd. - Exempt An For OCBC Securities Private Limited (Client A/C-NR)	1,111,850	0.20
20.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Lee Chiah Cheang (TCS/HLG)	1,074,150	0.20
21.	Teoh Cheng Hua	1,056,000	0.19
22.	RHB Capital Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Kong Teck Fong	1,024,948	0.19
23.	Soong Chee Keong	1,000,000	0.18
24.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Teh Siew Wah (021)	973,000	0.18
25.	CIMSEC Nominees (Tempatan) Sdn. Bhd. - CIMB Bank for Salbiah Binti Shuib (MM0641)	924,000	0.17
26.	Lye Foong Thye	897,600	0.16
27.	Lee Kee Huat	891,000	0.16
28.	Lee Yean Aun Keefe	856,350	0.16
29.	Lee Eng Keong	853,215	0.16
30.	Tan Tuan Shee	850,000	0.16

ANALYSIS OF SHAREHOLDINGS AND WARRANTHOLDINGS (cont'd)
as at 22 March 2019

SUBSTANTIAL SHAREHOLDERS

	Direct		Indirect	
Name of Shareholders	No. of Shares	%	No. of Shares	%
Teladan Kuasa Sdn. Bhd.	148,524,802	27.16	–	–
Ketapang Capital Sdn. Bhd.	–	–	148,524,802[a]	27.16
Datuk Fakhri Yassin bin Mahiaddin	–	–	148,524,802[b]	27.16
Mulpha International Bhd.	121,298,860	22.18	–	–
Nautical Investments Limited	–	–	121,298,860[c]	22.18
Mountbatten Corporation	–	–	121,298,860[d]	22.18
Mount Glory Investments Limited	–	–	121,298,860[e]	22.18
Yong Pit Chin	–	–	121,298,860[f]	22.18
Lee Seng Huang	–	–	121,298,860[g]	22.18
Dato' Lim Chee Meng	54,108,000	9.89	–	–
Dato' Low Keng Siong	50,264,610	9.19	–	–

DIRECTORS' SHAREHOLDINGS IN THRIVEN GLOBAL BERHAD

	Direct		Indirect	
Name of Directors	No. of Shares	%	No. of Shares	%
Datuk Fakhri Yassin bin Mahiaddin	–	–	148,524,802[b]	27.16
Ghazie Yeoh bin Abdullah	23,939,619	4.38	–	–
Dato' Low Keng Siong	50,264,610	9.19	–	–
Lim Kok Beng	–	–	–	–
Henry Choo Hon Fai	–	–	–	–
Rewi Hamid Bugo	1,349,700	0.25	488,400[h]	0.09
Lee Eng Leong	–	–	–	–

ANALYSIS OF SHAREHOLDINGS
AND WARRANTHOLDINGS (cont'd)
aas at 22 March 2019

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 her 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 Yong Pit Chin.

h Deemed interest pursuant to Section 8 of the Companies Act, 2016 by virtue of his shareholding in Santubong Properties Sdn. Bhd.

(B) ANALYSIS OF WARRANTHOLDINGS as at 22 March 2019

Warrants B 2015/2020	:	248,621,305 Warrants at an exercise price of RM0.64 each
Maturity Date	:	5 October 2020
Right of Warrant Holders	:	The warrant holders are not entitled to vote in any general meeting of the Company and/or to participate in any distribution and/or offer of further securities in the Company unless and until the holder of warrants becomes a shareholder of the Company by exercising his/her warrants into new ordinary shares of the Company.

DISTRIBUTION OF WARRANTHOLDINGS

Size of Warrantholdings	No. of Warrantholders	%	No. of Warrants Held	%
Less than 100	288	13.60	10,546	0.00
100 - 1,000	63	2.97	29,074	0.01
1,001 - 10,000	1,146	54.11	4,952,008	2.00
10,001 - 100,000	499	23.56	17,082,023	6.87
100,001 – 12,431,064 (less than 5% of issued warrants)	119	5.62	67,097,135	26.99
12,431,065 (5% of issued warrants) and above	3	0.14	159,450,519	64.13
TOTAL	2,118	100.00	248,621,305	100.00

ANALYSIS OF SHAREHOLDINGS
AND WARRANTHOLDINGS (cont'd)
as at 22 March 2019

THIRTY LARGEST WARRANTHOLDERS

No.	Name of Shareholders	No. of Shares	%
1.	Teladan Kuasa Sdn. Bhd.	74,262,503	29.87
2.	Mulpha International Bhd.	60,781,428	24.45
3.	RHB Capital Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Low Keng Siong	24,406,588	9.82
4.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Ghazie Yeoh Bin Abdullah	7,443,433	2.99
5.	Citigroup Nominees (Tempatan) Sdn. Bhd. - Exempt An For OCBC Securities Private Limited (Client A/C-RES)	6,494,400	2.61
6.	Lim Siew Ling	5,227,848	2.12
7.	Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Yau Kok Seng (001)	3,938,002	1.58
8.	Lim Chee Khang	3,889,789	1.56
9.	Lee Kee Huat	3,596,200	1.45
10.	Maybank Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Lau Lian Huat	2,920,500	1.17
11.	Chua Lee Guan	1,843,220	0.74
12.	Maybank Nominees (Tempatan) Sdn. Bhd. - Low Leong Hock	1,386,000	0.56
13.	Citigroup Nominees (Asing) Sdn. Bhd. - Pershing LLC for Asia Network Management Limited	978,100	0.39
14.	Tiew Chong Lin	858,000	0.35
15.	Teoh Cheng Hua	792,000	0.32
16.	Maybank Nominees (Tempatan) Sdn. Bhd. - Low Wui Li	726,000	0.29
17.	Leong Kook Weng	703,600	0.28
18.	Clarence Gerard Boudville	660,000	0.27
19.	Jf Apex Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Siow Yuen Cheang (STA 1)	660,000	0.27
20.	Lim Kwang Lian	660,000	0.27
21.	Yeoh Ah Kim	646,828	0.26
22.	Soo Siew Hua	627,340	0.25
23.	Chen Cheng Wah	600,000	0.24

ANALYSIS OF SHAREHOLDINGS
AND WARRANTHOLDINGS (cont'd)
as at 22 March 2019

No.	Name of Shareholders	No. of Shares	%
24.	Chuah Guan Leong	567,600	0.23
25.	CIMSEC Nominees (Tempatan) Sdn. Bhd. - CIMB Bank for Salbiah Binti Shuib (MM0641)	544,500	0.22
26.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Lee Chiah Cheang (TCS/HLG)	537,075	0.22
27.	Choo Ming Hang	527,100	0.21
28.	Lee Eng Keong	459,606	0.18
29.	Lee Yean Aun Keefe	428,175	0.17
30.	Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Rewi Hamid Bugo (E-PDG)	396,000	0.16

SUBSTANTIAL WARRANTHOLDERS

	Direct		Indirect	
Name of Shareholders	No. of Shares	%	No. of Shares	%
Teladan Kuasa Sdn. Bhd.	74,262,503	29.87	–	–
Ketapang Capital Sdn. Bhd.	–	–	74,262,503[a]	29.87
Datuk Fakhri Yassin bin Mahiaddin	–	–	74,262,503[b]	29.87
Mulpha International Bhd.	60,781,428	24.45	–	–
Nautical Investments Limited	–	–	60,781,428[c]	24.45
Mountbatten Corporation	–	–	60,781,428[d]	24.45
Mount Glory Investments Limited	–	–	60,781,428[e]	24.45
Yong Pit Chin	–	–	60,781,428[f]	24.45
Lee Seng Huang	–	–	60,781,428[g]	24.45
Dato' Low Keng Siong	24,406,588	9.82	–	–

ANALYSIS OF SHAREHOLDINGS
AND WARRANTHOLDINGS (cont'd)
as at 22 March 2019

DIRECTORS' WARRANTHOLDINGS IN THRIVEN GLOBAL BERHAD

	Direct		Indirect	
Name of Directors	No. of Shares	%	No. of Shares	%
Datuk Fakhri Yassin bin Mahiaddin	–	–	74,262,503[b]	29.87
Ghazie Yeoh bin Abdullah	7,443,433	2.99	–	–
Dato' Low Keng Siong	24,406,588	9.82	–	–
Lim Kok Beng	–	–	–	–
Henry Choo Hon Fai	–	–	–	–
Rewi Hamid Bugo	410,850	0.17	–	–
Lee Eng Leong	–	–	–	–

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 her 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 Yong Pit Chin.

NOTICE OF
30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting ("**AGM**") of Thriven Global Berhad will be held at Level 23A, Menara LGB, No. 1 Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur on Thursday, 13 June 2019 at 2.30 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Financial Statements for the financial year end 31 December 2018 together with the Directors' and Auditors' Reports thereon. *(Please refer to Explanatory Note to the Agenda)*
2. To re-elect Mr. Rewi Hamid Bugo who retires by rotation pursuant to Article 76 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 1)*
3. To re-elect Mr. Lee Eng Leong who retires by rotation pursuant to Article 76 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 2)*
4. To re-elect Mr. Lim Kok Beng who retires by rotation pursuant to Article 77 of the Constitution of the Company and being eligible, has offered himself for re-election. *(Ordinary Resolution 3)*
5. To approve the payment of Non-Executive Directors' fees and benefits up to an amount of RM195,300.00 for the period from 1 July 2019 until the 31st AGM of the Company to be held in 2020, to be paid monthly. *(Ordinary Resolution 4)*
6. To re-appoint BDO PLT (AF:0206) as the Company's auditors and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 5)*

AS SPECIAL BUSINESS

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

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

   "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.

   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
30TH ANNUAL GENERAL MEETING (cont'd)

8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 7)*

"THAT approval be and is hereby given to the Company and its subsidiaries ("Thriven Group") to enter into recurrent related party transactions from time to time with Thriven Group's related parties, which are necessary for the day-to-day operations as set out in Section 2.3.1 of the Circular to Shareholders dated 30 April 2019 subject to the following:-

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and

(ii) the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during the financial year will be disclosed in the Annual Report for the said financial year;

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

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting the authority is renewed; or

(b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

9. **Retention of Independent Non-Executive Director of the Company** *(Ordinary Resolution 8)*

"THAT subject to passing of Ordinary Resolution 3, approval be and is hereby given to Mr. Lim Kok Beng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2017."

10. **Retention of Independent Non-Executive Director of the Company** *(Ordinary Resolution 9)*

"THAT approval be and is hereby given to Mr. Henry Choo Hon Fai, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2017."

NOTICE OF
30TH ANNUAL GENERAL MEETING (cont'd)

11. **Proposed Adoption of A New Constitution of the Company** *(Special Resolution)*

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 30 April 2019 be and is hereby adopted as the Constitution of the Company."

12. To transact any other business of which due notice shall have been given.

By Order of the Board
SEET WAN SING (BC/S/1491)
TAN LAI HONG (MAICSA 7057707)
Company Secretaries

Kuala Lumpur
30 April 2019

NOTES:

1. A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint not more than two (2) proxies 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 at the Company's Registered Office, Thriven Global Berhad, at Level 23A, Menara LGB, No.1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, 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.
8. Only members whose names appear in the Record of Depositors as at 4 June 2019 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. 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. Drinks and light refreshments will be provided. No door gift will be provided by the Company.
11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of 30th AGM will be put to vote by poll. Independent Scrutineers will be appointed to observe the polling and verify the poll results.

NOTICE OF
30TH ANNUAL GENERAL MEETING (cont'd)

Explanatory Notes to the Agenda:

Item 1 of the Agenda

This item of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require formal approval of the shareholders. Hence, this item is not put forth for voting.

Items 2 and 3 of the Agenda

Article 76 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.

With the current Board size of seven (7) directors, two (2) Directors namely Mr. Rewi Hamid Bugo and Mr. Lee Eng Leong, being the longest in office since their last election are to retire in accordance with Article 76 of the Constitution.

Item 4 of the Agenda

Article 77 of the Constitution provides that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Mr. Lim Kok Beng being in office for three (3) years since his last retirement, shall retire in accordance with Article 77 of the Constitution.

Item 5 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 RM195,300.00 for the period from 1 July 2019 until the 31st AGM of the Company to be held in 2020, 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 7 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 6 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 8 of the Agenda

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

Please refer to the Circular to Shareholders dated 30 April 2019.

Item 9 of this Agenda

Retention of Independent Non-Executive Director of the Company

The Nomination Committee has assessed the independence of Mr. Lim Kok Beng ("Mr. Lim") who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and arising therefrom, the Board agreed with the recommendation of the Nomination Committee that he would continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

NOTICE OF
30TH ANNUAL GENERAL MEETING (cont'd)

(a) Mr. Lim fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he would be able to function as a check and balance, and bring an element of objectivity and independent judgment to the Board.

(b) Mr. Lim has performed his duties diligently and in the best interest of the Company without being subject to influence of the management.

(c) Mr. Lim has devoted sufficient time in attending Board meetings and has participated in board discussions.

(d) Mr. Lim, who is Chairman of the Audit And Risk Management Committee, has vast experience in the accounting and audit industry, which enabled him to provide constructive advice, expertise and independent judgment.

(e) Mr. Lim is a fellow of the Institute of Chartered Accountants in England & Wales and a member of the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. Accordingly, the Company complies with paragraph 15.09(1)(c)(i) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad.

Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance published in April 2017, the tenure of an independent director should not exceed a cumulative term limit of 9 years. Upon completion of the 9 years, an independent director may continue to serve on the Board but will be redesignated as a non-independent director.

In order for an independent director to continue to serve on the Board as an independent director after the 12 years, shareholders' approval must be sought through a two-tier voting process and the Board must provide justifications for the retention.

Under the two-tier voting process, shareholders' votes will be cast in the following manner at the same shareholders meeting:

- Tier 1: Only the **Large Shareholder(s)** of the Company votes; and
- Tier 2: Shareholders **other than Large Shareholders** votes

* **Large Shareholder** means a person who –

- is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in the company
- is the largest shareholder of voting shares in the company;
- has the power to appoint or cause to be appointed a majority of the directors of the company; or
- has the power to make or cause to be made, decisions in respect of the business or administration of the company, and to give effect to such decisions or cause them to be given effect to.

The decision for the resolution is determined based on the vote of Tier 1 and a simple majority of Tier 2. If there is more than one Large Shareholder, a simple majority of votes determine the outcome of Tier 1 vote. The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution. However, the resolution is deemed to be defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting.

Item 10 of this Agenda

Retention of Independent Non-Executive Director of the Company

The Nomination Committee has assessed the independence of Mr. Henry Choo Hon Fai ("Mr. Choo") who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and arising therefrom, the Board agreed with the recommendation of the Nomination Committee that he would continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

(a) Mr. Choo fulfilled the criteria under the definition of "Independent Director" as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, he would be able to function as a check and balance, and bring an element of objectivity and independent judgment to the Board.

(b) Mr. Choo has performed his duties diligently and in the best interest of the Company without being subject to influence of the management.

(c) Mr. Choo has devoted sufficient time in attending Board meetings and has participated in board discussions.

NOTICE OF
30TH ANNUAL GENERAL MEETING (cont'd)

Item 11 of this Agenda

Proposed Adoption of A New Constitution of the Company

The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the Companies Act, 2016 and the amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad which was issued on 29 November 2017 and will enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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 30th 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 30th AGM and their profile are set out in the Directors' Profile in the Annual Report 2018.

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 renewal of the mandate obtained from the shareholders of the Company at the 29th AGM held on 5 June 2018 and if passed, will 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 renewal of this mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited for further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance of shares.

As at the date of this Notice, 49,700,000 new shares in the Company were issued pursuant to the mandate granted to the Directors at the 29th AGM held on 5 June 2018, which will lapse at the conclusion of the 30th AGM to be held on 13 June 2019. Please refer to page 48 of the Annual Report 2018 for details and the utilization of proceeds raised from the private placement.

THRIVEN GLOBAL BERHAD *(182350-H)*
Incorporated in Malaysia under the Companies Act, 1965

CDS Account No.	
No. of Shares Held	

PROXY FORM

I/We ____

(NRIC/Passport/Company No. ____) of

____

being a member/members of the Comapny, 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 Thirtieth Annual General Meeting of the Company to be held at the Company's Registered Office, Level 23A, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur on **Thursday, 13 June 2019** at **2.30 p.m.** and at any adjournment thereof.

Please indicate with 'X' in the space below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion.

ORDINARY RESOLUTIONS		FOR	AGAINST
Resolution 1	Re-election of Mr. Rewi Hamid Bugo who retires by rotation pursuant to Article 76 of the Constitution of the Company and being eligible, has offered himself for re-election		
Resolution 2	Re-election of Mr. Lee Eng Leong who retires by rotation pursuant to Article 76 of the Constitution of the Company and being eligible, has offered himself for re-election		
Resolution 3	Re-election of Mr. Lim Kok Beng who retires by rotation pursuant to Article 77 of the Constitution of the Company and being eligible, has offered himself for re-election		
Resolution 4	Approval of the payment of Non-Executive Directors' fees and benefits up to an amount of RM195,300.00 for the period from 1 July 2019 until the 31st Annual General Meeting of the Company to be held in 2020, to be paid monthly		
Resolution 5	Re-appointment of BDO PLT as Auditors and to authorize the Directors to fix their remunerations		
Resolution 6	Authority to issue shares and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016		
Resolution 7	Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature		
Resolution 8	Retention of Mr. Lim Kok Beng as Independent Non-Executive Director of the Company		
Resolution 9	Retention of Mr. Henry Choo Hon Fai as Independent Non-Executive Director of the Company		
Special Resolution	Proposed Adoption of A New Constitution of the Company		

Dated this _______ day of ________________ 2019

____
Signature of Member

If shareholder is a corporation, this part should be executed under seal or under the hand of its officer or attorney duly authorised.

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:-		
	No. of Shares	**Percentage**
1st Proxy		%
2nd Proxy		%
Total:		100 %

NOTES:

1. A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint not more than two (2) proxies 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 of the Company is an authorised nominee as defined under 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 with 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 at the Company's Registered Office, Thriven Global Berhad, at Level 23A, Menara LGB, No.1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, 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.
8. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Securities Berhad to issue a Record of Depositors as at 4 June 2019 and only members whose names appear in the Record of Depositors 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. 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. Drinks and light refreshments will be provided. No door gift will be provided by the Company.
11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the Notice of the 30th AGM will be put to vote by poll. Independent Scrutineers will be appointed to observe the polling and verify the poll results

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AFFIX
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HERE

THRIVEN GLOBAL BERHAD (182350-H)
Registered Office
Level 23A, Menara LGB
No.1, Jalan Wan Kadir
Taman Tun Dr. Ismail
60000 Kuala Lumpur
Malaysia

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THRIVEN

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