

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-First Annual General Meeting (“31st AGM”) of THETA EDGE BERHAD (“Company”) will be held at the Broadcast Venue at Theta Edge Berhad’s Headquarters, Lot 11B, Jalan 223, Seksyen 51A, 46100 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 June 2024 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESSES

1. To receive the audited financial statements together with the reports of the Directors and Auditors for the year ended 31 December 2023. **(Please refer to Explanatory Note 1)**
2. To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Company’s Constitution:
 - (i) Adam Malik bin Azlan **(Resolution 1)**
 - (ii) Shahrin binti Oli Mohamed **(Resolution 2)**
 - (iii) Syed Osman AlHaddad bin Syed Mohamed **(Please refer to Explanatory Note 2)**
3. To re-elect Tengku Dato’ Seri Hasmuiddin bin Tengku Othman who retires by rotation in accordance with Clause 119 of the Company’s Constitution. **(Please refer to Explanatory Note 2)**
4. To approve the payment of Directors’ fees for an amount up to RM240,000 for the financial year ending 31 December 2024. **(Resolution 3)**
5. To approve the payment of Directors’ benefits for an amount up to RM823,000 from 27 June 2024 until the next AGM of the Company. **(Resolution 4)**
6. To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESSES

7. To consider and if thought fit, pass the following resolution with or without modifications:

ORDINARY RESOLUTION 1

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 6)**

“**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 30 April 2024, 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 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;
- (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 must 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 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.”

8. To transact any other ordinary business for which due notice shall have been given.

By Order of the Board,

CYNTHIA GLORIA LOUIS
(MAICSA 7008306)
(SSM PC No. 201908003061)
Company Secretary

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

30 April 2024
Petaling Jaya

Notes:

Appointment of Proxy

1. 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.
2. 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.

3. 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.
4. 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.
5. 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://tiah.online> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

Members Entitled to Attend

6. In respect of the deposited securities, only members whose names appear in the Record of Depositors on 19 June 2024 (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 2023

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 97 and Clause 119 of the Company’s Constitution (Resolutions 1 and 2)

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.

Clause 119 of the Company’s Constitution provides that 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.

Adam Malik bin Azlan, Shahrin binti Oli Mohamed and Syed Osman AlHaddad bin Syed Mohamed retire by rotation in accordance with Clause 97 and Tengku Dato’ Hasmuiddin bin Tengku Othman retire by rotation in accordance with Clause 119 of the Company’s Constitution.

Adam Malik bin Azlan and Shahrin binti Oli Mohamed, being eligible offer themselves for re-election. Tengku Dato’ Seri Hasmuiddin bin Tengku Othman and Syed Osman AlHaddad bin Syed Mohamed have informed the Company that they do not wish to seek for re-election. They will retain office until the conclusion of the 31st AGM.

The Nomination and Remuneration Committee (“NRC”) has assessed and considered the performance and contribution, satisfaction of all the requirements as set out in the Fit and Proper Policy by the retiring Directors as well as the independent assessment of Adam Malik bin Azlan and Shahrin binti Oli Mohamed. Based on the evaluation results of the Board Performance Assessment carried out for the financial year ended 31 December 2023, the retiring Directors have performed well and discharged their duties and responsibilities satisfactorily. The retiring directors have declared that they have not engaged in any business dealings or actions that could compromise their impartiality or create a conflict of interest or potential conflict of interest with their roles within the Group. The Board has endorsed the NRC’s recommendation to seek shareholders’ approval for the re-election of Adam Malik bin Azlan and Shahrin binti Oli Mohamed. The retiring Directors have abstained from deliberations and decisions making on their re-election at the NRC and Board meetings respectively.

3. Directors’ Fees (Resolution 3)

Shareholders’ approval on the Directors’ Fees for the Board was obtained at the 30th Annual General Meeting (“AGM”) held on 26 June 2023 and there is no revision to any of the fees. Details of Directors’ Fees are set-out on pages 83 to 84 of the Annual Report.

The Company will be seeking the approval of the shareholders for the Proposed Directors’ Fees for an amount up to RM240,000 for the financial year ending 31 December 2024. The fees will not be paid until the approval of the shareholders has been obtained at the 31st AGM.

The Directors who are shareholders of the Company will abstain from voting on Resolution 3 pertaining to their respective Directors’ Fees.

4. Directors’ Benefits (Resolution 4)

The Board had upon the recommendation of the NRC, reviewed the Directors benefits and time commitment required, responsibilities, duties and commitment, details of which are as follows:

	Board of Directors (Per Meeting)	Audit & Risk Management Committee (Per Meeting)	Nomination & Remuneration Committee (Per Meeting)	Board Investment Committee (Per Meeting)
	RM	RM	RM	RM
Chairman	3,500 (from 3,000)	3,000	2,000	1,000
Non-Executive Member	2,500 (from 1,500)	2,500	1,500	1,000

The estimated amount of RM823,000 is derived from estimated number of meetings to be held by the Board and Board Committees from 27 June 2024 until the next AGM.

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

5. 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 6)

The proposed Ordinary Resolution 1, 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 30 April 2024.