

Notice of Thirty Second Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty Second Annual General Meeting ["32nd AGM"] of THETA EDGE BERHAD ("Company") will be held at Glenmarie Ballroom, Glenmarie Hotel & Golf Resort, Jalan Usahawan U1/8, Glenmarie Golf & Country Club, 40250 Shah Alam, Selangor Darul Ehsan on Wednesday, 25 June 2025 at 11.30 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 2024.

(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) Tan Sri Abd Rahman bin Mamat

(ii) Datuk Dyg Sadiah binti Abg Bohan

(iii) Nik Johaan bin Nik Hashim

(iv) Datuk Nuraslina binti Zainal Abidin

(Resolution 1)

(Resolution 2)

(Resolution 3)

(Resolution 4)
3. To re-elect the following Director who retires by rotation in accordance with Clause 119 of the Company's Constitution:

(i) Azih bin Yusof

(Resolution 5)
4. To approve the payment of additional Directors' fees amounting to RM2,705, which was in excess of the earlier approved amount of RM240,000 for the financial year ended 31 December 2024.

(Resolution 6)
5. To approve the payment of Directors' fees for an amount up to RM290,000 for the financial year ending 31 December 2025.

(Resolution 7)
6. To approve the payment of Directors' benefits for an amount up to RM446,000 from 26 June 2025 until the next AGM of the Company.

(Resolution 8)
7. To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 9)

AS SPECIAL BUSINESSES

8. To consider and if thought fit, pass the following resolutions with or without modifications:
- (Resolution 10)

ORDINARY RESOLUTION 1 TO AUTHORISE THE ALLOTMENT AND ISSUANCE OF SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 59 OF THE COMPANY'S CONSTITUTION:

"**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 ("Act") and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit and in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed 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 the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be 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 and that the Board is exempted from the obligation to offer such New Shares first to the existing shareholders of the Company arising from any issuance of the New Shares pursuant to the 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

"**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 2025, 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."

9. 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 2025

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 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.
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 Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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 2025 (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 2024**

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 1,2,3,4 and 5)**

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.

Tan Sri Abd Rahman bin Mamat, Datuk Dyg Sadiah binti Abg Bohan, Nik Johaan bin Nik Hashim and Datuk Nuraslina binti Zainal Abidin retire by rotation in accordance with Clause 97 and Azih bin Yusof retires 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, 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 Azih bin Yusof. Based on the evaluation results of the Board Performance Assessment carried out for the financial year ended 31 December 2024, 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 Tan Sri Abd Rahman bin Mamat, Datuk Dyg Sadiah binti Abg Bohan, Nik Johaan bin Nik Hashim, Datuk Nuraslina binti Zainal Abidin and Azih bin Yusof. The retiring Directors have abstained from deliberations and decisions making on their re-election at the NRC and Board meetings respectively.

3. Additional Directors' Fees (Resolution 6)

At the 31st AGM of the Company held on 26 June 2024, the shareholders had approved RM240,000 as the total Directors' Fees payable to the Directors of the Company for the financial year ended 31 December 2024.

The total Directors' Fees incurred amounted to RM242,705. The request for the additional amount of RM2,705 in excess of RM240,000 is required due to the additional directors appointed during the financial year ended 31 December 2024.

4. Directors' Fees (Resolution 7)

Shareholders' approval on the Directors' Fees for the Board was obtained at the 31st Annual General Meeting ("AGM") held on 26 June 2024 and there is no revision to any of the fees. Details of Directors' Fees are set-out on pages 86 to 87 of the Annual Report.

The Company will be seeking the approval of the shareholders for the Proposed Directors' Fees for an amount up to RM290,000 for the financial year ending 31 December 2025. The fees will not be paid until the approval of the shareholders has been obtained at the 32nd AGM.

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

5. Directors' Benefits (Resolution 8)

Shareholders' approval on the Directors' Benefits for the Board and Board Committees was obtained at the 31st AGM held on 26 June 2024 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	Board Investment Committee (Per Meeting) RM
Chairman	3,500	3,000	2,000	1,000
Non-Executive Member	2,500	2,500	1,500	1,000

The estimated amount of RM446,000 is derived from estimated number of meetings to be held by the Board and Board Committees from 26 June 2025 until the next AGM.

The Directors who are shareholders of the Company will abstain from voting on Resolution 8 pertaining to their respective Directors' Benefits.

6. Ordinary Resolution 1 – Mandate to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 59 of the Company's Constitution (Resolution 10)

The Ordinary Resolution 1 proposed is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act. The Ordinary Resolution 1, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum [10%] of the total number of issued shares of the Company for any possible fund-raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or business expansion and/or working capital and/or acquisitions or the issuance of shares as a consideration for the acquisition of assets.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM or at the expiry of the period within the next AGM is required to be held after the approval was given, whichever is earlier.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

7. 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 11)

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 30 April 2025.