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THETA EDGE BERHAD

[Registration No. 199301005265 (260002-W)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting ("30th AGM") of **THETA EDGE BERHAD** ("Company") will be conducted on a virtual basis through live streaming from the Broadcast Venue at Theta Edge Berhad's Headquarters, Lot 11B, Jalan 223, Seksyen 51A, 46100 Petaling Jaya, Selangor Darul Ehsan on Monday, 26 June 2023 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 2022. (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:-
 - Zainal 'Abidin bin Abd Jalil; (Resolution 1)
 - Rozahan bin Osman; and (Resolution 2)
 - Latifah binti M. Daud. (Resolution 3)
- To approve the payment of Directors' fees for an amount up to RM350,000 for the financial year ending 31 December 2023. (Resolution 4)
- To approve the payment of additional Directors' benefits amounting to RM14,500, which was in excess of the earlier approved amount of RM253,000 for the period commencing from 29 June 2021 until the conclusion of 29th AGM of the Company. (Resolution 5)
- To approve the payment of Directors' benefits for an amount up to RM748,000 from 26 June 2023 until the next AGM of the Company. (Resolution 6)
- To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

AS SPECIAL BUSINESSES

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

ORDINARY RESOLUTION 1

AUTHORITY TO ALLOT SHARES (Resolution 8)

"THAT subject to the Companies Act 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ["MMLR"], the Company's Constitution and approval of the relevant governmental regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new 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 (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Act read together with Clause 59 of the Constitution of the Company, approval be and is hereby given to the Company to waive the statutory pre-emptive rights conferred upon the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate."

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 9)

"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 28 April 2023, 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 Annual General Meeting ("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 must 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 authorised 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)
(MAICSA 7008306)
Company Secretary

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

28 April 2023
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 authorised 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 appointer or his attorney duly authorised in writing or if the appointer 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.

NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

Members Entitled to Attend

- In respect of the deposited securities, only members whose names appear in the Record of Depositors on 19 June 2023 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his behalf.

Explanatory Notes:-

1. Directors' Report, Audited Financial Statement and the Auditors' Report for the financial year ended 31 December 2022

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.

2. Re-election of Directors in accordance with Clause 119 of the Company's Constitution (Resolutions 1,2,3)

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 then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided that all 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.

Zainal 'Abidin bin Abd Jalil, Rozahan bin Osman and Latifah binti M.Daud who retire by rotation in accordance with Clause 119 of the Company's Constitution and being eligible, offer themselves for re-election. The Nomination and Remuneration Committee ("NRC") has assessed and considered the performance and contribution of the retiring directors as well as the independent assessment of Latifah binti M.Daud. Based on the evaluation results of the Board Performance Assessment carried out for the financial year ended 31 December 2022, the retiring Directors have performed well and discharged their duties and responsibilities satisfactorily. The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of Zainal 'Abidin bin Abd Jalil, Rozahan bin Osman and Latifah binti M.Daud. The retiring Directors have abstained from deliberation and decision making on their re-election at the NRC and Board meetings respectively.

3. Directors' Fees (Resolution 4)

Shareholders' approval on the Directors' Fees for the Board was obtained at the 29th Annual General Meeting ("AGM") held on 29 June 2022 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 2023. The fees will not be paid until the approval of the shareholders has been obtained at the 30th AGM.

The Directors who are shareholders of the Company will abstain from voting on Resolution 4 pertaining to their respective Directors' Fees.

4. Additional Directors' Benefits (Resolution 5)

At the 28th AGM of the Company held on 28th June 2021, the shareholders had approved RM253,000 as total Directors' Benefits payable to the Directors of the Company for the period commencing from 29 June 2021 up to the 29th AGM of the Company held on 29 June 2022.

The total Directors' Benefits incurred was amounted to RM267,500. The request on the additional amount of RM14,500 in excess of the RM253,000 is required due to the additional number of Board and Board Committees' meetings held for the period from 29 June 2021 up to 29th 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.

5. Directors' Benefits (Resolution 6)

Shareholders' approval on the Directors' Benefits for the Board and Board Committees was obtained at the 29th AGM held on 29 June 2022 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 | Investment Steering Committee (Per Meeting) RM |
|----------------------|---|--|--|--|
| Chairman | 3,000 | 3,000 | 2,000 | 1,000 |
| Non-Executive Member | 1,500 | 2,500 | 1,500 | 1,000 |

The estimated amount of RM748,000 is derived from estimated number of meetings to be held by the Board and Board Committees from 26 June 2023 until the next AGM.

The Directors who are shareholders of the Company will abstain from voting on Resolution 6 pertaining to their respective Directors' Benefits.

6. Authority to Allot Shares (Resolution 8)

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 ten per centum (10%) of the total number of 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.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the mandate.

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 9)

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 28 April 2023.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Following is the statement made pursuant to paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad:-

As at the date of the notice, there are no individuals who are standing for election.

- Directors who are standing for re-election at the 30th AGM of the Company, are as follows:-

- Zainal 'Abidin bin Abd Jalil (Resolution 1)
- Rozahan bin Osman (Resolution 2)
- Latifah binti M. Daud (Resolution 3)

- Further details of Directors who are standing for re-election are set out in the Profile of Directors appearing on pages 12 to 20 of the Annual Report.

- Details of attendance of Directors at Board Meetings held during the financial year ended 31 December 2022 are set out on pages 54 to 55 of the Annual Report.

PERSONAL DATA NOTICE

The Personal Data Protection Act 2010 ("Act") which regulates the processing of personal data in commercial transactions, applies to Tricor Investor & Issuing House Services Sdn Bhd, the share registrar of Theta Edge Berhad.

The personal data processed by Tricor Investor & Issuing House Services Sdn Bhd may include your name, contact details, mailing address and any other personal data derived from any documentation.

Tricor Investor & Issuing House Services Sdn Bhd may use or disclose your personal data to any person engaged for the purposes of issuing the above notice of meeting and convening the meeting.

Subject to the requirement under the Act, if you would like to make any enquiries on your personal data, please contact us at:

Address : Tricor Investor & Issuing House Services Sdn Bhd
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Vertical Business Suite, Avenue 3
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