

**THETA EDGE BERHAD (260002-W)**  
(Incorporated in Malaysia)

**MINUTES** of the Twenty-Sixth (26th) Annual General Meeting (“**AGM**”) of the Company held at Tropicana Golf & Country Resort, Ballroom I, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 28 June 2019 at 3.00 p.m.

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- PRESENT
- The Board of Directors
- : Dato’ Noordin bin Sulaiman (Chairman)
  - : Encik Mohamed Ridza Bin Mohamed Abdulla
  - : Dato’ Richard George Azlan bin Abas
  - : Encik Abdul Halim Bin Jantan
  - : Dato’ Iskandar Mizal bin Mahmood
  - : Datuk Adi Azuan Bin Abdul Ghani
  - : Puan Anis Zuhani binti Ahmad
  - : Encik A. Shukor bin S.A. Karim
- Shareholders, Proxies & Invitees
- : As per Attendance List
- IN ATTENDANCE
- : Madam Irene Chew (Secretary)
  - : Puan Nur Aini Saharudin

**1. QUORUM**

The Chairman welcomed the shareholders to the Company’s Twenty-Sixth Annual General Meeting (“26th AGM”) and upon confirming the presence of a quorum pursuant to Clause 68 of the Company’s Constitution, duly called the meeting to order at 3.00 p.m. He commenced the proceedings with a recitation of the surah Al-Fatihah.

**2. NOTICE**

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

The Chairman reported that the Company had received 51 valid proxies representing 69.24% of the Company’s issued share capital.

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

The Chairman informed that the Resolutions 1 to 9 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. The proposed Resolution 10 requires a majority of not less than 75% of the total voting rights of the shareholders who are entitled to vote at the Meeting.

He further informed that voting for all resolutions as set out in notice of the 26th AGM will be carried out by poll in line with Bursa Malaysia’s 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 has been appointed as the Poll Administrator.

The Chairman then informed that the poll shall be conducted upon the completion of the deliberation of all items to be transacted at the AGM.

**4. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

The Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors having been circulated to all the Members within the prescribed period was taken as read.

The Chairman thereafter invited questions from the floor.

Encik Ahmad bin Ibrahim (Encik Ahmad), a shareholder, raised the following questions:-

1. The impact to Theta following the relocation of the operations centre for Haj pilgrims from TH Hotel in Kelana Jaya to TH Hotel & Convention Centre (THHCC) in Sepang as Theta currently provides facilities for the Haj operations; and
2. The outlook for the Greentech segment and the Group's market position in this segment.

Encik A. Shukor bin S.A. Karim (Encik Shukor), the Group Managing Director and Chief Executive Officer of the Company replied as follows:-

1. There is no impact to Theta as a result of the relocation of the Haj operations centre from TH Hotel in Kelana Jaya to THHCC in Sepang as Theta only provides support to improve Lembaga Tabung Haji's (LTH) operational efficiencies via the usage of Haj Mobility applications. Theta is not involved in the Haj operations carried out by LTH.
2. The Group has made some investment in Green Technology and is currently undertaking market study. During the year, the Group has carried out several energy audits. Currently, this segment has yet to generate return and the Company is optimistic that revenue will increase in the future.

Next, Madam Wong Lai Cham (Madam Wong), a shareholder of the Company, suggested that the Company could consider to provide the shareholders with a snapshot of the Group's performance at the beginning of the AGM which was duly noted by the Board. At Madam Wong's request, En Shukor thereafter briefed the Shareholders on an overview of the Group's operations.

There being no further questions raised by the shareholders, the Audited Financial Statements for the year ended 31 December 2018 were received.

**5. RE-ELECTION OF ENCIK MOHAMED RIDZA BIN MOHAMED ABDULLA WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 96 OF THE COMPANY'S CONSTITUTION**

In accordance with Clause 96 of the Company's Constitution, Encik Mohamed Ridza bin Mohamed Abdulla was due to retire and being eligible, has offered himself for re-election.

Resolution 1 was duly proposed by Encik Ahmad bin Ibrahim and seconded by Encik Abdullah Fadzil bin Harun.

**6. RE-ELECTION OF ENCIK A. SHUKOR BIN S.A. KARIM WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 96 OF THE COMPANY'S CONSTITUTION**

In accordance with Clause 96 of the Company's Constitution, Encik A. Shukor bin S.A. Karim was due to retire and being eligible, has offered himself for re-election.

Resolution 2 was duly proposed by Encik Shikh Nora Fizul Afandi Bin Sheikh Abd Rahman and seconded by Encik Syed Aswad bin Syed Omar.

The Chairman then informed the Shareholders that Puan Anis Zuhani binti Ahmad had informed the Company of her intention to retire as the Non-Independent Non-Executive Director and did not seek re-election at the AGM. Hence, she will retain office until the close of the 26th AGM.

**7. RE-ELECTION OF DATO' NOORDIN BIN SULAIMAN WHO RETIRES IN ACCORDANCE WITH CLAUSE 102 OF THE COMPANY'S CONSTITUTION**

As the agenda involved the re-election of the Chairman as a Director, the Chairman handed the Chair to Encik Shukor.

In accordance with Clause 102 of the Company's Constitution, Dato' Noordin bin Sulaiman was due to retire and being eligible, has offered himself for re-election.

Resolution 3 was duly proposed by Encik Ahmad bin Ibrahim and seconded by Encik Shikh Nora Fizul Afandi Bin Sheikh Abd Rahman.

Encik Shukor handed the Chair back to the Chairman.

**8. PAYMENT OF DIRECTORS' FEES FOR AN AMOUNT UP TO RM290,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2019**

The Company had proposed a payment of Directors' fees for an amount up to RM290,000 for the financial year ending 31 December 2019.

Resolution 4 was duly proposed by Mr Tan Seong Soon and seconded by Encik Ahmad bin Ibrahim.

**9. PAYMENT OF DIRECTORS' BENEFITS FOR AN AMOUNT UP TO RM238,000 FROM 29 JUNE 2019 UNTIL THE NEXT AGM OF THE COMPANY**

The Company had proposed a payment of Directors' benefit for an amount up to RM238,000 from 29 June 2019 until the next AGM of the Company.

Resolution 5 was duly proposed by Encik Syed Aswad bin Syed Omar and seconded by Mr Tan Seong Soon.

**10. RE-APPOINTMENT OF MESSRS KPMG DESA MEGAT PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

Messrs KPMG Desa Megat PLT who was retiring at the 26th AGM had given their consent to seek for re-appointment. It was noted that no other nomination had been received by the Company.

Resolution 6 was duly proposed by Encik Encik Abdullah Fadzil bin Harun and seconded by Encik Syed Aswad bin Syed Omar.

**11. ORDINARY RESOLUTION 1**  
**- AUTHORITY TO ISSUE SHARES**

The next item on the agenda was to seek the shareholders' approval for the allotment of shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

Resolution 7 was duly proposed by Encik Shikh Nora Fizul Afandi Bin Sheikh Abd Rahman and seconded by Encik Ahmad bin Ibrahim.

**12. 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**

This agenda was to seek the shareholders' approval for the 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 Part A of the Circular dated 29 April 2019.

Resolution 8 was duly proposed by Madam Wong Lai Cham and seconded by Encik Syed Aswad bin Syed Omar.

**13. ORDINARY RESOLUTION 3**  
**- RETENTION OF ENCIK MOHAMED RIDZA BIN MOHAMED ABDULLA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The agenda was to seek shareholders' approval for the retention of Encik Mohamed Ridza Bin Mohamed Abdulla who has served for a cumulative term of more than nine (9) years as the Independent Non-Executive Director of the Company.

On the invitation of the Chairman, Encik Abdul Halim bin Jantan, who is a member of the Nomination Committee stated on behalf of the Board that the Nomination Committee and the Board had assessed Encik Ridza's independency and recommended that he be retained as an Independent Non-Executive Director.

Resolution 9 was duly proposed by Madam Wong Lai Cham and seconded by Encik Shikh Nora Fizul Afandi Bin Sheikh Abd Rahman.

**14. SPECIAL RESOLUTION**  
**- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY**

The Chairman informed that the proposed adoption of the new Constitution was to streamline the Company's Constitution with the new provisions of the Companies Act, 2016, amendments made to Bursa Malaysia Securities Berhad's Main Market Listing Requirements and to enhance administrative efficiency.

Resolution 10 was duly proposed by Encik Ahmad bin Ibrahim and seconded by Encik Encik Abdullah Fadzil bin Harun.

**15. POLLING PROCESS**

Upon the invitation of the Chairman, Puan Ros Sakila binti Bahari, the Poll Administrator explained the procedures for the conduct of E-Polling to the Shareholders.

The Meeting was adjourned at 4.00 p.m. to facilitate the voting process.

**16. ANNOUNCEMENT OF POLL RESULTS**

The Chairman called the Meeting to order at 4.15 p.m. for the declaration of the poll results and invited the Secretary to read out the poll results.

**16.1 Re-election of Encik Mohamed Ridza bin Mohamed Abdulla who retires by rotation in accordance with Clause 96 of the Company's Constitution**

The poll result in respect of Resolution 1 was recorded as follows:-

<b>Resolution 1</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,772	99.9998
<b>Votes against</b>	125	0.0002

As 74,256,772 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 1 duly passed:-

“THAT Encik Mohamed Ridza bin Mohamed Abdulla retiring in accordance with Clause 96 of the Company's Constitution, and being eligible be hereby re-elected as Director of the Company.”

**16.2 Re-election of Encik A. Shukor bin S.A. Karim who retires by rotation in accordance with Clause 96 of the Company's Constitution**

The poll result in respect of Resolution 2 was recorded as follows:-

<b>Resolution 2</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,772	99.9998
<b>Votes against</b>	125	0.0002

As 74,256,772 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 2 duly passed:-

“THAT Encik A. Shukor bin S.A. Karim retiring in accordance with Clause 96 of the Company's Constitution, and being eligible be hereby re-elected as Director of the Company.”

**16.3 Re-election of Dato' Noordin bin Sulaiman who retires in accordance with Clause 102 of the Company's Constitution**

The poll result in respect of Resolution 3 was recorded as follows:-

<b>Resolution 3</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,772	99.9998
<b>Votes against</b>	125	0.0002

As 74,256,772 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 3 duly passed:-

“THAT Dato’ Noordin bin Sulaiman retiring in accordance with Clause 102 of the Company’s Constitution, and being eligible be hereby re-elected as Director of the Company.”

#### **16.4 Payment of Directors’ Fees**

The poll result in respect of Resolution 4 was recorded as follows:-

<b>Resolution 4</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,752	99.9998
<b>Votes against</b>	145	0.0002

As 74,256,752 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 4 duly passed:-

“THAT the payment of Directors’ fees for an amount up to RM290,000 for the financial year ending 31 December 2019 be hereby approved.”

#### **16.5 Payment of Directors’ benefits**

The poll result in respect of Resolution 5 was recorded as follows:-

<b>Resolution 5</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,752	99.9998
<b>Votes against</b>	145	0.0002

As 74,256,752 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 5 duly passed:-

“THAT the payment of Directors’ benefits for an amount up to RM238,000 from 29 June 2019 until the next AGM of the Company be hereby approved.”

#### **16.6 Re-appointment of Messrs KPMG Desa Megat PLT as auditors of the Company**

The poll result in respect of Resolution 6 was recorded as follows:-

<b>Resolution 6</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,772	99.9998
<b>Votes against</b>	125	0.0002

As 74,256,772 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 6 duly passed:-

“THAT Messrs KPMG Desa Megat PLT be and is hereby re-appointed Auditors and that they are to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors.”

**16.7 Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The poll result in respect of Resolution 7 was recorded as follows:-

<b>Resolution 7</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,772	99.9998
<b>Votes against</b>	125	0.0002

As 74,256,772 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 7 duly passed:-

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 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 Companies Act, 2016.”

**16.8 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**

The poll result in respect of Resolution 8 was recorded as follows:-

<b>Resolution 8</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	577,122	99.9783
<b>Votes against</b>	125	0.0217

As 577,122 shares representing 99.9783% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 8 duly passed:-

“THAT subject to the Companies Act, 2016 (“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 Part A of the Circular to Shareholders dated 29 April 2019, provided that such transactions are :-

- (i) recurrent transactions of a revenue or trading in nature;
- (ii) necessary for the Company's day-to-day operations;
- (iii) 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
- (iv) 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:-

- (i) 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;
- (ii) 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
- (iii) 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".

**16.9 Retention of Encik Mohamed Ridza bin Mohamed Abdulla as an Independent Non-Executive Director of the Company**

The poll result in respect of Resolution 9 was recorded as follows:-

<b>Resolution 9</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,772	99.9998
<b>Votes against</b>	125	0.0002

As 74,256,772 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 9 duly passed:-

"THAT approval be and is hereby given to Encik Mohamed Ridza Bin Mohamed Abdulla to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

**16.10 Adoption of a new Constitution of the Company**

The poll result in respect of Resolution 10 was recorded as follows:-

<b>Resolution 10</b>		
	<b>No. of shares</b>	<b>%</b>
<b>Votes in favour</b>	74,256,772	99.9998
<b>Votes against</b>	125	0.0002



As 74,256,772 shares representing 99.9998% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 10 duly passed:-

“THAT approval be and is hereby given to the Company to revoke the existing Constitution in its entirety with immediate effect and in place thereof, the new Constitution as set out in Appendix II of the Circular to the Shareholders dated 29 April 2019 be and is hereby adopted as the Constitution of the Company (“Proposed Adoption”).

AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary and/or expedient in order to give full effect to the Proposed Adoption.”

**17. CLOSURE**

There being no other business for which due notice had been given, the Meeting was declared closed at 4.20 p.m. with a vote of thanks to the Chair.

**CONFIRMED BY**

**CHAIRMAN**