

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

MINUTES of the Twenty-Seventh Annual General Meeting (“**27th AGM**”) of the Company held at Tropicana Golf & Country Resort, Grand Ballroom, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 11 August 2020 at 10.00 a.m.

- PRESENT
- The Board of Directors
 - : Dato’ Noordin bin Sulaiman (Chairman)
 - : Encik Mohamed Ridza Bin Mohamed Abdulla
 - : Encik Abdul Halim Bin Jantan
 - : Dato’ Iskandar Mizal bin Mahmood
 - : Dato’ Richard George Azlan bin Abas
 - : 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 27th 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.

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 7 valid proxies representing 68.71% of the Company’s total number of issued shares.

3. VOTING OF RESOLUTIONS AT THE MEETING

The Chairman 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.

He further informed that voting for all resolutions as set out in notice of the 27th 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 2019

The Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors having been circulated to all the Members within the prescribed period was taken as read.

There being no questions raised by the shareholders, the Audited Financial Statements for the year ended 31 December 2019 were received.

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

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

Resolution 1 was duly proposed by Encik Othman bin Omar and seconded by Encik Ibrahim bin Abd Rahman.

6. RE-ELECTION OF DATO' ISKANDAR MIZAL BIN MAHMOOD WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 119 OF THE COMPANY'S CONSTITUTION

In accordance with Clause 119 of the Company's Constitution, Dato' Iskandar Mizal Bin Mahmood was due to retire and being eligible, has offered himself for re-election.

Resolution 2 was duly proposed by Encik Othman bin Omar and seconded by Encik Ibrahim bin Abd Rahman.

7. PAYMENT OF DIRECTORS' FEES FOR AN AMOUNT UP TO RM290,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020

The Company had proposed a payment of Directors' fees for an amount up to RM290,000 for the financial year ending 31 December 2020.

Resolution 3 was duly proposed by Encik Ibrahim bin Abd Rahman and seconded by Puan Karen Yap Pik Li.

The Chairman informed the shareholders that the relevant Director who is also a shareholder shall abstain from voting on this resolution.

8. PAYMENT OF DIRECTORS' BENEFITS FOR AN AMOUNT UP TO RM238,000 FROM 12 AUGUST 2020 UNTIL THE NEXT AGM OF THE COMPANY

The Company had proposed a payment of Directors' benefit for an amount up to RM238,000 from 12 August 2020 until the next AGM of the Company.

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

The shareholders were informed that the relevant Director who is also a shareholder shall abstain 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

Messrs KPMG Desa Megat PLT who was retiring at the 27th AGM had given their consent to seek for re-appointment. It was noted that no other nomination had been received by the Company.

Resolution 5 was duly proposed by Mr Loh Cheok Wa and seconded by Encik Ibrahim bin Abd Rahman.

10. ORDINARY RESOLUTION 1
- 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 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 the Circular dated 13 July 2020 ("Circular").

Resolution 6 was duly proposed by Encik Ibrahim bin Abd Rahman and seconded by Mr Loh Cheok Wa.

The Chairman informed the shareholders that the interested Director, the interested Major shareholder and person connected with them as mentioned in the Circular shall abstain from voting on this resolution.

11. ORDINARY RESOLUTION 2
- AUTHORITY TO ISSUE SHARES

The last 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 Mr Loh Cheok Wa and seconded by Encik Ibrahim bin Abd Rahman.

12. POLLING PROCESS

Upon the invitation by 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 10.20 a.m. to facilitate the voting process.

13. ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order at 10.40 a.m. for the declaration of the poll results and invited the Secretary to read out the poll results.

13.1 Re-election of Encik Abdul Halim Bin Jantan who retires by rotation in accordance with Clause 119 of the Company's Constitution

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

| Resolution 1 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,709,913 | 100 |
| Votes against | 0 | 0 |

As 73,709,913 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 1 duly passed:-

"THAT Encik Abdul Halim Bin Jantan retiring in accordance with Clause 119 of the Company's Constitution, and being eligible be hereby re-elected as Director of the Company."

13.2 Re-election of Dato' Iskandar Mizal Bin Mahmood who retires by rotation in accordance with Clause 119 of the Company's Constitution

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

| Resolution 2 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,709,913 | 100 |
| Votes against | 0 | 0 |

As 73,709,913 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 2 duly passed:-

“THAT Dato’ Iskandar Mizal Bin Mahmood retiring in accordance with Clause 119 of the Company’s Constitution, and being eligible be hereby re-elected as Director of the Company.”

13.3 Payment of Directors’ Fees

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

| Resolution 4 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,709,913 | 100 |
| Votes against | 0 | 0 |

As 73,709,913 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 3 duly passed:-

“THAT the payment of Directors’ fees for an amount up to RM290,000 for the financial year ending 31 December 2020 be hereby approved.”

13.4 Payment of Directors’ benefits

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

| Resolution 5 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,709,873 | 99.9999 |
| Votes against | 40 | 0.0001 |

As 73,709,873 shares representing 99.9999% 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’ benefits for an amount up to RM238,000 from 12 August 2020 until the next AGM of the Company be hereby approved.”

13.5 Re-appointment of Messrs KPMG Desa Megat PLT as auditors of the Company

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

| Resolution 6 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,707,813 | 100 |
| Votes against | 0 | 0 |

As 73,707,813 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 5 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.”

13.6 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 6 was recorded as follows:-

| Resolution 8 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 30,263 | 100 |
| Votes against | 0 | 0 |

As 30,263 shares representing 100% of the total votes cast were in favour of the motion, the Chairman declared the following Resolution 6 duly passed:-

“THAT subject to the Companies Act, 2016 (“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 13 July 2020, 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.”

13.7 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:-

| Resolution 7 | | |
|------------------------|----------------------|----------|
| | No. of shares | % |
| Votes in favour | 73,709,913 | 100 |
| Votes against | 0 | 0 |

As 73,709,913 shares representing 100% 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 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.”

14. CLOSURE

There being no other business for which due notice had been given, the Meeting was declared closed at 10.50 a.m. with a vote of thanks to the Chair.

CONFIRMED BY

CHAIRMAN

Dated: