

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of THETA EDGE BERHAD ("Company") will be held at TH Hotel Kelana Jaya, Jalan SS6/1, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 18 May 2016 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESSES

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| 1. To receive the audited financial statements together with the reports of the Directors and Auditors for the year ended 31 December 2015. | (Please refer to Explanatory Note 1) (Resolution 1) |
| 2. To re-elect Encik Mohamed Ridza Bin Mohamed Abdulla who retires by rotation pursuant to Article 96 of the Company's Articles of Association. | (Resolution 2) |
| 3. To re-elect Dato' Richard George Azlan Bin Abas who retires by rotation pursuant to Article 96 of the Company's Articles of Association. | (Resolution 3) |
| 4. To re-elect Encik A. Shukor Bin S. A. Karim who retires by rotation pursuant to Article 96 of the Company's Articles of Association. | (Resolution 4) |
| 5. To re-elect Puan Anis Zuhani Binti Ahmad who retires in accordance with Article 102 of the Company's Articles of Association. | (Resolution 5) |
| 6. To approve the Directors' fees amounting to RM210,000 for the financial year ending 31 December 2016. | (Resolution 6) |
| 7. To re-appoint Messrs KPMG Desa Megat & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. | (Resolution 7) |

AS SPECIAL BUSINESSES

8. To consider and if thought fit, pass the following ordinary resolutions with or without modifications as Ordinary Resolutions of the Company:-

ORDINARY RESOLUTION 1 AUTHORITY TO ISSUE SHARES

"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."

(Resolution 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

"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 26 April 2016, provided that such transactions are :-

(Resolution 8)

- (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".

ORDINARY RESOLUTION 3 TO RETAIN ENCIK MOHAMED RIDZA BIN MOHAMED ABDULLA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to Encik Mohamed Ridza Bin Mohamed Abdulla, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

(Resolution 9)

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)
CHEW MEI LING (MAICSA 7019175)
Company Secretaries

26 April 2016
Shah Alam

Notes:-

Appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote in his stead and such a proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The Proxy Form shall be under the hand of the appointor or of his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or its duly authorised attorney.
5. The instrument appointing a proxy must be deposited at the 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, not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting.

Members Entitled to Attend

6. For purposes of determining a member who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Depository, in accordance with Article 67(A) of the Company's Articles of Association and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors as at 10 May 2016. Only a depositor whose name appears on the General Meeting Record of Depositors as at 10 May 2016 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his/her behalf.

Explanatory Notes:-

1. **Directors' Report, Audited Financial Statement and the Auditors' Report for the financial year ended 31 December 2015**
This Agenda Item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.
2. **Authority to issue shares under Section 132D (Resolution 7)**
The Directors did not issue any new shares pursuant to the existing mandate. The proposed Ordinary Resolution 1, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, to allot and issue ordinary shares up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being from the unissued capital of the Company pursuant to Section 132D of the Companies Act, 1965 and that such an authority, unless revoked or varied at a general meeting, will expire at the next AGM. The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or acquisitions of assets and/or working capital.
3. **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 8)**
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 26 April 2016 which is dispatched together with the Company's 2015 Annual Report.
4. **Proposal to Retain Encik Mohamed Ridza Bin Mohamed Abdulla as an Independent Non-Executive Director of the Company (Resolution 9)**
Encik Mohamed Ridza Bin Mohamed Abdulla is currently the Senior Independent Non-Executive Director of the Company who has served the Board since 7 November 2007. His tenure of office as an Independent Non-Executive Director of the Company will be nine (9) years cumulatively by 7 November 2016 and in applying the recommendation under the Malaysian Code of Corporate Governance 2012, the Board has assessed and with the recommendation of the Nominating Committee would strongly recommend to the members of the Company to vote in favour of the resolution for Encik Mohamed Ridza Bin Mohamed Abdulla to continue to act as an Independent Non-Executive Director. This is because he has demonstrated throughout the term of his office to be independent not only by the mere fulfillment of the criteria under the definition of Independent Director in the Main Market Listing Requirements of Bursa Securities but subjectively too by providing objectivity, independent judgement and balance to Board deliberations. His provides wise and thoughtful counsel to the Board on a broad range of issues and has an active role in Board Committees to ensure good governance and risk management. His length of service on the Board does not in any way interfere with his exercise of objective judgement or his ability to act in the best interests of the Company and Group. He also has the necessary knowledge of the Group's business operations to make informed decisions.