

**NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Eighth Annual General Meeting ("28<sup>th</sup> AGM") of THETA EDGE BERHAD ("Company") will be held at Tropicana Golf & Country Resort, Greens III, Sports Wing, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 June 2021 at 10.00 a.m. for the following purposes:-

**AS ORDINARY BUSINESSES**

- To receive the audited financial statements together with the reports of the Directors and Auditors for the year ended 31 December 2020. *(Please refer to Explanatory Note 1)*
- To re-elect the following Directors who retire by rotation in accordance with Clause 119 of the Company's Constitution:-  
(i) Dato' Richard George Azlan bin Abas; and  
(ii) A. Shukor bin S.A. Karim *(Resolution 1)*  
Mohamed Ridza bin Mohamed Abdulla who also retires by rotation in accordance with Clause 119 of the Company's Constitution, has indicated his intention not to seek for re-election. Hence, he will retain office until the close of the 28<sup>th</sup> AGM. *(Resolution 2)*
- To re-elect the following Director who retires in accordance with Clause 121 of the Company's Constitution:-  
(i) Muhammad Fawwaz bin Aminuddin *(Resolution 3)*
- To approve the payment of Directors' fees for an amount up to RM290,000 for the financial year ending 31 December 2021. *(Resolution 4)*
- To approve the payment of Directors' benefits for an amount up to RM253,000 from 29 June 2021 until the next AGM of the Company. *(Resolution 5)*
- To re-appoint Messrs KPMG Desa Megat PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. *(Resolution 6)*

**AS SPECIAL BUSINESSES**

- To consider and if thought fit, pass the following resolutions with or without modifications:-  
**ORDINARY RESOLUTION 1** *(Resolution 7)*  
**AUTHORITY TO ISSUE SHARES**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("Act") and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum of the number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Act."

**ORDINARY RESOLUTION 2**

**PROPOSED RENEWAL OF THE EXISTING 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)*

"THAT subject to the Act, the provision of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Renewal of the Existing Shareholders' Mandate and Existing General Mandate for the Company to enter into and give effect to the category of the recurrent arrangements or transactions of a revenue or trading nature from time to time with the Related Party(ies) as specified in Section 2.1.2 of the Circular to Shareholders dated 30 April 2021, provided that such transactions are :-

- recurrent transactions of a revenue or trading in nature;
  - necessary for the Company's day-to-day operations;
  - carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Party(ies) than those generally available to the public; and
  - not to the detriment of minority shareholders;
- (the "Mandate");

THAT the Mandate given by the shareholders of the Company shall only continue to be in force until:-

- the conclusion of the next AGM of the Company following the forthcoming AGM at which the proposal is passed, at which time such Mandate will lapse, unless by a resolution passed at the meeting, the authority for the proposal is renewed;
- the expiration of the period, within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate."

- To transact any other ordinary business for which due notice shall have been given.

By Order of the Board,

CYNTHIA GLORIA LOUIS  
(SSM PC No. 201908003061)  
(MAICA 7008306)  
Company Secretary

CHEW MEI LING  
(SSM PC No. 201908003178)  
(MAICA 7019175)  
Company Secretary

30 April 2021  
Petaling Jaya

**Notes:-**

**Appointment of Proxy**

- A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him save for a member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy but 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.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The appointment of proxy may also be submitted electronically via Tricor's TIH Online website at <https://tih.online> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

**Members Entitled to Attend**

- For purposes of determining a member who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Depository, in accordance with Clause 70 of the Company's Constitution and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors as at 21 June 2021. Only a depositor whose name appears on the General Meeting Record of Depositors as at 21 June 2021 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his behalf.

**Explanatory Notes:-**

- Directors' Report, Audited Financial Statement and the Auditors' Report for the financial year ended 31 December 2020**  
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.
- Re-election of Directors in accordance with Clause 119 of the Company's Constitution (Resolutions 1 and 2)**  
The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.  
The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The appointment of proxy may also be submitted electronically via Tricor's TIH Online website at <https://tih.online> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.  
Dato' Richard George Azlan bin Abas and A. Shukor bin S.A. Karim who retire by rotation in accordance with Clause 119 of the Company's Constitution and being eligible, offer themselves for re-election.  
Mohamed Ridza bin Mohamed Abdulla who also retires by rotation in accordance with Clause 119 of the Company's Constitution, has indicated his intention not to seek for re-election after having served on the Board of the Company for almost fourteen (14) years since his appointment on 7 November 2007. Hence, he will retain office until the close of the 28<sup>th</sup> AGM.
- Re-election of Director in accordance with Clause 121 of the Company's Constitution (Resolution 3)**  
In accordance with Clause 121 of the Company's Constitution, the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with the Constitution. Any Director so appointed shall hold office only until the next AGM and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.  
Muhammad Fawwaz bin Aminuddin who was appointed as the Non-independent Non-Executive Director on 21 September 2020 retires in accordance with Clause 121 of the Company's Constitution and being eligible, offers himself for re-election.
- Directors' Fees (Resolution 4)**  
Shareholders' approval on the Directors' Fees for the Board was obtained at the 27<sup>th</sup> Annual General Meeting (AGM) held on 11 August 2020 and there is no revision to any of the fees. Details of Directors' Fees are set-out on pages 53 to 55 of the Annual Report.  
The Company will be seeking the approval of the shareholders for the Proposed Directors' Fees for an amount up to RM290,000 for the financial year ending 31 December 2021. The fees will not be paid until the approval of the shareholders has been obtained at the AGM.  
The Directors who are shareholders of the Company will abstain from voting on Resolution 4 pertaining to their respective Directors' Fees.
- Directors' Benefit (Resolution 5)**  
Shareholders' approval on the Directors' Benefit for the Board and Board Committees was obtained at the 27<sup>th</sup> AGM held on 11 August 2020 and there is no revision to any of the fees. The benefits comprises meeting allowance payable to Non-Executive Directors, details of which are as follows:-

	Board of Directors (Per Meeting) RM	Audit & Risk Management Committee (Per Meeting) RM	Nomination Committee (Per Meeting) RM	Remuneration Committee (Per Meeting) RM
Chairman	3,000	3,000	2,000	2,000
Non-Executive Member	1,500	2,500	1,500	1,500
Group Managing Director & CEO	-	-	-	-

The Group Managing Director & CEO is not entitled to any meeting allowance.

The estimated amount of RM253,000 is derived from estimated number of meetings to be held by the Board and Board Committees from 29 June 2021 until the next AGM. The Directors who are shareholders of the Company will abstain from voting on Resolution 5 pertaining to their respective Directors' Benefit.

**6. Authority to issue shares under Sections 75 and 76 of the Companies Act, 2016 (Resolution 7)**

The Directors did not issue any new shares pursuant to the existing mandate.  
The proposed Ordinary Resolution 1, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, to issue and allot ordinary shares up to an aggregate amount of not exceeding 10% of the issued shares of the Company for the time being, pursuant to Sections 75 and 76 of the Companies Act, 2016. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.  
The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or acquisitions of assets and/or working capital.

**7. Proposed Renewal of the existing 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 proposed Ordinary Resolution 2, if approved, will allow Theta Edge Group to enter into Recurrent Related Party Transactions pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information on the Proposed Renewal of the existing 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 is set out in the Circular to Shareholders of the Company dated 30 April 2021.