

NOTICE OF TWENTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting ("29th AGM") of **THETA EDGE BERHAD** ("Company") will be 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 on Wednesday, 29 June 2022 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 2021. (Refer to Explanatory Note 1)
- To re-elect Abdul Halim bin Jantan who retires by rotation in accordance with Clause 119 of the Company's Constitution. (Resolution 1)
- To re-elect the following Directors who retire in accordance with Clause 97 of the Company's Constitution:-
 - Latifah binti M.Daud; (Resolution 2)
 - Erma Surianee binti Malek; (Resolution 3)
 - Tengku Dato' Seri Hasmuudin bin Tengku Othman; (Resolution 4)
 - Datuk Seri Asri bin Hamidin @ Hamidin; (Resolution 5)
 - Azhil bin Yusof; and (Resolution 6)
 - Shamsul Kamal bin Hussein Kamal. (Resolution 7)
- To approve the payment of Directors' fees for an amount up to RM350,000 for the financial year ending 31 December 2022. (Resolution 8)
- 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. (Resolution 9)
- To approve the payment of Directors' benefits for an amount up to RM442,500 from 30 June 2022 until the next AGM of the Company. (Resolution 10)
- To appoint 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)

AS SPECIAL BUSINESSES

- To consider and if thought fit, pass the following resolutions with or without modifications:- (Resolution 12)

ORDINARY RESOLUTION 1

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 twenty per centum (20%) 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

"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 29 April 2022, 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."

By Order of the Board,
 CYNTHIA GLORIA LOUIS
 (SSM PC No. 201908003061)
 (MAICSA 7008306)
 Company Secretary

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

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 TIIH Online website at <https://tiih.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 23 June 2022. Only a depositor whose name appears on the General Meeting Record of Depositors as at 23 June 2022 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 2021**
 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 Director in accordance with Clause 119 of the Company's Constitution (Resolution 1)**
 In accordance with Clause 119 of the Company's Constitution, one-third (1/3) of the Directors or if their number is not a multiple of three (3) then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided that the Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
 Abdul Halim bin Jantan ("Abdul Halim") retires by rotation in accordance with Clause 119 of the Company's Constitution and being eligible, offers himself for re-election. The Nomination and Remuneration Committee ("NRC") has assessed and considered Abdul Halim's performance and contribution as well as his independence.
 Based on the evaluation results of the Board Performance Assessment carried out for the financial year ended 31 December 2021, Abdul Halim has performed well and discharged his duties and responsibilities satisfactorily.
 The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of Encik Halim. The retiring Director has abstained from deliberations and decisions making on his re-election at the NRC and Board meetings respectively.
- Re-election of Directors in accordance with Clause 97 of the Company's Constitution (Resolutions 2 to 7)**
 In accordance with Clause 97 of the Company's Constitution, the Directors shall have power at any time to appoint any person as a Director either to fill a casual vacancy or an addition to the Board, but so that the total number of Directors shall not be increased beyond the maximum number hereinbefore prescribed. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.
 The Directors appointed since the last 28th AGM are as follows:-

No.	Directors	Date of Appointment
(i)	Latifah binti M.Daud	10 September 2021
(ii)	Erma Surianee binti Malek	10 September 2021
(iii)	Tengku Dato' Seri Hasmuudin bin Tengku Othman	29 November 2021
(iv)	Datuk Seri Asri bin Hamidin @ Hamidin	29 November 2021
(v)	Azhil bin Yusof	1 March 2022
(vi)	Shamsul Kamal bin Hussein Kamal	1 April 2022

- Directors' Fees (Resolution 8)**
 Shareholders' approval on the Directors' Fees for the Board was obtained at the 28th Annual General Meeting (AGM) held on 28 June 2021 and there is no revision to any of the fees. Details of Directors' Fees are set-out in the Annual Report.
 The Company will be seeking the approval of the shareholders for the Proposed Directors' Fees for an amount up to RM350,000 for the financial year ending 31 December 2022. 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 8 pertaining to their respective Directors' Fees.
- Additional Director's Benefit (Resolution 9)**
 At the 27th AGM of the Company held on 12 August 2020, the shareholders had approved RM238,000 as total Directors' Benefits payable to the Directors of the Company for the period commencing from 12 August 2020 up to the 28th AGM of the Company held on 28 June 2021.

The total Directors' Benefits incurred was amounted to RM256,680. The request on the additional amount of RM18,680 in excess of the RM238,000 is required due to the additional number of Board and Board Committees meetings held for the period from 12 August 2020 up to the 28th AGM of the Company. The additional meetings were held to address specific circumstances that occurred at that time and could not be deferred to the routine scheduled meetings due to the urgency of those issues deliberated.

6. Directors' Benefit (Resolution 10)

Shareholders' approval on the Directors' Benefit for the Board and Board Committees was obtained at the 28th AGM held on 28 June 2021 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 & Remuneration Committee (Per Meeting) RM
Chairman	3,000	3,000	2,000
Non-Executive Member	1,500	2,500	1,500

The estimated amount of RM442,500 is derived from estimated number of meetings to be held by the Board and Board Committees from 30 June 2022 until the next AGM.

The Directors who are shareholders of the Company will abstain from voting on Resolution 10 pertaining to their respective Directors' Benefit.

7. Appointment of Auditors (Resolution 11)

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 Desa Megat PLT would retire at the conclusion of the 29th AGM and Messrs KPMG PLT would be appointed as Auditors of the Company in place thereof.

Messrs. KPMG PLT given their consent to act as the Auditors. If the proposed appointment if approved, Messrs. KPMG PLT shall hold office until the conclusion of the next AGM of the Company.

8. Authority to issue shares under Sections 75 and 76 of the Companies Act, 2016 (Resolution 12)

Bursa Malaysia Securities Berhad has announced that listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements ("MMLR") of not more than twenty per centum (20%) of the total number of issued shares for issue of new securities ("20% General Mandate") provided that the following are being complied with:-

- Procure its shareholders' approval for the 20% General Mandate; and
 - Comply with all applicable legal requirements, including its Constitution or relevant constituent document.
- The Company may utilise the 20% General Mandate to issue new securities until 31 December 2022. Thereafter, the 10% limit under Paragraph 6.03(1) of the MMLR will be reinstated.
- 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 20% of the total issued shares of the Company for the time being, pursuant to Sections 75 and 76 of the Companies Act, 2016. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
- The Board, having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders.
- The Proposed Ordinary Resolution 1, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 20% of the total number of issued shares of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

As at the date of this Notice, 10,724,300 new ordinary shares in the Company were issued by way of Private Placement pursuant to the general mandate granted to the Directors at the 28th AGM of the Company held on 28 June 2021. The total proceeds raised from the Private Placement was RM7,751,175.50 at RM0.725 per share. The details and status of the utilisation of proceeds raised from the said private placement exercise as at 29 April 2022 are as follows:-

Utilisation of Proceeds	Proposed Utilisation RM'000	Amount Utilised RM'000	Balance Available for Utilisation RM'000	Expected timeframe for utilisation
Working capital requirement for the JENDELA Project	7,475	-	7,475	Within 12 months
Expenses incurred for the Private Placement	300	-	300	Immediate
Total	7,775	-	7,775	

9. 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 13)

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 29 April 2022.