

**THETA EDGE BERHAD**

**Registration No. 199301005265 (260002-W)**

**MINUTES** of the Thirty-Second Annual General Meeting (32nd AGM) of the Company 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.

## The Board of Directors

- ABSENT WITH : Datuk Dyg Sadiyah binti Abg Bohan (Non-Independent Non-Executive Chairman)

As per Attendance List

## 1. QUORUM

He thereafter introduced the members of the Board, the Group Managing Director and Chief Executive Officer (GMD&CEO), Chief Financial Officer, Company Secretary, Management and External Auditors, who joined the Meeting.

The Chairman informed that Datuk Dyg Sadiah binti Abg Bohan extended her apologies for not being able to attend the Meeting as she is currently away for an official visit to China.

## **2. NOTICE**

There being no objection, the notice convening the meeting dated 30 April 2025, 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 42 valid proxies representing 29.45% of the Company's total number of issued shares.

## **3. VOTING OF RESOLUTIONS AT THE MEETING**

The Chairman informed that voting for all resolutions as set out in the notice of the 32nd AGM will be carried out by poll in line with Bursa Malaysia Securities Berhad's (Bursa Securities) Main Market Listing Requirements. Scrutineer Solutions 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 Shareholders were 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.

Next, the Chairman informed the Shareholders that the voting session will be opened after all Resolutions have been tabled.

## **4. PRESENTATION BY MANAGEMENT**

The Chairman invited Datuk Nuraslina Zainal Abidin (Datuk Nurul), the GMD&CEO assisted by Encik Chong Cheok Weng (Encik Chong), the Group Chief Financial Officer (Group CFO) to give a presentation on the Group's performance for the financial year ended 2024.

The presentation covered five (5) main areas, namely (i) lookback at Theta's 2024 performance; (ii) challenges faced and how we responded; (iii) key financial highlights for the year; (iv) Theta's ESG and Sustainability efforts and (v) Theta's focus and direction for year 2025.

### **Lookback at Theta's 2024 Performance**

Datuk Nurul shared that 2024 was a year that challenged many of Theta's core assumptions, necessitating tough but essential decisions. While the headline numbers fell short of expectations, they do not convey the full scope of progress made.

### **Challenges faced and how we responded**

During the year 2024, Theta began reshaping its foundation by restructuring its portfolio, shifting focus from one-off projects to more recurring and predictable revenue streams. The Group also undertook significant cost optimization

measures, including a 35% reduction in manpower costs, with the aim of creating a leaner and more sustainable operating model.

Theta launched platforms, venture into smart cities, health technology and AI enabled services, early moves that signalled our long-term direction.

In parallel, Theta launched several key platforms and ventured into strategic growth areas such as smart cities, health-care technology, and AI-enabled services, early moves that signal the Group's long-term direction and commitment to innovation-driven value creation.

### **Key Performance Highlights**

For the financial year ended 31 December 2024 (FY2024), the Group recorded a decline in revenue and reported a loss for the year. This was primarily due to the completion of major projects under Jendela 1 and other legacy initiatives, without timely replacement from the targeted tender pipeline.

While the revenue shortfall was challenging, it also exposed a more fundamental issue, Theta's over-reliance on episodic project wins. This has underscored the urgent need to shift towards building more stable, recurring income streams.

In response, Theta began repositioning the business for long-term resilience. The Group secured new platform ventures and undertook significant cost restructuring, including a 35% reduction in manpower costs. These efforts laid the foundation for recurring revenue models, including concession-based, usage-based, and digital platform-driven income.

Although these initiatives have not yet been fully reflected in the profit and loss statement, they are beginning to take shape in our operational footprint and in a growing pipeline that the Group is now actively monetizing.

Datuk Nurul thereafter invited Encik Chong, the Group CFO to continue with the financial highlights for year 2024.

Encik Chong reported that Theta achieved strong revenue and profitability in 2023, driven primarily by large-scale infrastructure development projects, particularly Jendela 1. However, in 2024, the Company's revenue declined to RM60.5 million, mainly due to the non-materialization of several key tenders that Theta had anticipated winning. This shortfall has had a cascading effect on the Company's overall performance.

Encik Chong added that, as a service-based company, employees are Theta's most critical assets, and staff costs represent the Company's largest overhead. With the sharp drop in revenue contracts in 2024, the impact on profitability was both immediate and significant. This led to a net loss of RM17.8 million, with earnings before interest, taxes, depreciation and amortization (EBITDA) declining to a negative RM14.4 million. Recognizing the need to realign its operating model, Theta activated its Business Model Transformation Plan in

early 2025. This included a strategic workforce reshaping exercise, which resulted in a 35% reduction in manpower costs, while ensuring that the Company's core competencies are preserved and reoriented towards new growth areas.

For the FY2025, Theta is focused on translating its strategic initiatives in smart cities, health technology, and digital platforms into monetizable revenue streams.

In FY2024, the Group recorded revenue of RM60.5 million, reflecting a 58% decline compared to the previous year. Net assets per share decreased from RM0.68 to RM0.51. Theta reported a loss after tax of RM17.8 million, a reversal from the RM9.3 million profit recorded in the previous year. The loss was primarily driven by the completion of several key contracts, alongside the non-materialization of anticipated projects from the targeted pipeline.

Encik Chong added that during the transitional phase, Theta undertook the necessary groundwork to absorb short-term strain while positioning the business for long-term sustainability. To address this, Theta has implemented key corrective measures aimed at improving revenue and profitability in FY2025. These include strategic repositioning, structural cost reductions, enhanced execution capabilities, and accelerated monetization of its new platform-based revenue streams.

Having concluded his briefing, Encik Chong handed the floor back to Datuk Nurul.

Next, Datuk Nurul informed that Theta's vision is to drive the adoption of sustainable and innovative technology, always anchored in creating real, measurable impact. This commitment is clearly reflected in the Group's ongoing initiatives in smart cities, where Theta is embedding intelligence into urban environments to enable safer communities, improved resource efficiency, and long-term operational insights for municipal councils.

This vision also comes to life through our AI-driven healthcare technology platforms. Through mobile screening units and digital diagnostic tools, Theta is expanding access to healthcare, reaching communities beyond the traditional boundaries of hospitals and clinics.

However, the returns from these initiatives require longer gestation periods. This is characteristic of how Theta's new technology-driven businesses are being built, i.e. by laying the foundation for recurring and scalable revenue models, even if they take time to fully mature.

At the same time, Theta continues to deliver its core IT and solutions integration work, which generates transactional revenue and supports near-term cash flow stability.

Theta's goal is to transition towards a higher-quality earnings profile, underpinned by platforms, data, and long-term service value. To realise long-term platform strategy, Theta must first continue delivering on the fundamentals that sustain the business today. The performance in 2024 reflects the executional discipline of our team, particularly across our traditional solution integration and infrastructure delivery segments, which remain essential to our near-term revenue base.

Theta had successfully carried out among others, the following transactional projects:-

- (i) Jendela Phase 1 - Theta successfully completed the construction of 221 telecommunications towers, an important infrastructure initiative that directly supports the Nation's Digital Access goals.
- (ii) e-Warga Emas System was successfully deployed, supporting Government outreach for senior citizen welfare.
- (iii) Delivered the Polytechnic Network Switching Project ahead of schedule.
- (iv) Rollout of Majlis Perbandaran Ampang Jaya (MPAJ) Smart City, a 20 year smart city concession with MPAJ. This project aims to build not just infrastructure, but intelligent systems that deliver long-term monetisation potential and meaningful public impact.
- (v) BolehBook Platform, which is a Mobility as a Service (MaaS) through collaborations with public transport operators, event organisers and high-footfall destinations.

In addition to the above, Theta has also completed its IP registration for Hajj Mobility, a long term positioning move that supports future expansion into MaaS for religious travel. However, these initiatives are still in their early phases but together, they form the architecture for a stronger platform driven Theta with recurring revenue potential.

### **Recognition and Awards**

Theta has received multiple recognitions that reflect not only Theta's technology leadership, but also its commitment to human capital, sustainability and inclusion. The recognition and awards received are (i) Malaysia Technology Excellence Awards 2024 (JENDELA); (ii) Community Care & Digitalisation Initiatives Awards (Sustainability and CSR Malaysia Awards); (iii) World Distinguished Women Leader Lifetime Achievement Award (honor recognition of GMD & CEO's outstanding success and achievements); (iv) 14<sup>th</sup> Top 50 Professional & Career Women Global Awards 2024 and (v) NACRA 2024 – National Annual Corporate Report Awards.

### **Theta's ESG and Sustainability efforts**

ESG is embedded into how we build Theta and its efforts have delivered measurable results. Theta has improved its FTSE ESG rating from 1 star to 2 stars. This reflects Theta's commitment to transparency, risk governance and stakeholder accountability. Aligning with EESG considerations, in year 2024, Theta conducted a comprehensive materiality assessment with internal and selected external stakeholders resulting in new material matters identified and increased from 10 in year 2023 to 16 in year 2024.

From operations standpoint, Theta's HSE performance with zero work facility and lost time incident and Theta has achieved 45001:2018 and 14001:2015.

From an operational standpoint, Theta maintained a strong HSE record, with zero workplace fatalities and no lost time incidents reported. In recognition of its commitment to safety and environmental management, Theta has maintained its certifications for ISO 45001:2018 and ISO 14001:2015.

To demonstrate its commitment to building a company that performs responsibly and grows sustainably, Theta has translated this commitment into targeted community programs. These initiatives focus on digital inclusion, food security, financial literacy, and access to education, reflecting Theta's dedication to creating meaningful, long-term impact in the communities it serves.

The focus in year 2025 is anchored on three core shifts, namely (i) revenue recognition; (ii) cost management and (iii) focus on areas that align with Theta's long-term pivot, particularly platform plays like smart city and AI-based screening. While these initiatives may not deliver immediate profits, they are designed to generate recurring revenue and deliver scalable, long-term impact. In tandem, Theta is actively reshaping its business to be leaner, more focused, and better positioned for sustainable growth.

Having concluded her presentation, Datuk Nurul thereafter handed the floor back to Tan Sri Chairman.

The Chairman thanked the Management for the presentation and briefing and proceeded with item 1 of the Agenda.

## **5. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024**

Tan Sri Chairman informed that Audited Financial Statements for the financial year ended 31 December 2024 and the Reports of the Directors and Auditors thereon having been circulated to all the shareholders within the prescribed period was taken as read.

The shareholders were informed that these accounts are tabled for information only as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence this Agenda is not put forward for voting.

He thereafter invited the shareholders and proxies to raise any questions regarding the audited financial statements.

Encik Pillay, a shareholder, observed that the Group's cash and cash equivalents had decreased from RM54 million to RM30 million in FY2024. He also noted that borrowings had reduced from approximately RM7 million to RM2 million over the same period. Mr. Pillay sought clarification on whether the reduction in cash was primarily utilised for capital expenditure or working capital requirements.

In response, Encik Chong informed that the cash was primarily utilised for working capital requirements and to fulfil financial commitments to financial institutions.

Encik Pillay further enquired why SakuPay has not gained visibility or market traction comparable to its competitors, such as Touch 'n Go. He observed that while SakuPay appears to have some presence in the northern region, it lacks acceptance in more urban areas, where, in his view, the majority of monetary transactions occur. He suggested that the shareholders be rewarded with SakuPay top-up to boost its usage.

Datuk Nurul thanked Encik Pillay for his comments. She informed that Theta is looking into positioning of SakuPay to be well known in the country but are not fighter against Touch and Go. Theta's e-Wallet is designed for a specific purpose and the first launch is actually for Ampang Jaya Smart City project, which will be rename and rebrand to be called Ampang Jaya eWallet to serve communities. Payment and transactions with the local authorities would be done through the eWallet. Theta is looking at ways to reward users through partnership and collaboration.

Datuk Nurul thanked Mr. Pillay for his comments. She explained that Theta is actively working on strengthening the positioning of SakuPay to enhance its recognition nationwide. However, she clarified that SakuPay is not intended to compete directly with major players such as Touch 'n Go, as it is designed for a more targeted and purpose-driven use case.

The initial rollout of the e-Wallet was part of the Ampang Jaya Smart City project, and the platform will be rebranded as the "Ampang Jaya e-Wallet" to better reflect its role in serving the local community. The e-Wallet will facilitate payments and transactions with local authorities. Datuk Nurul added that Theta is also exploring partnerships and collaborations to reward users and further drive adoption of the platform.

There being no further questions raised, Tan Sri Chairman proceeded with item (ii) of the Agenda.

**6. (I) RE-ELECTION OF TAN SRI ABD RAHMAN BIN MAMAT WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 1)**

As Tan Sri Chairman was involved in the first Agenda on the re-election of Tan Sri Chairman as a Director, Encik Adam Malik bin Azman (Encik Adam) presided over the Agenda.

In accordance with Clause 97 of the Company's Constitution, Tan Sri Abd Rahman bin Mamat (Tan Sri Abd Rahman) was due to retire by rotation and being eligible, has offered himself for re-election.

Encik Adam notified that the profile of Tan Sri Abd Rahman was as set out on page 58 of the Annual Report. The floor was then returned to Tan Sri Chairman to continue with the proceedings.

**(II) RE-ELECTION OF DATUK DYG SADIAH BINTI ABG BOHAN WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 2)**

The Shareholders were informed that in accordance with Clause 97 of the Company's Constitution, Datuk Dyg Sadiah binti Abg Bohan (Datuk Dyg Sadiah) was due to retire and being eligible, has offered herself for re-election.

The Shareholders were informed that the profile of Datuk Dyg Sadiah was as set out on page 65 of the Annual Report.

**(III) RE-ELECTION OF ENCIK NIK JOHAAN BIN NIK HASHIM WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 3)**

In accordance with Clause 97 of the Company's Constitution, Encik Nik Johaan bin Nik Hashim (Encik Nik Johaan) was due to retire at this AGM.

The Shareholders were informed that the profile of Encik Nik Johaan was as set out on page 64 of the Annual Report

**(IV) RE-ELECTION OF DATUK NURASLINA BINTI ZAINAL ABIDIN WHO RETIRES IN ACCORDANCE WITH CLAUSE 97 OF THE COMPANY'S CONSTITUTION (RESOLUTION 4)**

The Shareholders were informed that in accordance with Clause 97 of the Company's Constitution, Datuk Nuraslina binti Zainal Abidin (Datuk



Nurul) was due to retire and being eligible, has offered herself for re-election.

The Shareholders were informed that the profile of Datuk Nurul was as set out on page 66 of the Annual Report.

**7. RE-ELECTION OF ENCIK AZIH BIN YUSOF WHO RETIRES IN ACCORDANCE WITH CLAUSE 119 OF THE COMPANY'S CONSTITUTION (RESOLUTION 5)**

The Shareholders were informed that in accordance with Clause 119 of the Company's Constitution, Encik Azih bin Yusof (Encik Azih) was due to retire and being eligible, has offered himself for re-election.

The Shareholders were informed that the profile of Encik Azih was as set out on page 61 of the Annual Report.

**8. 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)**

The Company had proposed an additional payment of Directors' fees for an amount up to RM2,705 for the financial year ending 31 December 2024.

The request for an additional amount is attributed to the appointment of additional directors during the financial year ended 31 December 2024.

**9. PAYMENT OF DIRECTORS' FEES FOR AN AMOUNT UP TO RM290,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 (RESOLUTION 7)**

The Company had proposed a payment of Directors' fees for an amount up to RM290,000 for the financial year ending 31 December 2025.

The Shareholders were informed that details of the fees were as set out in the Explanatory Note 4 on page 159 of the Annual Report.

**10. PAYMENT OF DIRECTORS' BENEFITS FOR AN AMOUNT UP TO RM446,000 FROM 26 JUNE 2025 UNTIL THE NEXT AGM OF THE COMPANY (RESOLUTION 8)**

The Company had proposed a payment of Directors' Benefit for an amount up to RM446,000 from 26 June 2025 until the next AGM of the Company.

Tan Sri Chairman informed the shareholders that the details of the benefits were as set out in the Explanatory Note 5 on page 160 of the Annual Report.

**11. APPOINTMENT OF MESSRS. KPMG PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION (RESOLUTION 9)**

The resolution on the re-appointment of Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration was tabled to the Shareholders/Proxies.

Messrs KPMG PLT had given their consent to seek for re-appointment and no other nominations were received by the Company.

**12. 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 (RESOLUTION 10)**

Tan Sri Chairman tabled the agenda to seek authority for the allotment of shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver by the shareholders of their pre-emptive rights over all new shares in the Company as contained in the Notice of the 32nd AGM.

**12. 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 (RESOLUTION 11)**

Tan Sri Chairman tabled the agenda to seek the shareholders' approval for 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 30 April 2025.

The Shareholders were informed that the interested Directors, the interested Major Shareholder and person connected to them as mentioned in the Circular would abstains from voting on this resolution.

**13. ANY OTHER MATTERS**

Tan Sri Chairman notified the Meeting that the Company Secretary had confirmed that there are no other matters to be tabled and transacted at the AGM.

**14. POLLING PROCESS**

Tricor Investor and Issuing House Services Sdn Bhd were invited to brief the meeting on the e-voting process.

After the briefing, Tan Sri Chairman notified all Shareholders and Proxy holders to cast their votes at the designated voting kiosks located at the rear of the meeting room.

After the shareholders and proxies had cast their votes, Tan Sri Chairman declared the voting session closed. He further announced that the meeting would be adjourned at 12:19 p.m. to allow time for the completion of the compilation and verification of the voting results. Tan Sri Chairman invited all attendees to either remain seated or return later for the declaration of the voting results.

#### **15. ANNOUNCEMENT OF POLL RESULTS**

Tan Sri Chairman called the Meeting to order at 12.36 p.m. for the announcement of the poll results which has been verified by the Independent Scrutineer. The poll results were projected on the screen and as per Appendix I attached.

Based on the results, Tan Sri Chairman declared all resolutions put to the Meeting duly carried.

#### **16. CLOSURE**

There being no other business to be transacted, Tan Sri Chairman declared that the 32nd AGM of the Company was concluded at 12.38 p.m.

**CONFIRMED BY**

**CHAIRMAN**

Dated: