

**THETA EDGE BERHAD (260002-W)**  
(Incorporated in Malaysia)

**MINUTES** of the Twenty-First (21st) Annual General Meeting (“**AGM**”) of the Company held at Dewan Presiden, Kelab Golf Negara Subang, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 June 2014 at 10.00 a.m.

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**PRESENT**

The Board of Directors

- : Tan Sri Dato’ Hashim bin Meon (Chairman)
- : Dato’ Syed Saleh bin Syed Abdul Rahman
- : YB Dato’ Sri Hj. Abdul Azeez bin Abdul Rahim
- : Encik Mohamed Ridza Bin Mohamed Abdulla
- : Encik Adi Azuan Bin Abdul Ghani
- : Encik Nor Badli Munawir Bin Mohamad Alias Lafti
- : Encik Richard George Azlan bin Abas
- : Encik A. Shukor bin S.A. Karim

Shareholders, Proxies & Invitees

- : As per Attendance List.

**IN ATTENDANCE**

- : Puan Irene Chew (Secretary)
- : Cik Amanda Loh

**1. QUORUM**

The Chairman welcomed the shareholders to the Company’s Twenty-First Annual General Meeting and upon confirming the presence of a quorum pursuant to Article 68 of the Company’s Articles of Association, duly called the meeting to order at 10.00 a.m. He commenced the proceedings with a recitation of the surah Al-Fatihah.

**2. NOTICE**

There being no objection, the notice convening the meeting, having been circulated earlier to all the shareholders of the Company within the prescribed notice period, was taken as read.

**3. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013**

The Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors having been circulated to all the Members within the prescribed period was taken as read.

The Chairman thereupon invited questions from the floor.

There being no questions raised by the shareholders, the Audited Financial Statements for the year ended 31 December 2013 were received.

**4. RE-ELECTION OF YB DATO' SRI HJ. ABDUL AZEEZ BIN ABDUL RAHIM AS DIRECTOR PURSUANT TO ARTICLE 96 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

In accordance with Article 96 of the Company's Articles of Association, YB Dato' Sri Hj. Abdul Azeez Bin Abdul Rahim was due to retire and being eligible, has offered himself for re-election.

Puan Karen Yap Pik Li proposed and Encik Othman Bin Osman seconded the following motion which was put to the meeting for a vote and declared carried without any vote given against it:-

“THAT YB Dato' Sri Hj. Abdul Azeez Bin Abdul Rahim retiring pursuant to Article 96 of the Company's Articles of Association, and being eligible be hereby re-elected as Director of the Company.”

**5. RE-ELECTION OF ENCIK ADI AZUAN BIN ABDUL RAHIM AS DIRECTOR PURSUANT TO ARTICLE 96 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

Encik Adi Azuan Bin Abdul Rahim was due to retire in accordance with Article 96 of the Company's Articles of Association, and being eligible, has offered himself for re-election.

Encik Nas Tamimi Ibrahim proposed and Encik Othman Bin Osman seconded the following motion which was put to the meeting for a vote and declared carried without any vote given against it:-

“THAT Encik Adi Azuan Bin Abdul Rahim retiring pursuant to Article 96 of the Company's Articles of Association, and being eligible be hereby re-elected as Director of the Company.”

**6. RE-ELECTION OF ENCIK MOHAMED RIDZA BIN MOHAMED ABDULLA AS DIRECTOR PURSUANT TO ARTICLE 96 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

Encik Mohamed Ridza Bin Mohamed Abdulla was due to retire in accordance with Article 96 of the Company's Articles of Association, and being eligible, has offered himself for re-election.

Encik Othman Bin Osman proposed and Encik Muhammad Hafidz Ariffin (Representative of LTH) seconded the following motion which was put to the meeting for a vote and declared carried without any vote given against it:-

“THAT Encik Mohamed Ridza Bin Mohamed Abdulla retiring pursuant to Article 96 of the Company’s Articles of Association, and being eligible be hereby re-elected as Director of the Company.”

**7. TO APPROVE THE DIRECTORS’ FEES AMOUNTING TO RM185,000.00 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2014**

Encik Muhammad Hafidz Ariffin (Representative of LTH) proposed and Puan Karen Yap Pik Li seconded the following motion which was put to the meeting for a vote and was declared carried without any vote given against it:-

“THAT the payment of Directors’ fees of RM185,000.00 for the financial year ending 31 December 2014 be hereby approved.”

**8. RE-APPOINTMENT OF AUDITORS**

Encik Muhammad Hafidz Ariffin (Representative of LTH) proposed and Encik Nas Tamimi Ibrahim seconded the following motion which was put to the meeting for a vote and declared carried without any vote given against it:-

“THAT Messrs Wong Weng Foo & Co. be and is hereby re-appointed Auditors and that they are to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors.”

**9. ORDINARY RESOLUTION 1  
- AUTHORITY TO ISSUE SHARES**

Encik Othman Bin Osman proposed and Encik Muhammad Hafidz Ariffin (Representative of LTH) seconded the following motion which was put to the meeting for a vote and declared carried without any vote given against it:-

“THAT subject always to the Companies Act, 1965 and the approvals of the regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company, at any time 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 10% of the issued capital 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company.”

**10. 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**

Cik Norazizah Binti Jasman proposed and Encik Ibrahim Bin Abdul Rahman seconded the following motion which was put to the meeting for a vote and declared carried without any vote given against it:-

“THAT subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association of the Company 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 4 June 2014, 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 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 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) 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 authorized 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”.

**11. CLOSURE**

There being no other business for which due notice had been given, the Meeting was declared closed at 10.15 a.m. with a vote of thanks to the Chair.

**Confirmed as a true and correct record: -**

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**CHAIRMAN**

Dated this