

THETA EDGE BERHAD
Registration No. 199301005265 (260002-W)
(Incorporated in Malaysia)

MINUTES of the Twenty-Ninth Annual General Meeting (“29th AGM”) of the Company conducted on a virtual basis through live streaming from the Broadcast Venue at Sheraton Hotel Petaling Jaya, Lorong Utara C, Pjs 52, 46200 Petaling Jaya, Selangor Darul Ehsan and online platform of TIIH Online at <https://tiih.online> with Remote Participation and Voting facilities on Wednesday, 29 June 2022 at 10.00 a.m.

PRESENT

The Board of Directors

- : Tengku Dato' Seri Hasmuddin Tengku Othman (Chairman)
- : Encik Abdul Halim Jantan
- : Datuk Seri Asri Hamidin @ Hamidon – *via video-conference*
- : Encik Zainal 'Abidin Abd Jalil
- : Encik Rozahan Osman
- : Puan Latifah M.Daud
- : Puan Erma Surianee Malek
- : Encik Shamsul Kamal Hussein Kamal – *via video-conference*
- : Encik Azih Yusof

Shareholders, Proxies & Invitees
As per Attendance List

IN ATTENDANCE

- : Puan Irene Chew (Secretary)
- : Puan Nur Aini Saharudin

1. QUORUM

The Chairman welcomed the shareholders to the Company's virtual 29th AGM and upon confirming the presence of a quorum pursuant to Clause 72 of the Company's Constitution, duly called the meeting to order at 10.00 a.m. He commenced the proceedings with a recitation of the surah Al-Fatihah.

He thereafter introduced the members of the Board, the Company Secretary, Management and External Auditors who joined the Meeting.

2. NOTICE

There being no objection, the notice convening the meeting dated 29 April 2022, having been circulated earlier to all the shareholders of the Company within the prescribed notice period, were taken as read.

The Chairman reported that the Company had received 23 valid proxies representing 50.73% of the Company's total number of issued shares.

3. VOTING OF RESOLUTIONS AT THE MEETING

The Chairman informed that voting for all resolutions as set out in the notice of the 29th AGM will be carried out by poll in line with Bursa Malaysia Securities Berhad's (Bursa Securities) Main Market Listing Requirements. Scrutineer Solutions 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.

4. PRESENTATION BY MANAGEMENT

The Chairman invited Puan Nuraslina Zainal Abidin (Puan Nuraslina), the Group Chief Executive Officer and Encik Mohamad Izzat Serpudin (Encik Izzat), the Group Chief Financial Officer to give a presentation on the Group's performance for the year ended 2021.

The presentation encompassed the following:-

Overview of the Group's Business and Operations

Puan Nuraslina took the Shareholders through the overview of the Group's Business and Operations. Puan Nuraslina stated that COVID-19 pandemic has impacted the business globally including the Company. The year 2021 has posed uncertainties to the Group and Theta Edge Berhad (TEB) had its fair share of challenges in moving the business forward.

In recognizing the changes in business landscape post COVID-19 pandemic, the Group had in October 2021 embarked on a transformation plan to become a high-performing culture organization with the goal to improve its business and financial performance for financial resilience and growth. Strategic initiatives undertaken by the Group included among others, group-wide cost optimization,

strategic partnership for the acquisition of new competencies, strategic supply chain management and roll-out of operational policies and procedures to improve corporate governance.

TEB's transformation journey includes re-positioning the Group as an innovative solution focused and ESG-driven business entity to become the preferred Digital Solution Provider. The transformation journey also includes the rolling-out of Value Creation Plans that aims to enhance the Group's profitability and business sustainability which will be supported by (i) defending core capabilities, (ii) driving and accelerating growth and (iii) new working culture and outcome base management.

Group's Profit and Loss Performance

Next, Encik Izzat presented the Group's financial performance for financial year ended 2021. Encik Izzat stated that the Group ended the year 2021 with positive result. The Group reported a revenue of RM144.1 million and minimized its losses after tax from RM6.9 million reported in the financial year 2020 to RM4.7 million in 2021 representing an improvement of 33%. The main revenue contributor was the IT & System Integration contributing 93% of the Group's total revenue. The losses recorded in 2021 was mainly due to a one-off cost incurred for the Voluntary Separation Scheme (VSS) which was completed in December 2021. The VSS was part of the transformation programme undertaken by the Group. Excluding the VSS, the Group's normalized performance would record a marginal profit in 2021.

Group's Balance Sheet Position

The Shareholders were informed that the Balance Sheet as at 31 December 2021 was healthy, with reasonable and proportionate increase in the Group's total asset and total liabilities. The Group has a healthy current asset ratio at 3 times. Hire purchase and trade payables also increased in tandem with an increase in new projects secured. Overall, the Group's financial performance in 2021 was positive and would be able to continue to operate as a going concern in the future.

Current Competencies – Available Talents and Experiences

Puan Nuraslina continued the presentation with TEB's current competencies. She stated that TEB had over the years acquired its core competencies, available talents and experiences through some of its projects as follows:-

- (i) State Government Accounting – managing RM26.12 billion budget of management and development of states with 5 states having total deficit of RM937.5 million.
- (ii) Government Accounting for all Malaysian Mission Overseas – managing Government Accounting for 156 Malaysian missions or offices in 80 countries abroad.

- (iii) Land Title Management and Issuance – State land administration & management for Melaka. There is an opportunity for the Company to connect to lawyers, financiers, property agents, potential buyers and other interested parties who need to access such property information.
- (iv) Telco & CME – Manages 1st and 2nd tier Telco network infrastructure and related services. TEB had installed close to 5,000 sites for CME, Microwave and TI over 1,100 km of completed fiberisation.
- (v) Pilgrimage Management – TEB had developed Haj Mobility application managing 30,000 Malaysian pilgrims every year. TEB intends to adopt similar system to be used for umrah management in the future.

New Growth Platform – The Focus Areas

In moving forward to continue business post COVID-19 pandemic, TEB recognizes its competencies and talents to embark on new growth platform. The four (4) target business that TEB would focus going forward are:-

- (i) Target Business #1 – Digital Government Delivery Suite
 - Modernize the Government accrual accounting system to include procurement and a full cloud readiness.
 - Upgrading of land management system (e-Tanah) into cloud platform.
 - Enhancement of Haj Mobility platform to include IOS readiness.
 - Acquire market ready products through strategic partnerships
 - Transition into recurring revenue base.
 - Move into a new role of System Integrator as the business optimization partner that specializes in mega IT project implementation and citizen centric solutions.
- (ii) Target Business #2 – Telecommunication Service Delivery
 - Strengthen internal talent and skillsets.
 - Develop long term performance based strategic vendor programs.
 - Optimize internal cost structure.
 - Build strategic partnerships with Telco Operators.
 - Capitalize on the Jendela and 5G rollout by the Government.
- (iii) Target Business #3 – Integrated Security Solutions (ISS)
 - Acquire skillsets within the Defense Cybersecurity space.
 - Build strategic partnerships with specialize intelligent partners.
 - Develop sustainable revenue model.
- (iv) Target Business #4 – Financial Technology (FinTech)
 - Strategic partnership: for availability of infrastructure and compliance readiness to pursue the FinTech segment.
 - Strategic partnership for IPs.

- Acquisition of eco-system that would allow the Company to penetrate into the FinTech segment.

With the above, Management ended their presentation.

5. WITHDRAWAL OF RESOLUTION 12 – AUTHORITY TO ALLOT SHARES

Next, the Chairman inform that Resolution 12 (Authority to Allot Shares) would be withdrawn. As at to-date, the Company has issued shares up to 10% of its issued share capital. The Company would be seeking separate shareholders' approval for allotment of additional shares in the Company, if required.

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

6. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

The Chairman informed that Audited Financial Statements for the financial year ended 31 December 2021 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.

7. RE-ELECTION OF ENCIK ABDUL HALIM BIN JANTAN WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 119 OF THE COMPANY'S CONSTITUTION (RESOLUTION 1)

In accordance with Clause 119 of the Company's Constitution, Encik Abdul Halim Bin Jantan (Encik Halim) was due to retire by rotation and being eligible, has offered himself for re-election.

The Chairman notified that the profile of Encik Halim was as set out on page 13 of the Annual Report.

8. (I) RE-ELECTION OF PUAN LATIFAH BINTI M.DAUD WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 2)

The Shareholders were informed that in accordance with Clause 97 of the Company's Constitution, Puan Latifah binti M.Daud (Puan Latifah) was due to retire and being eligible, has offered herself for re-election.

The Shareholders were informed that the profile of Puan Latifah was as set out on page 19 of the Annual Report.

(II) RE-ELECTION OF PUAN ERMA SURIANEE BINTI MALEK WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 3)

In accordance with Clause 97 of the Company's Constitution, Puan Erma Surianee Binti Malek (Puan Erma) was due to retire and being eligible, has offered herself for re-election.

The Shareholders were informed that the profile of Puan Erma was as set out on page 18 of the Annual Report.

(III) RE-ELECTION OF TENGKU DATO' SERI HASMUDDIN BIN TENGKU OTHMAN WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 4)

As the Chairman was involved in this Agenda on the re-election of the Chairman as a Director, Encik Halim presided over the Agenda.

The Shareholders were informed that Tengku Dato' Seri Hasmuddin Bin Tengku Othman (Dato' Seri Hasmuddin) was due to retire in accordance with Clause 97 of the Company's Constitution and being eligible, has offered himself for re-election.

The Shareholders were informed that the profile of Dato' Seri Hasmuddin was as set out on page 12 of the Annual Report.

Encik Halim thereafter returned the Chair to the Chairman.

(IV) RE-ELECTION OF DATUK SERI ASRI BIN HAMIDIN @ HAMIDON WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 5)

The shareholders were informed that in accordance with Clause 97 of the Company's Constitution, Datuk Seri Asri Bin Hamidin @ Hamidon (Datuk Seri Asri) was due to retire and being eligible, has offered himself for re-election.

The Shareholders were informed that the profile of Datuk Seri Asri was as set out on page 14 of the Annual Report.

(V) RE-ELECTION OF ENCIK AZIH BIN YUSOF WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 6)

In accordance with Clause 97 of the Company's Constitution, Encik Azih Bin Yusof (Encik Azih) was due to retire and being eligible, has offered himself for re-election.

The Shareholders were informed that the profile of Encik Azih was as set out on page 20 of the Annual Report.

(VI) RE-ELECTION OF ENCIK SHAMSUL KAMAL BIN HUSSEIN KAMAL WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 7)

The Chairman informed the shareholders that in accordance with Clause 97 of the Company's Constitution, Encik Shamsul Kamal Bin Hussein Kamal (Encik Shamsul Kamal) was due to retire and being eligible, has offered himself for re-election.

The Shareholders were informed that the profile of Encik Shamsul Kamal was as set out on page 15 of the Annual Report.

9. PAYMENT OF DIRECTORS' FEES FOR AN AMOUNT UP TO RM350,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022 (RESOLUTION 8)

The Company had proposed a payment of Directors' fees for an amount up to RM350,000 for the financial year ending 31 December 2022.

The Shareholders were informed that details of the fees were as set out in the Explanatory Note 4 on page 150 of the Annual Report.

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

10. PAYMENT OF ADDITIONAL DIRECTORS' BENEFITS AMOUNTING TO RM18,680 WHICH WAS IN EXCESS OF THE EARLIER APPROVED AMOUNT OF RM238,000 FOR THE PERIOD COMMENCING FROM 12 AUGUST 2020 UNTIL THE CONCLUSION OF 28TH AGM OF THE COMPANY (RESOLUTION 9)

The Shareholders was informed that this Resolution was to approve the payment of additional directors' benefits amounting to RM18,680 which was in excess of the earlier approved amount of RM238,000 for the period commencing from 12 August 2020 until the conclusion of 28th AGM of the company.

The Chairman informed that details of the Directors' Benefits were as set out in the Explanatory Note 5 on page 150 of the Annual Report.

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

11. PAYMENT OF DIRECTORS' BENEFITS FOR AN AMOUNT UP TO RM442,500 FROM 30 JUNE 2022 UNTIL THE NEXT AGM OF THE COMPANY (RESOLUTION 10)

The Company had proposed a payment of Directors' Benefit for an amount up to RM442,500 from 30 June 2022 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 6 on page 151 of the Annual Report.

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

12. APPOINTMENT OF MESSRS. KPMG PLT AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS. KPMG DESA MEGAT PLT FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022, TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION (RESOLUTION 11)

The resolution on the appointment of Messrs. KPMG PLT as Auditors of the Company in place of the retiring Auditors, Messrs. KPMG Desa Megat PLT for the financial year ending 31 December 2022, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration was tabled to the shareholders.

The Chairman informed that the proposed change was for the purpose of the audit firms' compliance to the requirements by the relevant authorities to provide external audit service under a single entity.

Messrs. KPMG PLT given their consent to act as the Auditors. The Shareholders were informed that if the proposed appointment is approved, Messrs. KPMG PLT shall hold office until the conclusion of the next AGM of the Company.

13. AUTHORITY TO ISSUE SHARES (RESOLUTION 12)

This Agenda was withdrawn and a separate shareholders' approval would be sought for allotment of additional shares in the Company, if required.

14. 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 13)

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 29 April 2022.

The Shareholders were informed that the interested Directors, the interested Major Shareholder and person connected to them as mentioned in the Circular would abstains from voting on this resolution.

15. 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.

16. QUESTIONS & ANSWERS (Q&A) SESSION

Puan Nuraslina, the Group's Chief Executive Officer of the Company was invited 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.

Puan Nuraslina 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. The questions are also made visible to all meeting participants during the Q&A session.

The Shareholders were informed that questions that are not answered at this meeting will be responded and published at the Company's website.

The Chairman thereafter concluded the Q&A session.

17. 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 10.36 a.m.

The Chairman notified that the Meeting would be adjourned at 10.37 a.m. for 20 minutes for the compilation and verification of the voting results. The Chairman sought all to remain online for the declaration of voting results.

18. ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order at 11.00 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 Appendix II attached.

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

There being no other business to be transacted, the Chairman declared that the 29th AGM of the Company was concluded at 11.02 a.m.

CONFIRMED BY

A handwritten signature in black ink, appearing to be 'J. E. W.', written over a horizontal line.

CHAIRMAN
Dated: