



### **3. VOTING OF RESOLUTIONS AT THE MEETING**

The Chairman informed that voting for all resolutions as set out in the notice of the 28th AGM will be carried out by poll in line with Bursa Malaysia Securities Berhad's (Bursa Securities) Main Market Listing Requirements. Boardroom Corporate Services Sdn Bhd, an independent scrutineer has been appointed to validate the votes and Tricor Investor & Issuing House Services Sdn Bhd (Tricor) has been appointed as the Poll Administrator.

The Chairman thereafter invited Tricor to brief on the online e-voting process and how questions may be raised at the meeting through the RPV application via a video presentation.

The Shareholders were informed that all the resolutions proposed at the AGM require a simple majority or more than 50% of the total voting rights of the shareholders who are entitled to vote at the Meeting.

Next, the Chairman informed the Shareholders that the voting session is opened and online casting can be submitted by the shareholders and proxies at any time hereafter until the closure of the voting session which will be notified to all shareholders/proxies.

He further informed that the shareholders may raise questions in real time by transmitting the question in the query box until the announcement on the closure of Q&A session and the Company will respond to the questions accordingly after all the Resolutions have been tabled.

The Chairman then proceeded with the agenda items in the Notice of AGM.

### **4. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020**

The Chairman informed that Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon having been circulated to all the shareholders within the prescribed period was taken as read.

The shareholders were informed that these accounts are tabled for information only as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence this Agenda is not put forward for voting.

- 5. (I) RE-ELECTION OF DATO' RICHARD GEORGE AZLAN BIN ABAS WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 119 OF THE COMPANY'S CONSTITUTION (RESOLUTION 1)**
- (II) RE-ELECTION OF ENCIK A. SHUKOR BIN S.A. KARIM WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 119 OF THE COMPANY'S CONSTITUTION (RESOLUTION 2)**

The Chairman informed the shareholders that Resolutions 1 and 2 were in relation to the re-election of Dato' Richard George Azlan bin Abas ("Dato' Richard") and Encik A. Shukor bin S.A. Karim ("Encik Shukor"), who retired by rotation in accordance with Clause 119 of the Company's Constitution.

The Meeting was informed that both Dato' Richard and Encik Shukor have indicated their decision not to seek for re-election and accordingly, they would retire from office as Directors of the Company at the conclusion of the 28th AGM in accordance with Clause 119 of the Company's Constitution.

In view thereof, Resolutions 1 and 2 were withdrawn.

**(III) RETIREMENT OF MOHAMED RIDZA BIN MOHAMED ABDULLA PURSUANT TO CLAUSE 119 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that Encik Mohamed Ridza bin Mohamed Abdulla ("Encik Ridza") also retired pursuant to Clause 119 of the Company's Constitution and did not seek for re-election at the 28th AGM. Accordingly, Encik Ridza would retire as a Director of the Company at the conclusion of the 28th AGM.

**6. RE-ELECTION OF ENCIK MUHAMMAD FAWWAZ BIN AMINUDDIN (ENCIK FAWWAZ) WHO RETIRES IN ACCORDANCE WITH CLAUSE 121 OF THE COMPANY'S CONSTITUTION (RESOLUTION 3)**

The shareholders were informed that in accordance with Clause 121 of the Company's Constitution, Encik Fawwaz was due to retire and being eligible, has offered himself for re-election.

The Chairman notified that the profile of Encik Fawwaz was as set out on page 15 of the Annual Report.

**7. PAYMENT OF DIRECTORS' FEES FOR AN AMOUNT UP TO RM290,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021 (RESOLUTION 4)**

The Company had proposed a payment of Directors' fees for an amount up to RM290,000 for the financial year ending 31 December 2021.

The Shareholders were informed that details of the fees were as set out in the Explanatory Note 4 on page 177 of the Annual Report.

It was highlighted that the interested directors who are also the shareholders of the Company abstained from voting on this resolution.

**8. PAYMENT OF DIRECTORS' BENEFITS FOR AN AMOUNT UP TO RM253,000 FROM 29 JUNE 2021 UNTIL THE NEXT AGM OF THE COMPANY (RESOLUTION 5)**

The Company had proposed a payment of Directors' benefit for an amount up to RM253,000 from 29 June 2021 until the next AGM of the Company.

The Chairman informed the shareholders that the details of the benefits were as set out in the Explanatory Note 5 on page 177 of the Annual Report.

It was highlighted that the interested directors who are also the shareholders of the Company abstained from voting on this resolution.

**9. RE-APPOINTMENT OF MESSRS KPMG DESA MEGAT PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION (RESOLUTION 6)**

The resolution on the re-appointment of Messrs KPMG Desa Megat PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration was tabled to the shareholders.

The Chairman informed that Messrs KPMG Desa Megat PLT had given their consent to seek for reappointment and no other nominations were received by the Company.

**10. ORDINARY RESOLUTION 1  
- AUTHORITY TO ISSUE SHARES (RESOLUTION 7)**

The Chairman informed that the agenda was to seek the shareholders' approval for the allotment of shares pursuant to Sections 75 and 76 of the Companies Act, 2016 as contained in the Notice of the 28th AGM.

**11. ORDINARY RESOLUTION 2  
- PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING IN NATURE AND RENEWAL OF THE EXISTING GENERAL MANDATE FOR CONTRACTS WHICH ARE REVENUE IN NATURE (RESOLUTION 8)**

The Chairman tabled the agenda to seek the shareholders' approval for Renewal of the Existing Shareholders' Mandate and Existing General Mandate for Recurrent Arrangements or Transactions of a Revenue or Trading in Nature from time to time with the Related Party(ies) as specified in Section 2.1.2 of the Circular dated 30 April 2021.

The shareholders were informed that the interested Directors, the interested Major shareholder and person connected with them as mentioned in the Circular abstained from voting on this resolution.

**12. RE-ELECTION OF ENCIK ZAINAL 'ABIDIN BIN ABD JALIL (ENCIK ZAINAL) WHO RETIRES IN ACCORDANCE WITH CLAUSE 121 OF THE COMPANY'S CONSTITUTION (RESOLUTION 9)**

The Chairman informed that in accordance with Clause 121 of the Company's Constitution, Encik Zainal was due to retire and being eligible, has offered himself for re-election.

The profile of Encik Zainal was set out in the addendum to the Notice of the 28th AGM dated 21 May 2021.

**13. RE-ELECTION OF ENCIK ROZAHAN BIN OSMAN (ENCIK ROZAHAN) WHO RETIRES IN ACCORDANCE WITH CLAUSE 121 OF THE COMPANY'S CONSTITUTION (RESOLUTION 10)**

The shareholders were informed that in accordance with Clause 121 of the Company's Constitution, Encik Rozahan was due to retire and being eligible, has offered himself for re-election.

The profile of Encik Rozahan was set out in the addendum to the Notice of the 28th AGM dated 21 May 2021.

**14. ANY OTHER MATTERS**

The Chairman notified the Meeting that the Company Secretary had confirmed that there are no other matters to be tabled and transacted at the AGM.

**15. QUESTIONS & ANSWERS SESSION**

The Chairman invited En Shukor, the Group's GMD & CEO to address the questions received from the shareholders via the online query box. The Chairman informed that the questions received would not be answered in any particular sequence in accordance with the agenda and would be moderated to avoid repetition and may also be summarised.

En Shukor thanked the shareholders who joined the Company's inaugural fully virtual Meeting. He informed that the Board was unable to hold a physical meeting due to the implementation of the Full Movement Control Order as a result of COVID-19 pandemic. En Shukor sought the shareholders understanding that there would be no door gifts as per customary.

On the Company's performance, En Shukor informed that year 2020 and 2021 had been challenging. The Company's performance had been impacted due to the delay in implementation of projects and challenges faced in securing new projects. The loss recorded by the Company in financial year 31 December 2020 was mainly due to the reversal of the deferred tax assets.

En Shukor thereafter read out the questions received via query box from the shareholders during the Meeting and the Company's responses thereto as contained in Appendix I attached.

Lastly, on behalf of the directors who would retire at the conclusion of the 28th AGM, En Shukor extended their heartfelt gratitude to all the shareholders, Board members, Management and staff of Theta Edge Berhad, for their support given to Dato' Richard, En Ridza and himself during their tenure as Directors of Theta Edge Berhad.

The Chairman thereafter concluded the Q&A session.

## 16. POLLING PROCESS

The Chairman informed that an additional 5 minutes for the online voting was given for the shareholders/proxies who have yet to cast their votes, before declaring that the voting session closed at 10.35 a.m..

The Chairman notified that the Meeting would be adjourned at 10.36 a.m. for the compilation and verification of the voting results. The Chairman sought all to remain online for the declaration of voting results.

## 17. ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order at 11.05 a.m. for the announcement of the poll results which has been verified by the Independent Scrutineer. The poll results were projected on the screen and as per below:-

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Resolution 3	73,748,643	99.8969	51	87.9310	2,283	0.0031	7	11.0690	73,750,926	100.0000	58	100.0000
Resolution 4	41,246,681	99.8900	45	80.3571	4,120	0.0100	11	19.6429	41,250,801	100.0000	56	100.0000
Resolution 5	41,235,989	99.8636	40	74.0741	14,187	0.0344	14	25.9259	41,250,176	100.0000	54	100.0000
Resolution 6	73,750,316	99.8995	49	83.9649	360	0.0025	8	14.0351	73,750,676	100.0000	57	100.0000
Resolution 7	73,749,291	99.8978	49	84.4828	1,635	0.0022	9	15.5172	73,750,926	100.0000	58	100.0000
Resolution 8	32,570,868	99.9887	50	87.7193	408	0.0013	7	12.2807	32,571,276	100.0000	57	100.0000
Resolution 9	41,248,643	99.9945	50	87.7193	2,283	0.0055	7	12.2807	41,250,926	100.0000	57	100.0000
Resolution 10	73,748,643	99.9969	51	87.9310	2,283	0.0031	7	12.0690	73,750,926	100.0000	58	100.0000

Based on the above results, the Chairman declared all resolutions put to the Meeting duly carried.

## 18. CLOSURE

There being no other business to be transacted, the Chairman declared that the 28th AGM of Theta Edge as concluded, at 11.07 a.m.

**CONFIRMED BY**

**CHAIRMAN**

Dated:

**Questions & Answers read during AGM**

Questions which are related or similar in nature were grouped and answered in a single response.

- 1. How much does the company spend on this virtual AGM?**
- 2. How much is the cost saving for this virtual AGM as compared to the physical one?**
- 3. How much does our Company spend to hold this virtual AGM plus remote participation & voting (RPV)?**

Encik Shukor informed that there were not much cost savings to the Company for conducting the AGM virtually as compared to physical AGM. The cost to conduct the virtual AGM was less than RM25,000.

- 4. May I know, what is the company's future outlook?**

The outlook for Financial Year Ending 31 December 2021 is expected to remain challenging due to the uncertainties with the prolonged MCO.

- 5. How is the impact of Full Movement Control Order (FMCO) to the Company?**

The FMCO have among others, resulted in delay in rollout of new projects, delay in acceptance as well as higher delivery costs and these have impacted the Company's cashflow.

- 6. Will there be any changes on the business direction of the Company?**

Any changes on the business direction will be discussed by the Board and where necessary, shareholders' approval will be sought.

- 7. What is the reason for the simultaneous retirement of the 3 board members today?**

The three (3) Directors namely, Dato' Richard George Azlan bin Abas, Encik Mohamed Ridza bin Mohamed Abdulla and Encik A. Shukor bin S.A. Karim who would retire at the conclusion of the 28th AGM have been in office for many years. They have conveyed to the Company that they will not be seeking re-election as it was time for a refresh that will bring new perspectives and insights to board deliberations.



8. **Would the Board kindly consider giving e-voucher as a token of appreciation for attending this virtual AGM.**
9. **Will the Board consider giving door gift, such as e-voucher or e-wallet for those that have participated in this AGM?**
10. **Could the Management of our Company be kind enough to give away e-meal vouchers to the event participants (particularly grateful to help minority shareholders during the current pandemic lock-down)?**
11. **Hope that the Company will kindly consider to provide a token to shareholders attending this virtual AGM.**
12. **Will the company be giving any e-voucher or e-wallet to us who attended this virtual AGM?**
13. **Would appreciate that the company reward us appropriately with Touch&Go credits or post some food vouchers to the shareholders.**
14. **In this difficult Pandemic period, please give e-wallet credits (e.g. Touch&Go) for us loyal minority shareholders.**
15. **Is there any appreciation gift for shareholder and/or proxies during this pandemic?**

The Company sought the shareholders understanding that there would be no door gifts this year as per customary.

16. **I would like to request a printed hard copy of the company annual report.**
17. **I would be grateful if the company can send me a copy of the 2020 printed Annual Report.**

The Company will contact you for your delivery address and send you the annual report accordingly.