



THETA EDGE BERHAD

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

NOTICE OF THIRTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Third Annual General Meeting (“33rd AGM”) of THETA EDGE BERHAD (“Company”) will be held at **Anggerik Room, Level 1, Theta Edge Berhad, Lot 11B, Jalan 223, Seksyen 51A, 46100 Petaling Jaya, Selangor, Malaysia** on Monday, 29 June 2026 at 10.00am 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 2025. **(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) Dato’ Amrul Hisyam Bin Alias **(Resolution 1)**
 - (ii) Dr. Shahril Bin Simon **(Resolution 2)**
3. To re-elect the following Directors who retires by rotation in accordance with Clause 119 of the Company’s Constitution:-
 - (i) Adam Malik Bin Azlan **(Resolution 3)**
 - (ii) Latifah binti M. Daud **(Resolution 4)**

Latifah who also retires by rotation with accordance with Clause 119 of the Company’s constitution, has expressed her intention not to seek re-election. Hence, she will retain office until the conclusion of this 33rd AGM
4. To approve the payment of Directors’ fees for an amount up to RM290,000.00 for the financial year ending 31 December 2026. **(Resolution 5)**
5. To approve the payment of Directors’ benefits for an amount up to RM446,000.00 from 30 June 2026 until the next AGM of the Company. **(Resolution 6)**
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

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

ORDINARY RESOLUTION 1

(Resolution 8)

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."

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

By Order of the Board,

WONG YOUN KIM
(MAICSA 7018778)
(SSM PC No. 201908000410)
Company Secretary

30 April 2026
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 Drop-in Box located at Unit G-3, 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 Vistra SRMY Portal website at <https://srmy.vistra.com> 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 22 June 2026 (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 2025**

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. Retirement and re-election of Directors in accordance with Clause 97 and Clause 119 of the Company's Constitution (Resolutions 1,2,3 and 4)**

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.

Dato' Amrul Hisyam Bin Alias and Dr. Shahril Bin Simon retire by rotation in accordance with Clause 97 and Adam Malik Bin Azlan and Latifah binti M. Daud retires by rotation in accordance

with Clause 119 of the Company’s Constitution. Dato’ Amrul Hisyam Bin Alias, Dr. Shahril Bin and Adam Malik Bin Azlan being eligible, offer themselves for re-election while Latifah binti M. Daud has not sought 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 Adam Malik Bin Azlan. Based on the evaluation results of the Board Performance Assessment carried out for the financial year ended 31 December 2025, 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 Dato’ Amrul Hisyam Bin Alias, Dr. Shahril Bin Simon, and Adam Malik Bin Azlan. 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 5)

Shareholders’ approval on the Directors’ Fees for the Board was obtained at the 32nd Annual General Meeting (“AGM”) held on 25 June 2025 and there is a revision of the fee excess. Details of Directors’ Fees are set- out on pages 108 to 109 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 2026. The fees will not be paid until the approval of the shareholders has been obtained at the 33rd AGM.

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

4. Directors’ Benefits (Resolution 6)

Shareholders’ approval on the Directors’ Benefits for the Board and Board Committees was obtained at the 32nd AGM held on 25 June 2025 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 30 June 2026 until the next AGM.

The Directors who are shareholders of the Company will abstain from voting on Resolution 5 pertaining to their respective Directors’ Benefits.

5. Re-appointment of Auditors (Resolution 7)

The Board at its meeting held on 27 April 2026 undertook the annual assessment of the suitability

and effectiveness of the external audit process, and the performance, suitability and independence of the external auditors, KPMG PLT. The Board approved the recommendation that the shareholders' approval be sought at the 33rd AGM on the re-appointment of KPMG PLT as external auditors of the Company for the financial year ending 31 December 2026. The present external auditors, KPMG PLT, have indicated their willingness to continue their services for the next financial year.

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 8)

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.

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.

- 1) Directors who are standing for re-election at the 33rd AGM of the Company, are as follows:-
- | | | |
|-------|------------------------------|----------------|
| (i) | Dato' Amrul Hisyam Bin Alias | (Resolution 1) |
| (ii) | Dr. Shahril Bin Simon | (Resolution 2) |
| (iii) | Adam Malik Bin Azlan | (Resolution 3) |

Further details of Directors who are standing for re-election are set out in the Profile of Directors appearing on pages 58 to 66 of the Annual Report.

- 2) Details of attendance of Directors at Board Meetings held during the financial year ended 31 December 2025 are set out on page 104 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 Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

Tel No : 603 2783 9299



THETA EDGE BERHAD

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

ADMINISTRATIVE DETAILS for the Thirty-Third Annual General Meeting (“33rd AGM”)

Day, Date and Time : Monday, 29 June 2026 at 10.00am
Venue : Anggerik Room, Level 1,
Theta Edge Berhad, Lot 11B,
Jalan 223, Seksyen 51A,
46100 Petaling Jaya,
Selangor, Malaysia

1. GENERAL MEETING ARRANGEMENTS

The Thirty-Third Annual General Meeting (“33rd AGM”) will be held at Anggerik Room, Level 1, Theta Edge Berhad, Lot 11B, Jalan 223, Seksyen 51A, 46100 Petaling Jaya, Selangor, Malaysia. With that, you may exercise your right to participate (including to pose questions to the Board of Directors of the Company) and vote at the 33rd AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 33rd AGM.

2. REGISTRATION

The registration counter will be open at 9 a.m. on Monday, 29 June 2026 at Anggerik Room, Level 1, Theta Edge Berhad, Lot 11B, Jalan 223, Seksyen 51A, 46100 Petaling Jaya, Selangor, Malaysia. Attendees are requested to produce/show their original MyKAD or Passport (for non-Malaysians) to the registration staff for verification purposes. Kindly ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person.

Upon verification, attendees are required to write their names and sign on the Attendance List placed on the registration table.

Attendees will also be given an identification wristband with personalised QR code for voting purposes. No person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement for the identification wristband in the event that it is lost or misplaced.

3. APPOINTMENT OF PROXY(IES)

Only a member whose name appears on the Record of Depositors as at 22 June 2026 shall be entitled to attend this 33rd AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.

If a shareholder is not able to attend the 33rd AGM on 29 June 2026, he/she is strongly encouraged to appoint the Chairman of the 33rd AGM to act as proxy to attend and vote at the 33rd AGM on your behalf by submitting the proxy form with pre-casted voting instructions.

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, this proxy form must be deposited at the office of the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd, 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-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via Vistra SRMY Portal website at <https://srmy.vistra.com>. Kindly refer to procedures below for electronic lodgement of proxy form.

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User at The Portal	<ol style="list-style-type: none"> 1. Visit the website at https://srmy.vistra.com . 2. Click "Register" and select "Individual Holder" and complete the New User Registration Form. 3. For guidance, you may refer to the tutorial guide available on the homepage. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. <p><i>If you are an existing user with The Portal or our TIIH Online portal previously, you are not required to register again.</i></p>
Proceed with submission of proxy form	<ol style="list-style-type: none"> 1. After the release of the Notice of Meeting by the Company, login with your email address and password. 2. Select the corporate event: "THETA EDGE BERHAD 33RD AGM" 3. Navigate to the 3 dots at the end of the corporate event and choose "SUBMISSION OF PROXY FORM". 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf. 6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. 7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN.

	8. Print the proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders	
Register as a User at The Portal	<ol style="list-style-type: none"> 1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Representative of Corporate Holder" and complete the New User Registration Form. 3. Complete the registration form with your personal details. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. <p><i>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.</i></p>
Proceed with submission of proxy form	<ol style="list-style-type: none"> 1. Login to https://srmy.vistra.com with your email address and password. 2. Select the corporate event: "THETA EDGE BERHAD 33RD AGM" 3. Navigate to the icon ">" at the end of the corporate event. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Select the corporate holder's name. 6. Proceed to download the submission file. 7. Prepare the file for the appointment of proxy(ies) by inserting the required data. 8. Proceed to upload the duly completed proxy appointment file. 9. Select "Confirm" to complete your submission. 10. Print the confirmation report of your submission for your record.

The last date and time for lodging the proxy form is not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

4. VOTING PROCEDURE

The voting will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. All resolutions set out in the Notice of AGM will be put to vote by way of poll. Scrutineer Solutions Sdn. Bhd. has been appointed as the Poll Administrator to conduct the polling process.

5. ENQUIRIES

- If you need any assistance, kindly contact the following persons during office hours on Mondays to Fridays, from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services
Sdn. Bhd. General Line : +603-2783 9299
Email : is.enquiry@my.vistra.com

Contact persons :
Mohammad Khairudin : +603-2783 7973 Mohamad.Khairudin@vistra.com
Nurul Ainee : +603-2783 9265 Nurul.Ainee@vistra.com