

theta

TOGETHER FOR A SUSTAINABLE FUTURE

REBUILD

REFOCUS

REALISE

INTEGRATED ANNUAL REPORT 2025

About This Report

This year’s theme reflects Theta Edge’s continued journey of transformation and forward momentum, driven by resilience and a sharper strategic focus. The central visual, a dynamic and evolving digital sphere, represents the Group’s integrated capabilities across technology, connectivity and innovation. It symbolises how Theta brings together data, infrastructure and intelligence to create a more connected and future-ready ecosystem.

The interplay of light and motion conveys progress and adaptability, reflecting the Group’s ability to navigate change while strengthening its core. As Theta continues to rebuild, refocus and realise new opportunities, the emphasis remains on delivering sustainable value through innovation, digital advancement and long-term growth.

ABOUT THIS REPORT

Theta Edge Berhad’s (“Theta Edge”) or (“THETA”) Integrated Annual Report for the year ended 31 December 2025 is designed to communicate with stakeholders about the Company’s dedication to fostering sustainable, long-term value. It offers a thorough assessment of Theta Edge’s business performance, progress in strategic objectives, and the integration of sustainability practices into its operational framework.

SCOPE AND BOUNDARIES

This report provides an in-depth overview of Theta Edge’s financial and non-financial performance for the fiscal year 2025, spanning from 1 January 2025 to 31 December 2025. It encompasses the activities of the Group, including all subsidiaries, and addresses key elements such as strategic directions, financial outcomes, operational efforts, sustainability initiatives, governance structures, and details of the challenges, risks, and opportunities faced by the organisation.

AI-IMAGES DISCLOSURE

Certain visuals used within this report have been generated or digitally enhanced using AI-based tools.

REPORTING FRAMEWORK

The report is structured in accordance with the principles and requirements of the following frameworks and guidelines:

- Bursa Malaysia Securities Berhad’s (Bursa Malaysia) Main Market Listing Requirements (MMLR)
- The Malaysian Code on Corporate Governance (MCCG) 2021
- International Financial Reporting Standards (IFRS®) Sustainability Disclosure Standards
- IFRS Foundation’s International Integrated Reporting <IR> Framework (IR Framework)
- All financial statements are prepared in line with the Companies Act (CA) 2016 and the MFRS Accounting Standards
- Global Reporting Initiative (GRI) Universal Standards

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About This Report

MATERIALITY

Material issues are critically important for both Theta Edge and our stakeholders as they significantly influence our decision-making processes. These decisions impact our ability to generate value in the short, medium, and long term. Recognising the significance of both qualitative and quantitative factors in our operations, this Report emphasises our commitment to actively engage with and incorporate stakeholder feedback. This engagement is crucial for developing a comprehensive reporting approach and promoting continuous improvement in our practices.

FORWARD-LOOKING STATEMENTS

The report may include forward-looking statements regarding the Company's future plans and strategies. These statements are predictions and forecasts subject to change due to uncertainties beyond our control. Forward-looking statements should not be considered guarantees of future performance, whether expressed or implied.

RESPONSIBILITY STATEMENT

In preparing this Integrated Annual Report for the financial year ended 31 December 2025, the Board of Directors of Theta Edge Berhad acknowledges its responsibility to ensure the integrity, accuracy, and completeness of the disclosed information. The Board has exercised due diligence to provide a balanced and transparent representation of the company's strategic direction, performance outcomes, risks, and sustainability practices.

This report has been prepared in accordance with applicable regulatory frameworks and reporting standards. It reflects Theta Edge's commitment to creating sustainable long-term value for all stakeholders while upholding accountability, transparency and good corporate governance across its operations.

STATEMENT OF ASSURANCE

The Board of Directors of Theta Edge Berhad is pleased to confirm that the Integrated Annual Report 2025 has been subject to the following independent reviews:

- Financial statements: Audited by KPMG in accordance with statutory requirements.
- Additionally, the Group Internal Audit function independently assessed the Report's overall reliability, alignment with internal controls, and adherence to regulatory guidelines.

The Board affirms that the Report presents a fair and balanced representation of the Group's performance, strategy, and sustainability efforts, supported by internal and external scrutiny.

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33rd

Annual General Meeting



Venue

Anggerik Hall, Lot 11B, Jalan 223, Seksyen 51A, 46100 Petaling Jaya, Selangor Malaysia.



Date

Monday, 29 June 2026



Time

10am - 12pm



Key Highlights

FINANCIAL HIGHLIGHTS

For the financial year ended 31 December 2025, Theta Edge Berhad recorded revenue of RM112.2 million, representing a significant increase of approximately 85.5% from RM60.5 million achieved in the previous financial year. The improvement in revenue was primarily driven by higher project execution and increased contributions from ICT and infrastructure-related contracts, particularly in the second half of the year.

Despite the stronger revenue performance, the Group recorded a loss after taxation of RM12.1 million for the year, compared to a loss after taxation of RM17.8 million in 2024. The reduction in net loss reflects improved operational momentum and better cost management, although overall performance continued to be impacted by margin pressures and weaker contributions in the earlier part of the year.

The initial decline in performance was largely attributable to delays in project rollouts and lower activity levels within the ICT segment. However, the Group experienced a notable recovery in the latter half of the year, supported by the commencement and progress of larger-scale projects and ongoing efforts to enhance execution efficiency.

In line with its strategic priorities, the Group remains focused on strengthening its order book, improving cost discipline, and expanding its presence in telecommunications infrastructure, digital solutions, and concession-based projects. These initiatives are expected to support sustainable growth and stronger financial performance over the longer term.

NON-FINANCIAL HIGHLIGHTS

PRODUCT DEVELOPMENT



- Payment system for MPAJ license renewal



PROJECT ACHIEVEMENTS



- Secured a project for PG Lingkaran Silika from Petronas in 2025
- Delivery progress for the PERKESO project is within timeline.

MOMENTUM & EXPANSION



28 February

- Contract awarded by PERKESO



18 June

- Strategic partnership with the National Cancer Society of Malaysia (NCSM)



25 June

- Contract awarded by PG LinkaranFibre Sdn. Bhd.



16 July

- MoU with MARA Inc.

Key Highlights



Information Technology

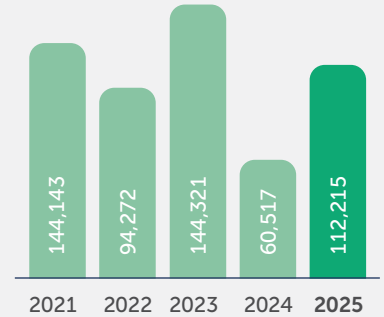
Revenue increased from RM27.2 million in 2024 to **RM107.3** million in 2025, representing a significant growth of **RM80.1** million or **294.5%**



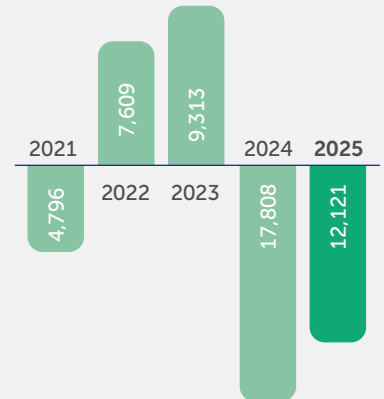
Telecommunication

Revenue declined from RM33.3 million in 2024 to **RM4.8** million in 2025, reflecting a decrease of **RM28.5** million or **85.6%**

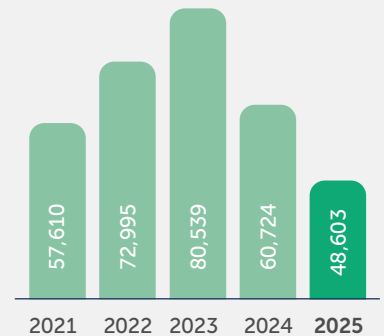
Revenue (RM'000)



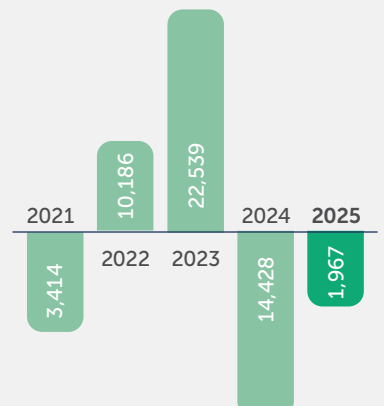
Profit/Loss (RM'000)



Net Assets (RM'000)



EBITDA (RM'000)



Who We Are and What We Do

ABOUT US

Theta Edge Berhad (THETA), a member of TH Group, was initially listed on the Second Board of the Kuala Lumpur Stock Exchange in 1994, before moving to the Main Board of Bursa Malaysia Securities Berhad in 1999. Since then, it has been classified under the technology sector of Bursa Malaysia Securities Berhad's Main Market.

Theta is one of Malaysia's pioneering ICT service providers with a market presence of more than three (3) decades, focusing on Information Technology Solutions & System Integration, Telecommunication Engineering Services & Civil Works, and Green Energy & Environmental Infrastructure Consultancy Services. We are more than just part of the technology industry – we are committed to driving innovation and shaping a better future.



Strive to drive adoption of sustainable and innovative technology resulting in betterment of people's future well-being.

VISION



Enabling organisations and communities to reimagine their way of life through the adoption of innovative technology.

MISSION



'CARES'
is our credo.

CARES

Who We Are and What We Do



Upholding our Core Values of CARES, we prioritise and nurture holistic relationships with various stakeholders and ensure that we enrich lives.



COURAGE

Courage to step out of your comfort zone for personal and professional growth.



ACCOUNTABLE

Taking responsibility for our every word and action.



RESPONSIVE

Responsive to our clients' needs in delivering value-based solutions.



ENGAGED

Engaged in a positive relationship with our partners through outstanding services.



SIMPLICITY

Making lives easier for everyone through efficient management and smooth workflow.

Who We Are and What We Do

OUR BUSINESS PILLARS



Who We Are and What We Do



Our Approach to Sustainability

Theta places sustainability at the forefront of its strategy, creating meaningful value for stakeholders as we advance towards becoming a leader in ICT solutions. By enhancing our Economic, Environmental, Social and Governance (EESG) practices, we promote responsible business conduct and long-term economic sustainability across the organisation.

Sustainability Framework

Established in 2022, Theta’s Sustainability Framework provides a structured and scalable foundation for our EESG reporting. The framework reflects our long term commitment to sustainability as a strategic priority, fully embedded within our Annual Operating Plan and enterprise-wide decision-making processes.

We align our sustainability approach with globally recognised standards and frameworks, including the Sustainability Accounting Standards Board (SASB), and the International Sustainability Standards Board’s (ISSB) IFRS S1 (General Requirements for Disclosure of Sustainability-related Financial Information) and IFRS S2 (Climate-related Disclosures), and the United Nations Sustainable Development Goals (UNSDGs), to ensure transparent, consistent, and meaningful assessment of material impacts. By systematically integrating EESG considerations into our strategies, operations, and risk management processes, we strengthen organisational resilience, manage emerging risks, and enable sustainable long-term value creation.

As rapid technological advancements continue to reshape the ICT landscape, Theta proactively identifies and addresses evolving EESG challenges and opportunities. Leveraging our Sustainability Framework for robust reporting, analysis, and governance oversight, we are well-positioned to assess the risks and impacts associated with innovation, digitalisation, and changing stakeholder expectations. In parallel, we remain committed to progressing towards inclusion in the FTSE4Good Index, reinforcing our dedication to responsible investment and sustainable business practices.



THETA’S SUSTAINABILITY SURVEY 2025

In 2025, we conducted our Sustainability Survey for FY2025 as part of our ongoing efforts to recognise and strengthen our EESG practices.

The survey assessed the impacts arising from the Company’s business activities and provided valuable insights to support the identification of appropriate solutions and mitigation measures aimed at reducing potential impacts on the Company in the future. Based on the outcomes of the survey, the Company’s subsequent steps include the development of targeted action plans, proactive engagement with stakeholders to foster collaborative solutions, and the implementation of structured initiatives to further enhance its EESG performance.



Our Approach to Sustainability

OUR ESG PILLARS



ECONOMIC

Contributing sustainable economic growth and stability through financial resources



ENVIRONMENTAL

Providing environmentally sustainable alternatives in reducing environmental footprint



SOCIAL

Maintaining good relationships with various stakeholders including employees, customers and communities



GOVERNANCE

Managing the organisation with ethical practices and transparency in decision-making

OUR MATERIAL MATTERS

E1

Supporting Local Business

E3

GHG Emission

S7

Diversity & Inclusion

G13

Corporate Governance & Business Ethics

E2

Business Model & Innovation

E4

Energy Efficiency

S8

Recruitment & Retention

G14

Procurement Practices & Efficiency

E5

Water Management

S9

Engagement & Development

G15

Risk Management

E6

Waste Management

S10

Occupational Safety & Health

G16

Data Privacy

S11

Customer Satisfaction

S12

Community Engagement

Our Impact and Alignment to the United Nations Sustainable Development Goals (UNSDGs)

At Theta, we are dedicated to advancing the UNSDGs by creating tangible and lasting impact. Guided by our sustainability framework, we focus on leveraging our expertise and resources to drive positive, long-term change. Through our emphasis on sustainable technological innovation, we actively contribute to six key SDGs across the organisation. We also encourage collaboration with our stakeholders, especially those in our value chain, to work together in achieving these global goals.

Our involvement as the designated universal service provider for the JENDELA Phase 1 project reflects our commitment to reducing the digital divide. This initiative enhances digital access in underserved areas, empowering communities and driving social inclusion and sustainable development across Malaysia, in line with both our values and the broader SDGs.

<p>We actively pursue energy efficiency and renewable energy across our business to reduce energy consumption and transition to cleaner energy sources.</p>		<p>We are committed to sustainable communities by supporting local economies, promoting social inclusion, and providing essential services.</p>	
<p>We contribute to decent work opportunities and economic growth by investing in employee development and creating a sustainable workplace.</p>		<p>We are committed to responsible resource management throughout our value chain, continually improving our processes and promoting sustainability among our suppliers.</p>	
<p>Our R&D and innovative technology solutions foster resilient infrastructure, sustainable industrialisation, and economic growth.</p>		<p>We mitigate climate change by implementing sustainable solutions, including energy efficiency, greenhouse gas emissions reduction, and solar energy in our operations.</p>	

Our Approach to Sustainability

Sustainability Goals

During the reporting period, we have made significant progress in our sustainability journey by establishing short and long-term sustainability targets for our material matters, as detailed in the table below:



Sustainability Pillars: Economic

E1 Supporting Local Business

Short-Term Target By FY2025	Our Progress in FY2025	Remarks	Long-Term Target By FY2030	Related UN SDGs
Achieved above 90% of total procurement spending on local suppliers.	Achieved 97.86% of total procurement spending on local suppliers.		Overall growth in scale by 30% for vendors involved in Theta's Vendors Upscaling Programme.	

E2 Business Model & Innovation

Short-Term Target By FY2025	Our Progress in FY2025	Remarks	Long-Term Target By FY2030	Related UN SDGs
Achieved a minimum of 80% of the VCP initiatives.	VCP initiatives are undergoing realignment in line with the Group's updated business focus.	The scope and evaluation criteria of VCP initiatives are being refined to reflect the Group's updated business focus.	Achieved a minimum of 90% of the VCP initiatives.	

Sustainability Pillars: Environmental

E3 GHG Emission

Short-Term Target By FY2025	Our Progress in FY2025	Remarks	Long-Term Target By FY2030	Related UN SDGs
Reduce 2% of total GHG emission intensity per employee (Scope 1,2 and 3 ⁽¹⁾).	Increment by 4.7% of total GHG emission intensity per employee (Scope 1 & 2 only).	 Reason: Reduction in total number of employees increases the GHG emission intensity per employee.	Reduce 10% of total GHG emission intensity per employee (Scope 1, 2 and 3). Reference: To align with Malaysia's goal of Net Zero Carbon by 2050.	

Notes:
⁽¹⁾ Scope 1 - Direct GHG emissions from owned or controlled sources (e.g. company vehicles).
 Scope 2 - Indirect emissions from purchased electricity.
 Scope 3 - Indirect emissions across the value chain (e.g. employee commuting, business travel etc).

E4 Energy Efficiency

Short-Term Target By FY2025	Our Progress in FY2025	Remarks	Long-Term Target By FY2030	Related UN SDGs
Reduce 2% of total energy consumption intensity per employee to 1.46 MWh/employee.	Increment by 15.4% of total energy consumption intensity per employee to 1.72 MWh/employee.	 Reason: Reduction in total number of employees increase the energy consumption intensity per employee.	Reduce 10% of total energy consumption intensity per employee to 1.34 MWh/employee.	

Our Approach to Sustainability

E5 Water Management

Short-Term Target By FY2025

Reduce **2%** of total water consumption intensity per employee to 9,075 L/employee.

Our Progress in FY2025

Increment by 38.3% of total water consumption intensity per employee to 12,804 L/employee.

Remarks



Reason: Reduction in total number of employees increases the water consumption intensity per employee.

Long-Term Target By FY2030

Reduce **5%** of total water consumption intensity per employee to 8,334 L/employee.

Related UN SDGs



E6 Waste Management

Short-Term Target By FY2025

Reduce **2%** of total waste generated sent to landfill.

Our Progress in FY2025

Reduced by **28.9%** of total waste generated sent to landfill.

Remarks



Long-Term Target By FY2030

Reduce **10%** of total waste generated sent to landfill.

Related UN SDGs



Sustainability Pillars: Social

S7 Diversity & Inclusion

Short-Term Target By FY2025

A minimum of **20% women participation** in leadership roles at the management and Board level.

Our Progress in FY2025

Achieved **21.4%** of women participation in leadership roles at management and 38% at Board level.

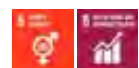
Remarks



Long-Term Target By FY2030

Increase participation of women to **30%** in leadership roles at the management and Board level.

Related UN SDGs



Reference: Malaysian Code of Corporate Governance 2021 recommends at least 30% female representation in management and boards.

S8 Recruitment & Retention

Short-Term Target By FY2025

Reduce employee turnover rate^[2] to **below 35%**.

Our Progress in FY2025

Turnover rate of employees is 76.2%, while the new-hire rate is 24.87%.

Remarks



Reason: Due to working adjustments.

Long-Term Target By FY2030

Reduce employee turnover rate to **below 20%**.

Related UN SDGs



Note:

^[2] Turnover rate refers to percentage of employees who leave voluntarily or due to dismissal, retirement, or death in service during the reporting period.

Our Approach to Sustainability

S9 Engagement & Development

Short-Term Target By FY2025

A minimum of **80% of the Employee Engagement Index ("EEI")**^[3] and achieve a minimum **24 hours** of average training^[4] hours per employee.

Our Progress in FY2025

Achieved 66.6% of EEI and achieved a minimum of 3 average training hours per employee.

Remarks



Reason: Due to high employee turnover rate.

Long-Term Target By FY2030

A minimum of 85% of the **EEI** score and achieve a minimum of **48 hours** per employee.

Related UN SDGs



Notes:

^[3] Employee Engagement Index (EEI) is a measure of how committed, motivated, and satisfied employees are with their work and the company, which is derived from Employee Engagement Survey.

^[4] Training or education pursued externally and paid for in whole or in part by a company and training on specific topics. Training does not include on-site coaching supervisors.

S11 Customer Satisfaction

Short-Term Target By FY2025

Achieved a **minimum average score of 85%** for the CSI.

Our Progress in FY2025

Achieved an average score of **91%** for CSI.

Remarks



Long-Term Target By FY2030

Achieve a **minimum average score of 90%** for the CSI.

Related UN SDGs



S12 Community Engagement

Short-Term Target By FY2025

Increase the total number of beneficiaries impacted in the community by 20%.

Our Progress in FY2025

Reached a total of 202 beneficiaries, compared to a baseline of 468 beneficiaries in FY2023.

Remarks



Reason: Lower outreach due to reprioritisation of initiatives.

Long-Term Target By FY2030

Increase the total number of beneficiaries impacted in the community by 50%.

Related UN SDGs



Our Approach to Sustainability

Sustainability Pillars: Governance

G13 Corporate Governance & Business Ethics

Short-Term Target By FY2025

Achieved **zero corruption incidents** and ensure **100% of employees receive anti-corruption training** annually.

Our Progress in FY2025

Achieved **zero corruption incidents** and 45 employees have undergone Integrity and Internal Audit Awareness programme in February 2025.

Remarks



for zero corruption incidents.



for 100% of employees to receive anti-corruption training annually.

Long-Term Target By FY2030

Achieve **zero corruption incidents** and ensure the Group **obtains ISO 37001 Anti-Bribery Management System**.

Related UN SDGs



G14 Procurement Practices & Efficiency

Short-Term Target By FY2025

Achieved **4% cost savings** from the initial quote.

Our Progress in FY2025

Achieved **5.74% cost savings** from the initial quote.

Remarks



Long-Term Target By FY2030

Achieve **6% cost savings** from the initial quote.

Related UN SDGs



G15 Risk Management

Short-Term Target By FY2025

Expand coverage of business areas by 10% on risk assessment and establish a baseline for risk incident rate.

Our Progress in FY2025

Risk management approach is being realigned to reflect the Group's updated business direction.

Remarks

Framework and baseline metrics under refinement to support the revised business focus.

Long-Term Target By FY2030

Expand 20% of business areas coverage on risk assessment and reduce 10% of risk incidents.

Related UN SDGs



G16 Data Privacy

Short-Term Target By FY2025

Achieved zero data breach reports from customers.

Our Progress in FY2025

Achieved **zero data breach** reports from customers.

Remarks



Long-Term Target By FY2030

Achieve zero data breach reports from customers.

Related UN SDGs



Governing Our Sustainability Practices

We view sustainability governance as an essential part of our business, embedding ethical, environmental, social and economic principles into every facet of our operations. This integrated approach drives compliance with regulations, supports our stakeholders' needs and secures our long-term viability.

The Board of Directors has oversight of sustainability, including climate change, ensuring that all sustainability-related matters are addressed at the highest level, reflecting our commitment to proactive leadership.

BOARD LEVEL OVERSIGHT

At Theta, the Board of Directors plays a pivotal role in steering the Company's transformation towards a low-carbon economy through oversight and guidance of Group-wide strategy and business operations. This includes ensuring robust management of sustainability initiatives and climate practices.

To support these efforts, the Board Audit Risk Management Committee convenes quarterly meetings to review the effectiveness of internal controls and risk management systems. Reporting to the Board at least four times during a financial year, these sessions encompass evaluations of mitigation plans for both identified and emerging risks.

In addition, the Board Audit Risk Management Committee actively monitors and promotes EESG practices across our operations. By cultivating a strong culture of sustainability, the Board Audit Risk Management Committee ensures our business activities are guided by global sustainability standards.

As part of our commitment to ethical practices, transparency and accountability, the Board Audit Risk Management Committee also oversees internal audits and risk management frameworks, fostering integrity in all aspects of our operations.

MANAGEMENT LEVEL

The Management Committee (MC) is tasked with implementing the Group's policies and frameworks to effectively mitigate risks, particularly those linked to sustainability and climate change. Within their respective roles, MC members focus on keeping risks manageable through the use of targeted metrics and material goals.

SUSTAINABILITY GOVERNANCE STRUCTURE

OVERSIGHT

Board of Directors

- Provides strategic direction and oversight for the Company's sustainability practices
- Ensures the alignment of sustainability strategies with the Company's business objectives
- Approves sustainability policies, strategies, targets and the Company's sustainability statement

Board Audit and Risk Management Committee

- Supports the Board's oversight on the Company's sustainability practices
- Reviews sustainability policies, strategies and other matters prior to recommending decisions to the Board
- Monitors the progress of sustainability strategies and targets

STRATEGIC MANAGEMENT

Management Committee

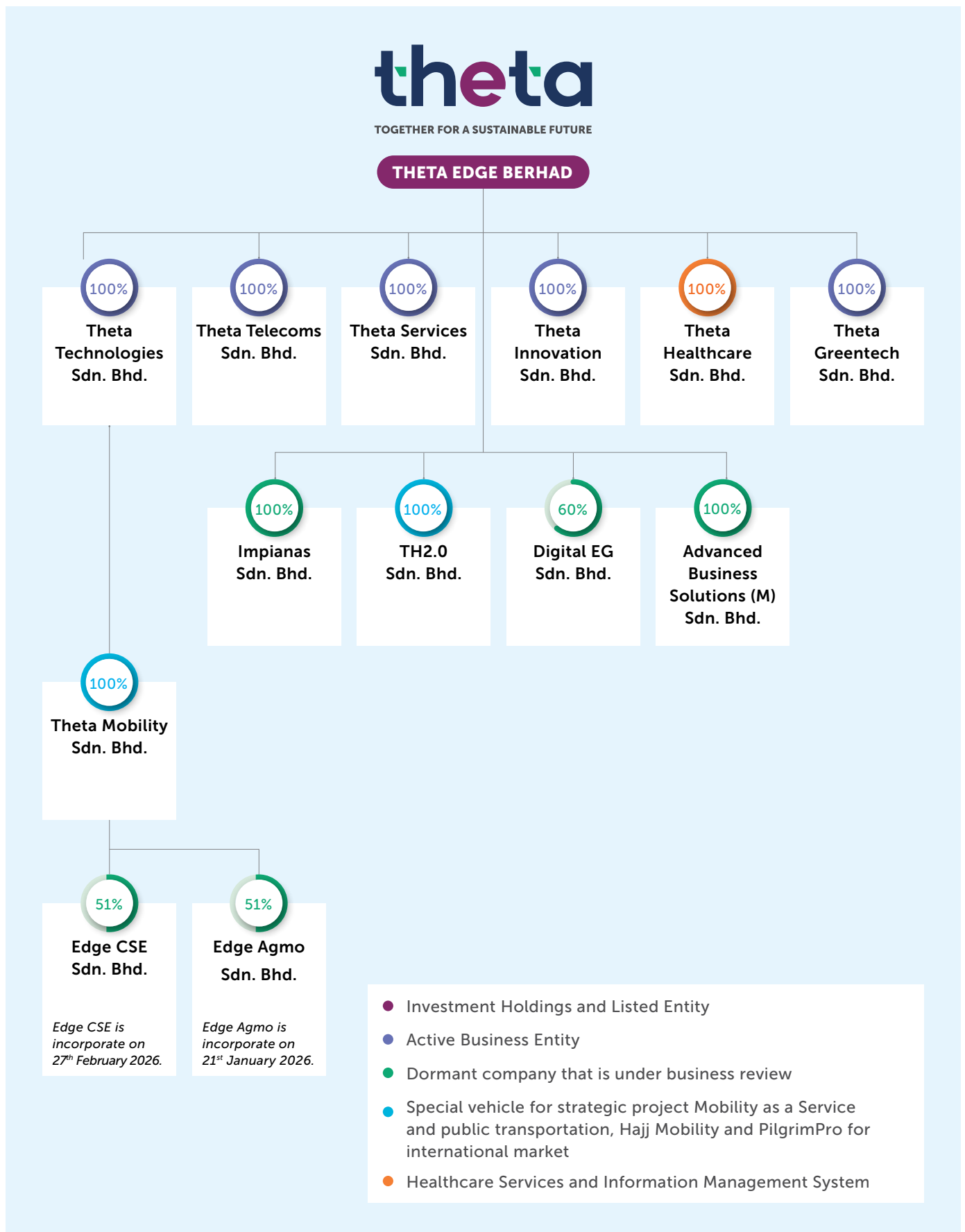
- Comprises the Group Managing Director & Chief Executive Officer and Senior Management
- Accountable for the implementation of sustainability strategies and targets approved by the Board
- Assigns responsibilities, key performance indicators (KPIs) and resources to facilitate the implementation of approved targets

DAY-TO-DAY IMPLEMENTATION

Sustainability Unit

- Supports the Management Committee in executing sustainability initiatives across the Company
- Updates and reports sustainability performance and progress to the Management Committee and the Board
- Consolidates data from cross-functional departments

Our Corporate Structure



Our Corporate Structure

 <p>Theta Edge Berhad Investment Holdings</p>	 <p>Theta Telecoms Sdn. Bhd. Theta Telecoms Sdn. Bhd. is principally involved in the design, deployment, and maintenance of telecommunications infrastructure and engineering services.</p>	 <p>Theta Technologies Sdn. Bhd. Specialises in telecommunications infrastructure by supplying network equipment, software solutions, and system integration services to enhance digital connectivity and efficiency.</p>	 <p>Theta Innovation Sdn. Bhd. Focused on innovation in the information technology and telecommunications industry, offering cutting-edge software solutions, digital transformation strategies, and cloud-based services to drive business efficiency.</p>
 <p>Theta Greentech Sdn. Bhd. A provider of sustainable IT solutions, specialising in green technology, energy-efficient computing, and environmentally friendly digital transformation services.</p>	 <p>Theta Healthcare Sdn. Bhd. A technology distributor specialising in computers, medical IT solutions, and other digital healthcare-related equipment, supporting the healthcare industry's technological advancements.</p>	 <p>Impianas Sdn. Bhd. Licensed Public Mobile Data Network Operator, delivering high-speed mobile connectivity solutions, network optimisation services, and IoT-based communication infrastructures.</p>	 <p>TH2.0 Sdn. Bhd. A digital solutions company engaged in IT service management, cybersecurity consulting, fintech innovations, and licensed money-lending services to support financial inclusion and technology-driven lending platforms.</p>
 <p>Advanced Business Solutions (M) Sdn. Bhd. A software development company offering customised software solutions, system integration, IT training, and consultancy services, catering to businesses requiring scalable and secure technology solutions.</p>	 <p>Theta Services Sdn. Bhd. A management consultancy firm providing strategic business solutions, IT consultancy, and marketing services related to computer products, enterprise solutions, and technology-driven operations.</p>	 <p>Digital EG Sdn. Bhd. An ICT solutions provider specialising in computer consultancy, cybersecurity services, IT infrastructure solutions, and digital transformation strategies for businesses.</p>	 <p>Theta Mobility Sdn. Bhd. A real estate investment and trading company engaged in property management, leasing, and real estate development, along with import-export operations across diverse product categories.</p>
 <p>Edge CSE Sdn. Bhd. Provision of advanced telematics and GPS-based services, including comprehensive fleet and mobile asset management solutions to enhance safety, improve operational efficiency, and strengthen security for enterprise fleets.</p>	 <p>Edge Agmo Sdn. Bhd. Developing innovative technology, AI, and blockchain solutions.</p>		



Our Corporate Information

BOARD OF DIRECTORS

TAN SRI ABDUL RAHMAN BIN MAMAT

Chairman, Non-Independent Non-Executive Director

LATIFAH BINTI M. DAUD

Senior Independent Non-Executive Director

AZIH BIN YUSOF

Independent Non-Executive Director

ADAM MALIK BIN AZLAN

Independent Non-Executive Director

SHAHRIN BINTI OLI MOHAMED

Independent Non-Executive Director

NIK JOHAAN BIN NIK HASHIM

Non-Independent Non-Executive Director (Resigned w.e.f. 6 January 2026)

DATUK DYG SADIAH BINTI ABG BOHAN

Non-Independent Non-Executive Director (Resigned w.e.f. 6 January 2026)

DATUK NURASLINA BINTI ZAINAL ABIDIN

Group Managing Director & Chief Executive Officer

DR. SHAHRIL BIN SIMON

Non-Independent Non-Executive Director (Appointed w.e.f. 15 January 2026)

DATO' AMRUL HISYAM BIN ALIAS

Executive Deputy Chairman, Non-Independent and Executive Director (Appointed w.e.f. 15 January 2026)

NOMINATION AND REMUNERATION COMMITTEE (NRC)

LATIFAH BINTI M. DAUD

Chairperson, Senior Independent Non-Executive Director

DATUK DYG SADIAH BINTI ABG BOHAN

Member, Non-Independent Non-Executive Director (Resigned w.e.f. 6 January 2026)

AZIH BIN YUSOF

Member, Independent Non-Executive Director

SHAHRIN BINTI OLI MOHAMED

Member, Independent Non-Executive Director

DR. SHAHRIL BIN SIMON

Member, Non-Independent Non-Executive Director (Appointed w.e.f. 15 January 2026)

AUDIT AND RISK MANAGEMENT COMMITTEE (ARMC)

ADAM MALIK BIN AZLAN

Chairman, Independent Non-Executive Director

DATUK DYG SADIAH BINTI ABG BOHAN

Member, Non-Independent Non-Executive Director (Resigned w.e.f. 6 January 2026)

AZIH BIN YUSOF

Member, Independent Non-Executive Director

SHAHRIN BINTI OLI MOHAMED

Member, Independent Non-Executive Director

DR. SHAHRIL BIN SIMON

Member, Non-Independent Non-Executive Director (Appointed w.e.f. 15 January 2026)

BOARD INVESTMENT COMMITTEE (BIC)

AZIH BIN YUSOF

Chairman, Independent Non-Executive Director

ADAM MALIK BIN AZLAN

Member, Independent Non-Executive Director

NIK JOHAAN NIK HASHIM

Member, Non-Independent Non-Executive Director (Resigned w.e.f. 6 January 2026)

DATO' AMRUL HISYAM BIN ALIAS

Member, Non-Independent Executive Director (Appointed w.e.f. 15 January 2026)

REGISTERED OFFICE

Lot 11B, Jalan 223
Seksyen 51A
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SHARE LISTING

Main Market of Bursa Malaysia Securities Berhad
Stock Name : THETA
Stock Code : 9075

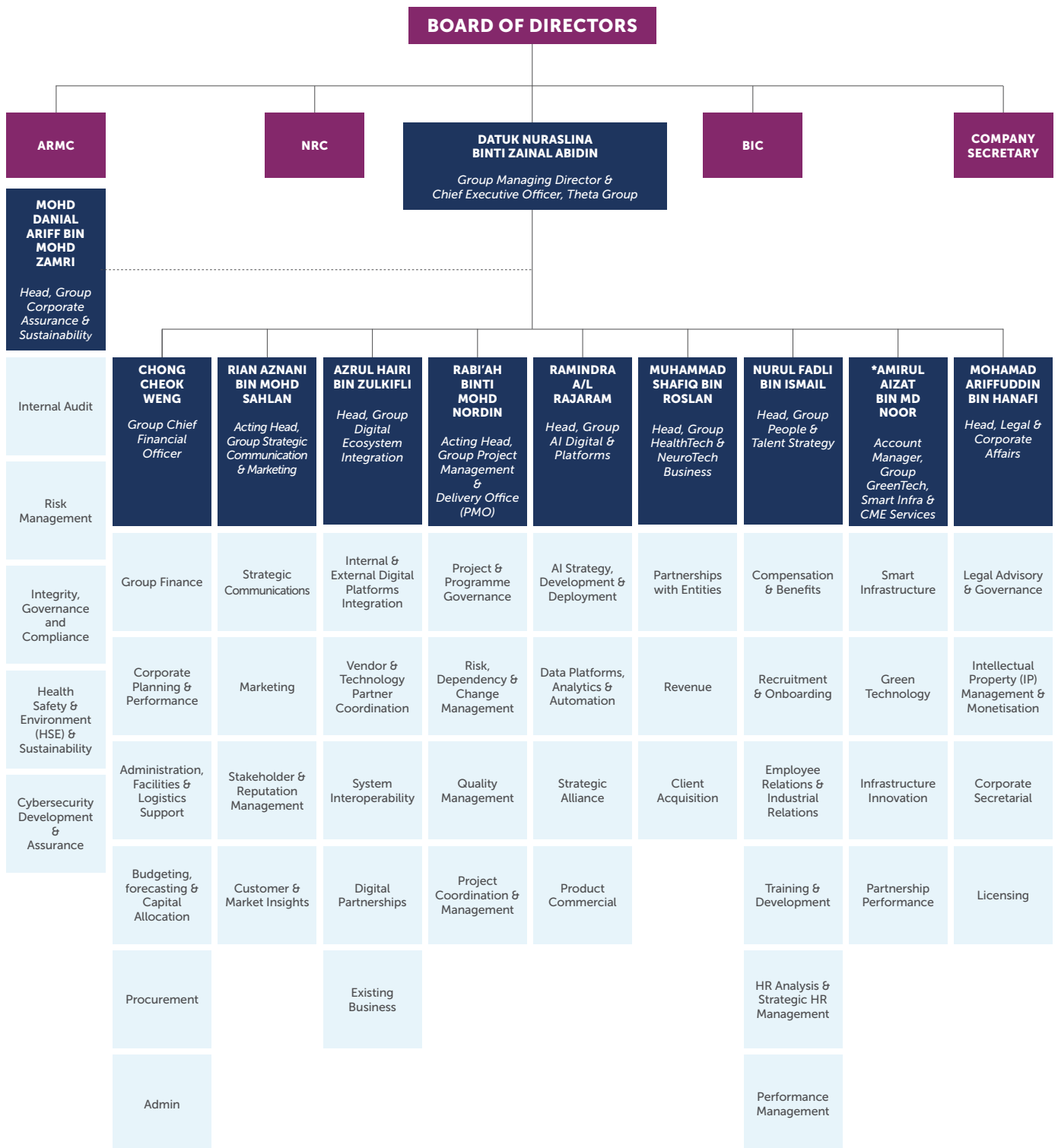
PRINCIPAL BANKER

Bank Muamalat Malaysia Berhad
Bank Islam Malaysia Berhad

WEBSITE

www.theta-edge.com

Our Corporate Information



Note:

Based on approved structure and existing staff

* Reliever for resigned Head of Group GreenTech, Smart Infra & CME services

THE CORE THE MISSION THE VISION



Chairman’s Message



“

2025 was a year of renewed focus, strengthening discipline, reinforcing execution credibility and positioning the Group for sustainable, long-term value creation.

”

Dear Shareholders,

The year under review required the Group to navigate a challenging operating environment with clarity and discipline. The Board remained closely engaged in guiding the business with a clear focus on strengthening fundamentals, preserving financial resilience and ensuring that decisions consistently support sustainable value creation.

2025 marked a deliberate strategic recalibration. In response to evolving market conditions and capital realities, the Group shifted towards a more disciplined, asset-light and partnership-led operating model. Capital allocation was tightened, costs were rationalised and priority was given to opportunities with clear monetisation pathways and stronger margin profiles. This repositioning lays the groundwork for a more scalable business anchored on recurring revenue.

TAN SRI ABDUL RAHMAN BIN MAMAT

Chairman

Non-Independent Non-Executive Director

Chairman's Message

Amid this reset, the Group continued to demonstrate its core strength in execution. During the year, Theta Edge secured two significant contracts, an approximately RM88 million from Fibre Optic Infrastructure Project and a RM130.54 million digital system implementation for the Social Security Organisation (SOCISO/PERKESO). These awards reinforce the Group's position as a trusted delivery partner in both telecommunications infrastructure and mission-critical technology systems.

At the same time, the Group made measured progress in advancing its transition towards concession-based and platform-led revenue models. Execution continued under the Smart City concession in Majlis Perbandaran Ampang Jaya while selected platform initiatives across mobility, halal traceability and digital ecosystems progressed towards commercial readiness. The Board has adopted a disciplined approach to ensure these initiatives are supported by clear commercial pathways before scaling.

Governance remained a key priority. The Board strengthened oversight across project execution, financial controls and organisational accountability, reinforcing a culture of transparency and discipline. We view strong governance not only as a compliance requirement but as a critical enabler of sustainable performance and investor confidence.



OUTLOOK

Looking ahead, the Board's priorities are clear, with a focus on disciplined execution of secured projects, selective commercialisation of key initiatives and prudent capital stewardship. The foundations established in 2025 position the Group to improve earnings quality, strengthen recurring revenue visibility and build long-term enterprise value.

On behalf of the Board, I would like to extend our appreciation to management and employees for their commitment. I would also like to thank our stakeholders for their continued trust and support.

ACKNOWLEDGEMENTS

As we move forward, the Group is well-positioned to capitalise on emerging opportunities and drive its next phase of growth.

Message From the Group Managing Director & Chief Executive Officer

//

2025 was a year of disciplined reset in which we strengthened execution, reinforced our core capabilities and laid the foundation for a transition towards recurring revenue growth.

//



Dear Stakeholders,

FY2025 marked a pivotal turning point for Theta Edge. Against a challenging operating environment, we made deliberate decisions to reset the business, tightening our cost structure, reprioritising capital and focusing on initiatives with clear commercial outcomes. These actions were necessary to stabilise the Group and position it for sustainable growth.

A key milestone during the year was the successful execution of our capital strategy, including the proposed private placement approved by shareholders. This strengthened our financial flexibility and provided a disciplined foundation to support the next phase of growth.

DATUK NURASLINA BINTI ZAINAL ABIDIN
Group Managing Director & Chief Executive Officer



Message From the Group Managing Director & Chief Executive Officer

Operationally, the Group delivered where it matters most. During the year, we secured two significant contracts, an approximately RM88 million fibre optic infrastructure project and a RM130.54 million digital system implementation for the Social Security Organisation (SOCISO/PERKESO). These projects reinforce our core strengths across telecommunications infrastructure and mission-critical technology systems while strengthening our execution track record and revenue visibility.



The Group continued to deliver across our core infrastructure projects, strengthening capabilities in both telecommunications and IT. At the same time, we continued to advance our telecommunications, connectivity and enterprise digital services to ensure reliable execution and near-term momentum.

Beyond delivery, we progressed on our strategic shift towards platform-led growth. Selected initiatives across Smart City, mobility, halal traceability and digital platforms were strengthened during the year, focusing on product readiness, partner onboarding and ecosystem development.

Importantly, we have taken a disciplined approach to scaling. Rather than pursuing rapid expansion, we are prioritising initiatives with clear monetisation pathways, recurring revenue potential and strong partner alignment. The commercial contribution from these initiatives is expected to emerge progressively as deployment and adoption increase.

Partnerships and joint ventures remain central to our model. Through collaboration, we are accelerating capability development, expanding market access and reducing capital intensity, enabling more efficient and scalable growth.

At the same time, we strengthened internal execution through targeted digitalisation and process improvements, enhancing visibility, compliance and operational efficiency across the Group.

OUTLOOK

Looking ahead, FY2026 represents the transition from foundation to commercialisation. Our priorities are clear:

- Execute on secured projects with discipline
- Selectively commercialise platform initiatives with recurring revenue potential
- Maintain strict cost control, governance and capital discipline

We are building towards a more predictable earnings profile, supported by recurring revenue and scalable platform opportunities.

The progress made in 2025 has placed Theta Edge on a stronger footing. While the transition will require continued focus and execution, we are confident in our ability to deliver sustainable, long-term value.

ACKNOWLEDGEMENTS

I would like to thank our employees, partners and shareholders for their continued trust and support. The Group enters the year ahead with clarity and momentum, with a clear focus on strengthening its business and delivering sustainable outcomes.

Market Landscape



Digitalisation and ICT Demand Environment

BACKGROUND

Demand for ICT solutions and digital transformation across Malaysia and ASEAN continues to grow, driven by public sector digitalisation and the increasing adoption of cloud, data analytics and artificial intelligence by enterprises. The ASEAN digital transformation market is projected to expand from approximately RM480 billion in 2025 to RM1.39 trillion by 2030, reflecting a CAGR of about 23.7%, while total ICT spending is expected to reach around RM804 billion in 2025 with continued growth through 2028.

In Malaysia, government-led programmes continue to be a key driver of activity, particularly in digital government platforms, cybersecurity and data infrastructure. At the same time, enterprises are moving beyond early-stage digitisation with increased focus on artificial intelligence (AI), data capabilities and digital service delivery.

Across ASEAN, demand is converging towards core digital capabilities such as data centres and cybersecurity, despite differences in market maturity. This shift is driven by ongoing migration from legacy systems to scalable platforms as organisations increasingly adopt AI, data-driven operations and cybersecurity solutions. The rollout of 5G, Internet of Things (IoT) and edge computing continues to enable broader applications across industries.

On the customer side, expectations are shifting towards integrated, end-to-end solutions that combine cloud, data, AI, cybersecurity and applications within unified platforms. Enterprises and public sector organisations continue to prioritise vendors that can deliver across consulting, implementation and managed services with demand increasingly centred on platform-based solutions rather than standalone products.

2026 OUTLOOK

Demand for ICT solutions and digital transformation is set to expand across Malaysia and ASEAN, driven by public sector digitalisation initiatives and sustained enterprise investment. Adoption of cloud, AI and data-driven technologies will deepen as organisations enhance digital capabilities and efficiency as demand becomes increasingly centred on platform-based solutions, reinforcing the shift towards solution-centric digital transformation. In line with these developments, Theta will continue to strengthen its integrated ICT capabilities and solution offerings to support evolving enterprise and public sector requirements.

Market Landscape

Telecommunications Infrastructure and Connectivity Expansion

BACKGROUND

Malaysia's telecommunications sector is transitioning from broad-based coverage expansion towards a more integrated, high-capacity and policy-driven digital infrastructure ecosystem. Government initiatives play a central role in driving fibre densification, 5G rollout and improved rural connectivity, while laying the foundation for next-generation digital services such as IoT, smart cities and AI-enabled applications.

National programmes such as JENDELA continue to shape infrastructure investment through a structured rollout framework that enhances visibility and reduces deployment risk. Fibre connectivity has reached over 9.4 to 9.8 million premises with near 99% coverage in populated areas and continued upgrades across transmission sites. 5G coverage has exceeded 82% of populated areas, with further expansion supported by Budget 2026 initiatives focused on rural broadband, hybrid infrastructure and multi-technology deployment models.

As the sector evolves, the focus is shifting towards more integrated and efficient infrastructure models, including network sharing and public-private collaboration. This continues to expand contractor opportunities across fibre rollout, tower construction, civil works and network integration.

At the same time, margins and project timelines are increasingly affected by rising capital intensity, execution complexity and regulatory delays. Cost pressures remain elevated due to higher fuel, logistics and material costs, partly linked to geopolitical tensions in West Asia and resulting energy price volatility. This contributes to tighter margins, longer delivery cycles and higher execution risk across infrastructure projects.

2026 OUTLOOK

Investment in telecommunications infrastructure continues to be driven by national connectivity initiatives and ongoing 5G expansion across Malaysia with development shifting towards more integrated and higher-capacity deployment models, including fibre expansion, rural connectivity and multi-technology solutions. Cost pressures, execution complexity and regulatory requirements are expected to continue influencing project delivery and margins. Theta will prioritise execution capability and resource coordination to support infrastructure delivery within an increasingly complex operating environment.

Market Landscape



Shift Towards Integrated, Platform-Based and Emerging Technologies

BACKGROUND

Emerging technologies such as AI, IoT, smart city solutions and advanced mobility platforms are reshaping the ICT landscape across Malaysia and ASEAN, driving a shift towards more connected and data-driven ecosystems. AI adoption is enhancing automation, decision-making and customer engagement while IoT is expanding real-time data collection across industries such as manufacturing, utilities, logistics and urban infrastructure.

Smart city initiatives are increasing demand for integrated digital platforms that combine connectivity, data analytics and public service applications, particularly in areas such as traffic management, public safety and energy efficiency. At the same time, mobility solutions supported by 5G and connected systems are enabling more seamless, always-connected services across sectors.

These developments are accelerating demand for cloud infrastructure, edge computing, cybersecurity and advanced analytics as organisations move away from traditional IT systems towards integrated, platform-based digital ecosystems. In parallel, there is a clear shift from project-based delivery towards platform-based and ecosystem-driven models driven by the need for scalable, continuously evolving digital solutions.

As this shift progresses, newer digital platforms remain at an early stage of commercial maturity with solutions still in development and pre-monetisation. However, growing regional interest indicates early validation of cross-border applicability and ecosystem demand, with potential for scalable deployment across multiple markets. Partnerships, joint ventures and ecosystem collaborations continue to play a key role in enabling market entry, localisation and regional expansion.

2026 OUTLOOK

Adoption of emerging technologies continues to accelerate across Malaysia and ASEAN with AI, IoT and connected solutions becoming more embedded in core operations and public services. This is expected to be accompanied by growing traction for platform-based and ecosystem-driven models as organisations place greater emphasis on scalable, integrated digital solutions. As adoption broadens, the monetisation potential of platform-based offerings is expected to strengthen, supported by greater regional interest and applicability across multiple markets. Moving forward, Theta aims to scale its platform-based offerings and deepen ecosystem partnerships to capture opportunities across regional markets.

Market Landscape

Industry Structure, Competitive Landscape and Execution Considerations



BACKGROUND

The Malaysian ICT and telecommunications solutions market is highly competitive, particularly among mid-tier players and system integrators, driven by continued digitalisation, growing cloud adoption and rising demand for integrated ICT solutions. Competition is intensifying from large incumbents, global hyperscalers and telecommunications providers expanding into ICT services, resulting in pricing pressure and margin compression in more commoditised segments.

At the same time, higher-value segments such as cybersecurity, IoT and industry-specific digital platforms continue to present opportunities with differentiation is increasingly anchored in domain expertise, ecosystem partnerships and execution capability.

Execution challenges arise from talent constraints, project complexity and cost pressures. Limited availability of specialised skills in areas such as cloud, AI and cybersecurity affects delivery capacity and increases reliance on higher-cost resources while multi-stakeholder project environments introduce coordination risks and potential delays. Competitive tender environments and fixed-price contracts place further pressure on margins, compounded by rising labour, infrastructure and technology-related costs, as well as broader external factors linked to regulatory requirements, government funding cycles and cost volatility.

Sector stability is closely tied to regulatory frameworks, government funding cycles and national digitalisation priorities. Policy direction and budget allocations influence demand visibility and project pipelines, although shifts in regulatory requirements or funding priorities may affect the timing and scale of projects.

2026 OUTLOOK

The operating environment is set to stay competitive with pricing pressure and execution complexity across the ICT and telecommunications segments. Cost pressures linked to labour, infrastructure and broader external factors will continue to influence margins. Project pipelines and investment visibility are expected to be closely tied to government programmes, including Budget 2026 and national digitalisation initiatives which continue to shape demand across the sector. In response, Theta will continue to strengthen execution discipline, resource management and specialised capabilities to navigate market conditions and manage delivery risks.

How We Create Value - Value Creation Model

INPUT



Financial Capital

- Market capitalisation of RM79.04 million
- CAPEX investment of RM772,000 in digital capabilities and smart ways of working



Manufactured Capital

- 631.38 km of telecommunications and fibre infrastructure deployed
- Cloud, data centre and IT infrastructure supporting 10 clients
- Technology assets, IoT systems and cybersecurity infrastructure across operations



Intellectual Capital

- Data privacy, cyber security and information security initiatives
- Investment in digitisation and modernisation Initiatives
- Skilled technical and expert teams in all fields
- Data, analytics and AI capabilities applied across 5 projects/solutions



Human Capital

- Workforce of 189 employees (male 64%, female 36%)
- 568 training hours delivered (average 3 hours per employee)
- Talent development and leadership programmes covering 15% of employees
- Digital, data and platform capabilities embedded across key teams
- Strong governance, performance-driven and ethical organisational culture



Social & Relationship Capital

- Stakeholder engagement initiatives reaching 202 stakeholders/communities
- Corporate responsibility and community programmes
- Strong relationships with customers, regulators and stakeholders



Natural Capital

- Direct energy consumption of 182.4 GJ
- Indirect energy consumption of 944.72 GJ

VALUE ADDING ACTIVITIES



VCP 1

- Develop customer-centric solutioning capability
- Bid for more profitable projects
- Complement manpower rationalisation and safeguard financials



VCP 2

- Increase "stickiness" and widen revenue base



VCP 3 and 4

- Monetise IP/core products
- Invest in Digital Payment/ Distribution



VCP 5

- Acquire competencies in Cybersecurity



VCP 6

- Incorporate Financial Technology in core products



VCP 7

- Acquire competencies in IP & eGovernment



VCP 8

- Acquire competencies in energy-efficient style



VCP 9

- Export products and capabilities



VCP 10

- Recurring revenue from asset ownership

How We Create Value - Value Creation Model

Group Strategy 2022-2026 & Strategic Focus Area

Strategic Objectives

- **Group Business**
Driving Sustainable Growth Through Value Growth
- **Group Operation**
Driving Operational Innovation Through Agility Collaboration & Excellence

Strategic Initiatives

- **Group Business**
 - Customer Centric Solution
 - Selective Market Penetration
 - Performance Driven Culture
- **Group Operation**
 - Agile Delivery System
 - Performance and Capability
 - Continuous Improvement Culture

Enabler

- Sustainable Financial Strength

Foundation

- Group Finance, Group People and Culture, Strategic Procurement, Strategic Communication and Marketing

Sustainability Pillars

Material Matters

Key Risks

Market Trends

Corporate Governance Framework

STRATEGY OUTPUT/OUTCOME



Financial Capital

- Revenue of RM112.215 million with 9.49% contribution from recurring income streams
- Strengthened cash flow stability with operating cash flow
- Improved earnings visibility supported by long-term contracted income
- Sustained shareholder value with 0% return/dividend payout



Manufactured Capital

- Expanded infrastructure supporting 730.8% increase in service coverage
- System uptime and service reliability maintained at 98%
- System performance, scalability, and processing efficiency have improved.
- Infrastructure and digital platforms supporting scalable solution delivery



Intellectual Capital

- Deployment of 2 proprietary platforms/digital solutions across key projects in 2025
- Operational efficiency has improved, resulting in reduced system downtime.
- Strengthened cybersecurity and data governance frameworks
- Enhanced digital capabilities supporting transition towards platform-enabled and recurring revenue models



Human Capital

- Employee engagement score of 66.6% and retention rate of 43.5%
- 7% of employees equipped with digital/technical competencies
- Strengthened execution discipline and governance-aligned culture
- Sustainable talent pipeline supporting long-term growth strategy



Social & Relationship Capital

- Sustained stakeholder trust reflected in 91% satisfaction/engagement score
- Delivery of 7 public sector and infrastructure projects
- Long-term stakeholder confidence supporting business continuity and growth



Natural Capital

- 22.96% of energy derived from renewable sources
- Improved environmental efficiency through waste reduction and recycling initiatives
- Lower operating costs driven by energy optimisation measures



STRENGTH STRATEGY SUCCESS



Determining Materiality

Material matters are integral to Theta’s mission of driving enduring value and achieving sustainable growth. They provide a clear understanding of the sustainability issues that are significant to stakeholders and business. By aligning these insights with our strategy, we not only mitigate risks and capitalise on opportunities but also ensure our operations remain sustainable and future-ready.

We established a structured approach to our materiality assessment by applying the key steps such as identification, assessment and stakeholder engagement in 2024. In FY2025, we continued applying these principles in our large-scale materiality assessment, engaging key internal and selected external stakeholders.

We engaged our stakeholders through online surveys, interviews and awareness sessions. This process ensured that their priorities and concerns were considered, strengthening the alignment of our sustainability focus with stakeholder expectations and enhancing the impact of our strategic initiatives.



Identification and Assessment

The process began with an in-depth analysis of key economic, environmental and social issues, supported by insights from industry reports and sustainability frameworks. This effort enabled us to better understand the broader landscape and prioritise areas where we could make a tangible difference.

STEP 1

Stakeholder Engagement and Prioritisation

We actively engaged both internal and external stakeholders through surveys, interviews and workshops, gathering diverse insights that shaped our understanding of key priorities. This inclusive approach allowed us to identify and prioritise issues that are both significant to our stakeholders and critical to our business, ensuring our sustainability efforts align with stakeholder expectations and strategic objectives.

STEP 2

Review and Validation

We validated the findings with leaderships by reviewing the results with executives, the Board, and sustainability committee to ensure accuracy and alignment with company goals. We integrate material issues into corporate strategy, risk management, and sustainability reporting for transparency and effective action.

We regularly monitor and update the assessment to adapt to changing stakeholder expectations, regulations, and business conditions.

STEP 3

OUR MATERIALITY ASSESSMENT PROCESS

Determining Materiality

We aim to conduct a materiality assessment every year, complemented by annual reviews to reassess the relevance of our prioritised EESG impacts within the context of our day-to-day activities.



- Identified sustainability matters based on the Sustainability Accounting Standards Board Standards (SASB) to address industry-specific sustainability issues and practices
- This process resulted in the identification and prioritisation of 10 relevant material matters



- Incorporated GRI Standards to strengthen reporting transparency and inclusivity
- Conducted a desktop validation exercise
- Maintained the 2022 material matters, which continued to be prioritised in 2023



- Conducted a comprehensive materiality assessment with internal stakeholders and selected external stakeholders (e.g. customers and vendors)
- This resulted in the identification of new material matters and the addition of the economic pillar

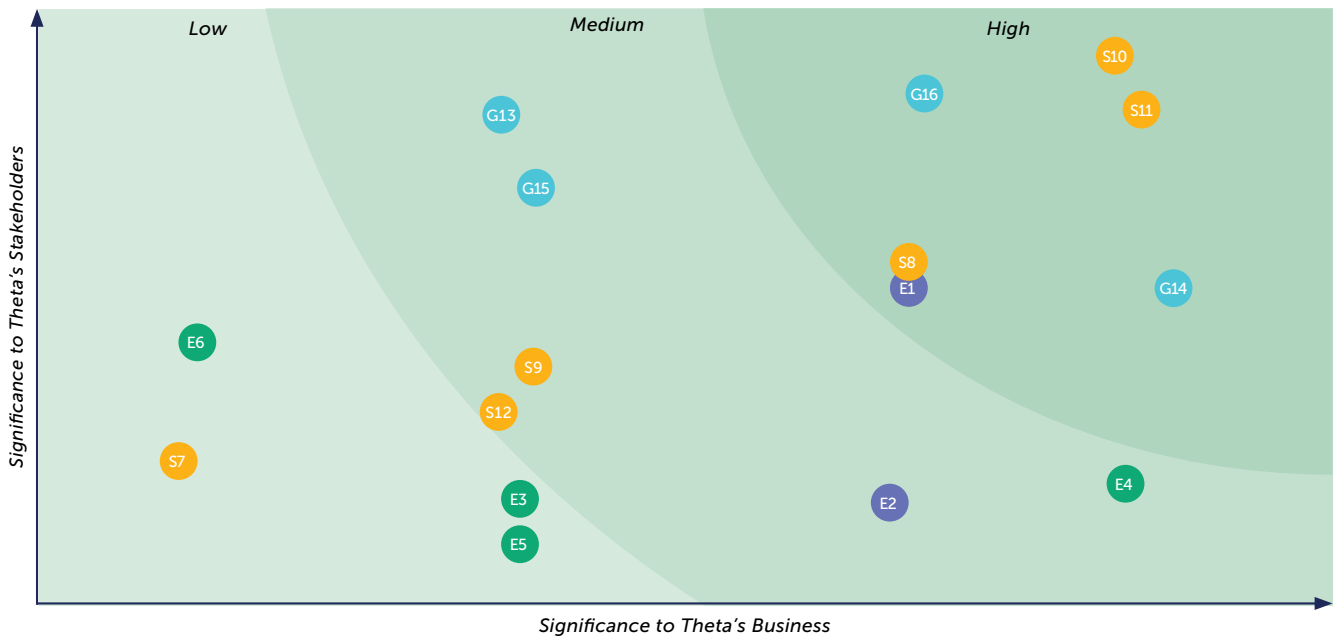


- Revaluated and validated existing material matters to ensure continued relevance, while refining prioritisation thresholds in line with business strategy and ESG maturity, with consideration of long-term risks and opportunities

The FY2025 materiality assessment highlighted the ESG matters most critical to both Theta’s business and its stakeholders. The findings highlight a strong focus on employee safety, customer trust and data protection, with Occupational Safety and Health, Customer Satisfaction and Data Privacy ranked as the most material topics, given their importance to business continuity, service quality and stakeholder confidence.

Governance-related matters were also prioritised, with Corporate Governance and Business Ethics, Risk Management, and Procurement Practices and Efficiency recognised for their role in ensuring regulatory compliance, transparency and operational resilience.

From a social perspective, Employee Recruitment and Retention remains a key focus, reflecting the need to attract and retain talent, while Business Model and Innovation supports long-term competitiveness and growth. Environmental topics such as energy efficiency, waste and water management continue to play an important role in driving operational efficiency and environmental responsibility.



ECONOMIC	ENVIRONMENTAL	SOCIAL	GOVERNANCE
E1 Supporting Local Business	E3 GHG Emission	S7 Diversity & Inclusion	G13 Corporate Governance & Business Ethics
E2 Business Model & Innovation	E4 Energy Efficiency	S8 Recruitment & Retention	G14 Procurement Practices & Efficiency
	E5 Water Management	S9 Engagement & Development	G15 Risk Management
	E6 Waste Management	S10 Occupational Safety & Health	G16 Data Privacy
		S11 Customer Satisfaction	
		S12 Community Engagement	

Economic Management

SUPPORTING LOCAL BUSINESS



Why It Matters?

Supporting local businesses is an important component of our contribution to inclusive and sustainable economic development. Engagement with local suppliers and service providers contributes to domestic economic growth and strengthens local capabilities and entrepreneurship.

Local sourcing improves coordination and responsiveness, reducing exposure to supply chain disruptions. This enhances operational reliability and flexibility.

Strengthening relationships with local businesses reinforces our connection with the communities in which we operate, building trust and demonstrating responsible business practices. A limited focus on local sourcing may reduce economic contribution, weaken stakeholder relationships and affect alignment with national development priorities, with implications for long-term resilience.



Economic Management

Our Approach

We integrate local supplier engagement into our procurement and operational practices, prioritising local sourcing where it is commercially viable. This approach develops local capabilities and strengthens the domestic supply ecosystem.

Local sourcing improves coordination and responsiveness, reducing exposure to supply chain disruptions and supporting consistent service delivery. These practices contribute to broader economic development priorities.

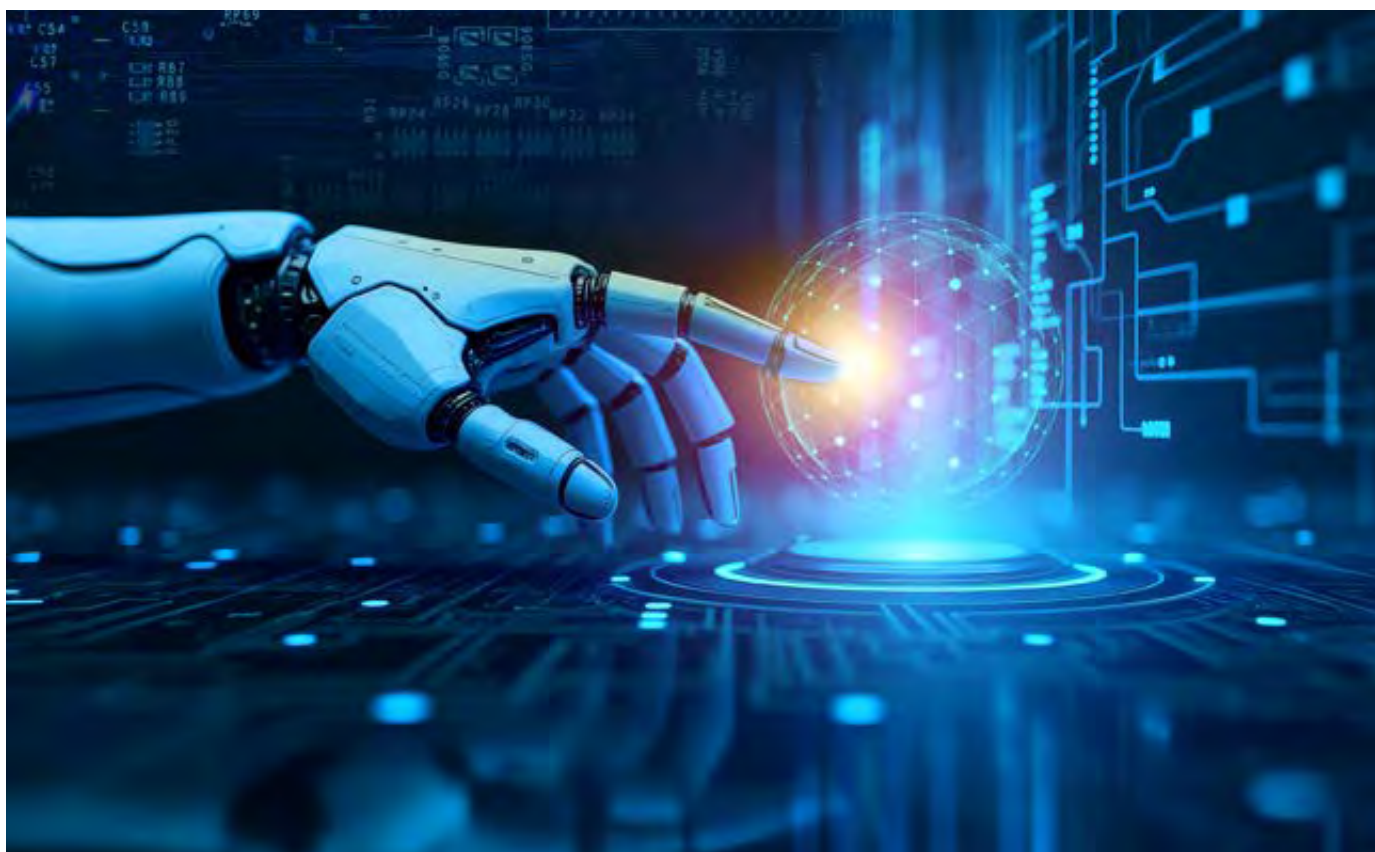
Supplier engagement governance is embedded in our procurement framework, which promotes transparent, fair and competitive sourcing practices. Procurement policies, procedures and vendor management processes guide the selection and engagement of suppliers, ensuring that integrity, capability and compliance are consistently applied. Oversight mechanisms support implementation across operations while balancing cost efficiency, quality and sustainability considerations.

In line with IFRS S1: General Requirements for Disclosure of Sustainability-related Financial Information, engagement with local suppliers is recognised as a factor that may influence supply chain resilience, cost management, stakeholder trust and reputational standing. These considerations are integrated into our broader risk management and sustainability practices, contributing to long-term business resilience and sustainable value creation.

GRI 204: PROCUREMENT PRACTICES 2016

GRI 204-1: PROPORTION OF SPENDING ON LOCAL SUPPLIER

	2023	2024	2025
Percentage (%) of the procurement budget used for significant locations of operation that is spent on suppliers local to that operation	99.60%	99.10%	97.86%



Economic Management

BUSINESS MODEL AND INNOVATION



Why It Matters?

Innovation and business model development are central to our ability to remain competitive and deliver long-term value in a rapidly evolving market environment. As customer expectations and technology requirements continue to evolve, we focus on delivering solutions that are relevant, scalable and aligned with market needs.

We pursue new growth opportunities by embedding environmental, social and governance considerations into our business model, enhancing long-term relevance and resilience. The transition from a primarily project-based revenue structure to a recurring revenue model improves revenue visibility and stability, contributing to broader societal and environmental outcomes.

Digital inclusion and community digitalisation are key components of the Group’s strategic direction. We remain responsive to market dynamics and continue to strengthen our competitive capabilities. Through ongoing innovation, this enhances market presence, reinforces investor confidence and maintains our leadership position, delivering lasting value to customers and stakeholders.



Economic Management

Our Approach

We adopt a customer-centric approach in developing our solutions and business models to ensure they remain relevant and responsive to evolving needs. These activities are embedded within the Annual Operating Plan (AOP), aligning across planning and execution while enabling agility in response to changing customer needs. This structured approach enables consistent value delivery to stakeholders.

Innovation continues to be a core pillar of our strategy, driven through three specialised business units:

- **Theta Innovation:** Focuses on developing new products and services that challenge conventional solutions and set new industry standards.
- **Theta Technologies:** Leverages advanced technologies to improve operational efficiency and enhance customer value, ensuring alignment with strategic priorities.
- **Theta Telecoms:** Responsible for expanding network infrastructure and connectivity solutions, providing the backbone for reliable and integrated digital services.

Collectively, these business units drive innovation initiatives across the Group. While a formal innovation framework is being developed, current activities are guided by established internal processes that ensure consistency and alignment with business objectives.

Moving forward, efforts will focus on strengthening collaboration across business units through shared resources and cross-functional initiatives. The forthcoming Innovation Framework and Policy will further guide these efforts, reinforcing governance, ethics and operational discipline.

In line with IFRS S1, innovation capability, customer-centric development and adaptability are recognised as factors that may influence competitiveness, revenue growth and long-term enterprise value. These considerations are integrated into the overall strategic planning and risk management processes, contributing to resilience and sustainable growth.

Our Initiatives

In 2025, the majority of our projects were delivered through two key subsidiaries, Theta Technologies and Theta Telecoms. Various initiatives were carried out to drive new product development and improve existing offerings.

Digital Innovation and Public Sector Solutions

Theta Technologies introduced new digital solutions aligned with public sector delivery and system requirements. Key launches included PilgrimPro, a platform supporting Muslim pilgrims during Hajj and Umrah as well as Hajj Mobility solutions. Multiple systems were also delivered for Majlis Perbandaran Ampang Jaya (MPAJ) including POSLite System, eTempahan, eDompot and enhancements to the e-Pelesehan platform. These initiatives strengthened our presence in municipal digital services and public sector engagements.

Scaling Product Viability and Market Positioning

To ensure the sustainability, competitiveness and scalability of newly launched offerings, we implemented structured product development aligned with Software Development Life Cycle (SDLC) processes, supported by market research and benchmarking. We also engaged consultants for intellectual property registration and protection. Progress was made in securing trademarks with most classes registered and selected products progressing towards patent applications.

Strategic collaborations were also pursued, including partnerships with financial institutions to enhance payment resilience, explore micro-financing solutions for traders and expand alternative payment channels.



Economic Management

Driving Efficiency and Delivery Outcomes

Initiatives were implemented to improve operational efficiency and long-term viability, including enhancements to POSLite with e-invoicing capabilities, deployment of digital booking solutions and rationalisation of card issuance activities.

For the PERKESO project, approximately RM89.98 million was invoiced in 2025, representing about 69% of the total contract value. Key milestones including hardware delivery and software and licence provisioning, were completed, billed and approved with remaining billings aligned to migration completion and final acceptance stages.



Strengthening Core Platforms and Offerings

We also focused on improving our existing range of products and services. This included enhancements to internal platforms such as PilgrimPro, Sakupay and Hajj Mobility, supported by ongoing market research to ensure continued relevance and competitiveness.

Additional efforts focused on strengthening intellectual property protection, exploring collaborations with SMEs and potential joint-venture partners and planning new features for selected digital payment solutions. Strategic rationalisation initiatives were implemented to align existing offerings with operational, regulatory and market requirements.

Expanding Digital Infrastructure and Energy Solutions

Theta Telecoms expanded its portfolio with new products and services aligned with sustainability and digital infrastructure development. Solar panel installation services were deployed across selected company buildings to improve energy efficiency. The business also delivered fibre infrastructure projects such as the TIME Node Yong Peng-Sg Mati project, Silica Project (Package A - Northern Region) and Fibre Build 2024, focused on expanding optical fibre networks and upgrading backhaul connectivity.

These initiatives strengthened network capacity, resilience and readiness for LTE, 5G and future data traffic demands, supporting regional and national digital connectivity objectives.

Optimising Deployment and Network Performance

To enhance deployment effectiveness and scalability of new launch offerings, Theta Telecoms implemented initiatives to strengthen deployment and network performance throughout the year. These included infrastructure upgrades and efficiency improvements for solar panel installations as well as network expansion across key fibre projects such as TIME Node Yong Peng-Sg Mati, Silica Project (Package A) and Fibre Build 2024.



We also collaborated closely with technology partners, consultants, regulators and utility providers to streamline deployment, improve network reliability and support large-scale infrastructure rollout. These initiatives were aimed at ensuring high service quality, faster implementation and long-term scalability of the Group's new products and services.

Environmental Management

ENERGY EFFICIENCY



Why It Matters?

Energy efficiency is critical to ensuring that Theta operates in a cost-effective and environmentally responsible manner while optimising resource use. We are focused on reducing energy consumption and utility expenses, enhancing operational efficiency and capturing opportunities from sustainable energy solutions, reflecting our environmental responsibility.

This commitment to energy efficiency strengthens business resilience and supports sustainable growth, in line with the broader transition towards more sustainable energy consumption.



Our Approach

Theta's approach to energy efficiency focuses on minimising environmental impact and optimising resource use across its operations. This is supported by an Environmental Management System (EMS) aligned with the ISO 14001:2015 standard and guided by the National Energy Transition Roadmap (NETR), Bursa Malaysia's Sustainability Reporting Guide and Toolkit (Third Edition) as well as relevant industry practices.

Efforts focus on improving operational efficiency, managing energy-related costs, reducing greenhouse gas emissions and progressively adopting renewable energy solutions where feasible. These initiatives are overseen and implemented by the Administration & Facilities Management Department to ensure consistent application across the Group.

Energy consumption is monitored as part of the Group's broader sustainability and climate-related risk management processes. In line with IFRS S1 and IFRS S2, the Group recognises the potential financial and operational impacts associated with energy use and carbon emissions, supporting more informed decision-making and resource optimisation.

Environmental Management

Our Initiatives

Theta continues to strengthen its energy efficiency efforts through ongoing tracking of energy consumption, optimisation of operational practices and increased use of renewable energy solutions. Clean energy usage is maximised by actively monitoring solar energy generated from photovoltaic panels installed since FY2023, reducing reliance on conventional power sources.

We are progressively transitioning towards renewable energy sources while investing in energy-efficient technologies to enhance overall energy performance. This includes adopting solar energy solutions with solar panels installed to support cleaner energy generation.

As part of our long-term sustainability strategy, we continue to deliver end-to-end solar installation services, offering customised solar panel designs and fully integrated solutions for both commercial and residential properties. This initiative was established in earlier years and continues to be actively pursued. We also continue to identify opportunities to strengthen technical capabilities and adapt to evolving customer needs while continuously expanding our range of sustainable energy solutions.

ENERGY CONSUMPTION AND SELF-GENERATION WITHIN THE ORGANISATION

GRI 103-2: ENERGY CONSUMPTION AND SELF-GENERATION WITHIN THE ORGANISATION

i. Non-renewable energy

Theta Edge Berhad, PJ	2023	2024	2025
Total purchased electricity consumption within the organisation	1,112,555 MJ	1,197,677 MJ	994,719 MJ
Total Fuel Consumption Within the Organisation	2023	2024	2025
FORD (4X4) VHB3026	N/A	0 MJ	7,233 MJ
FORD (4X4) VJE4589	N/A	17,322 MJ	77,275 MJ
FORD (4X4) VJE4602	N/A	13,802 MJ	76,830 MJ
VAN NISSAN VJS9186	N/A	2,396 MJ	20,362 MJ
Total Fuel Consumption	N/A	33,520 MJ	181,700 MJ

ii. Renewable energy

	2023	2024	2025
Total self-generated renewable electricity consumption within the organisation	148,561 MJ	309,334 MJ	281,584 MJ
Theta Edge Berhad, PJ (Solar PV)	2023	2024	2025
Total by electricity consumption for activity in which it is consumed for renewable energy source	123,520 MJ	263,182 MJ	227,462 MJ
Total self-generated electricity sold for renewable electricity	25,042 MJ	46,152 MJ	54,122 MJ

GRI 103-4: ENERGY INTENSITY

Energy Intensity Ratio	2023	2024	2025
Non-renewable energy			
Purchased electricity (per employee)	5,349 MJ	5,011 MJ	4,999 MJ
Renewable energy			
Solar energy consumed (per employee)	594 MJ	1,101 MJ	1,204 MJ



Environmental Management

GHG EMISSIONS



Why It Matters?

Energy and carbon management remain key priorities for Theta as we continue to reduce greenhouse gas emissions through ongoing energy optimisation efforts. Improvements in energy efficiency and reductions in overall consumption support lower emissions from fuel use and electricity while enhancing operational efficiency and supporting long-term profitability.

At the same time, we continue to strengthen our support for clients' GHG emissions reduction efforts by delivering energy-efficient and lower-carbon solutions. By adopting green technologies, implementing energy efficiency measures and deploying renewable energy solutions, we support a transition towards more sustainable energy use and improved carbon performance.



Our Approach

Theta manages energy use and carbon emissions in accordance with applicable regulations, codes and legislative requirements, supported by our ESG and Sustainability Reporting Framework and an Environmental Management System (EMS) implemented across our locations.

As climate-related disclosure expectations continue to evolve, including IFRS S2 Climate-related Disclosures, the Group is strengthening transparency, governance and oversight in managing energy and carbon performance while aligning with recognised industry practices.

Environmental Management

Our Initiatives

Throughout 2025, Theta maintained a structured process to monitor GHG emissions as a basis for assessing energy efficiency and overall carbon performance. In 2025, Scope 2 emissions declined to 198.92 tCO₂e from 252.18 tCO₂e in 2024, reflecting ongoing efforts to optimise energy use. Emissions intensity also improved to 1.05 tCO₂e per employee compared with 1.07 tCO₂e per employee in 2024, demonstrating continued progress in managing energy consumption more efficiently.

Building on these improvements, Theta continues to implement initiatives to strengthen energy and carbon management, including ongoing optimisation of energy use, adoption of energy-efficient technologies and the gradual integration of renewable energy solutions to support cleaner, more sustainable operations.

Theta will continue to track transportation and electricity usage to support accurate GHG monitoring. Monitoring enables trend identification, measurement of reductions and continuous improvement, contributing to reduced environmental impact and more sustainable operations.



GRI 102: CLIMATE CHANGE 2025

GRI 102-5: SCOPE 1 GHG EMISSIONS

GHG Emissions in Metric Tons of CO ₂ Equivalent	2023	2024	2025
CO ₂	N/A	2.30	12.52

GRI 102-6: SCOPE 2 GHG EMISSIONS

GHG Emissions in Metric Tons of CO ₂ Equivalent	2023	2024	2025
CO ₂	303.62	252.18	198.92

GRI 102-8: GHG EMISSIONS INTENSITY

GHG Intensity Ratios in Metric Tons of CO ₂ Equivalent	2023	2024	2025
Scope 1 GHG emissions (per employee)	N/A	0.01 tCO ₂ e	0.07 tCO₂e
Scope 2 GHG emissions (per employee)	1.46 tCO ₂ e	1.07 tCO ₂ e	1.05 tCO₂e

Environmental Management

WASTE MANAGEMENT



Why It Matters?

Waste management is a critical factor in driving resource efficiency and operational optimisation at Theta. By reducing waste generation and improving material utilisation, we are able to lower disposal and procurement costs while enhancing overall operational performance.

At the same time, responsible waste practices play a vital role in mitigating environmental impact by limiting pollution, reducing resource depletion and environmental impact. Adherence to environmental regulations further mitigates compliance risks while reinforcing our commitment to sustainable and responsible business practices. Waste-related activities may also contribute to greenhouse gas emissions and climate-related risks, reinforcing the need for effective waste management.



Environmental Management

Our Approach

Theta implements waste management practices to reduce waste generation and promote recycling and responsible disposal across its operations. These practices are supported by employees, suppliers and vendors to encourage consistent adoption of responsible waste management practices. Environmentally friendly design principles and the use of recycled materials are also integrated into our solutions to optimise resource use while maintaining quality outcomes.

Our practices are guided by the HSE Manual, aligned with ISO 14001 and ISO 45001 standards, ensuring a structured framework for environmental and safety management. Waste-related processes are coordinated by the Administration Unit under Group Human Capital, Procurement and Facility, enabling consistent implementation across operations.

In line with IFRS S1, waste-related considerations are assessed within the Group’s broader sustainability framework, particularly in relation to cost structures, operational efficiency and compliance obligations. Waste management practices are also evaluated in the context of climate-related considerations under IFRS S2, where waste generation, treatment and disposal activities may contribute to greenhouse gas emissions and transition risks, as Theta continues to develop and implement its IFRS S2-aligned disclosures.

Our Initiatives

Waste performance is systematically tracked across generation, diversion and disposal streams to strengthen resource efficiency and environmental outcomes.

In 2025, total waste generated reduced significantly to 23.1 metric tonnes from 36.6 metric tonnes in 2024, reflecting ongoing efforts to optimise waste management practices and minimise waste output.

Building on this, the following initiatives were implemented:

Warehouse Waste Disposal

We continue to implement a structured and compliant waste handling programme, ensuring that materials are managed, transported and disposed of responsibly. Through collaboration with a licensed waste management provider, Titan Waste Management Sdn Bhd, waste is handled in accordance with regulatory requirements and environmental standards, ensuring safe and consistent disposal practices.

Recycle Right, Office Bright!

Recycling practices remained embedded in daily office operations with designated recycling bins placed across workspaces to facilitate proper waste segregation. This initiative contributed to more responsible disposal practices, contributing to a cleaner working environment and reducing the volume of waste directed to landfill. This strengthened environmental awareness among employees, encouraging greater participation in sustainable workplace practices.

GRI 306: WASTE 2020

GRI 306-3: WASTE GENERATED

Waste by Composition, in Metric Tons (T)	2025	
	Waste generated	Waste directed to disposal
Non-hazardous waste	23.1	23.1
Hazardous waste	0	0
Total Waste	23.1	23.1



Environmental Management

WATER MANAGEMENT



Why It Matters?

Water management is a key component of Theta's risk management approach, given the increasing importance of water availability, climate variability and rising expectations around sustainable resource use. Water-related risks and opportunities can affect operational continuity, cost efficiency and long-term business resilience, reinforcing the need for responsible water stewardship across the Group.

If not effectively managed, water-related shortages and supply disruptions may result in production delays, operational downtime and reduced productivity. Inefficient water management may also lead to higher water tariffs, increased operating costs and potential regulatory penalties arising from non-compliance with applicable water and environmental regulations.

As a finite and essential resource, water is critical to sustaining operations. Effective management supports cost optimisation and the reliability of water-dependent operations and resilience to climate-related challenges while ensuring sustainable access to water resources and supporting long-term value creation.



Environmental Management

Our Approach

Theta adopts a proactive approach to water management, focused on optimising water usage and strengthening water stewardship practices across its operations. These efforts aim to mitigate risks associated with water scarcity and supply disruptions while supporting operational sustainability and environmental responsibility.

Oversight of water management initiatives is undertaken by the Administration Unit under the Group Human Capital, Procurement and Facilities Management function, ensuring consistent monitoring and effective implementation across operations.

In managing water-related risks, the Group applies sustainability-related risk identification and disclosure principles guided by IFRS S1, which emphasises the assessment of sustainability-related risks that may affect enterprise value. This ensures that water-related considerations are incorporated into the Group's broader risk management processes.

Our Initiatives

Water consumption is monitored to support efficient resource use and operational control. In 2025, total water consumption stood at 2.42 ML, a 39% reduction from 3.99 ML in 2024, reflecting the impact of measures implemented to improve water efficiency across operations.

We continue to encourage employees to save water by displaying water-saving posters in common areas. These posters serve as reminders of responsible resource use and reinforce good habits in daily workplace activities. Through ongoing awareness, we aim to foster a culture of sustainability among all employees.



GRI 303-5: WATER CONSUMPTION

	2023		2024		2025	
	All areas	Areas with water stress	All areas	Areas with water stress	All areas	Areas with water stress
Total Water Consumption	1.93 ML	N/A	3.99 ML	N/A	2.42 ML	N/A

Social Management

COMMUNITY ENGAGEMENT



Why It Matters?

We actively support the communities in which Theta operates to promote economic growth, social development and access to essential services. Through our Corporate Social Responsibility (CSR) efforts, we aim to empower communities and improve the quality of life while creating shared value.

Ongoing engagement enables us to better understand community needs, drives local economic activity, builds trust and fosters strong relationships. These efforts also reinforce engagement with key stakeholders, including local communities, government authorities and non-profit organisations, reinforcing our reputation and social licence to operate.

Sustained community investment supports local economic progress and social well-being. It fosters trust, credibility and goodwill among stakeholders. Limited engagement may weaken stakeholder confidence and affect brand perception with potential implications for our reputation and brand equity. This highlights the importance of consistent and responsible community involvement.



Social Management

Our Approach

Our approach to community engagement is anchored by the CSR Framework and Policy, which shape initiatives focused on uplifting communities, improving living standards and supporting socio-economic development in the areas where we operate.

We focus on fostering resilient and self-sustaining communities through purposeful programmes centred on volunteering, capability building and partnerships with relevant stakeholders.

Understanding community priorities remains essential. We obtain feedback through multiple engagement platforms and surveys to refine our initiatives and elevate the quality of our products and services, ensuring alignment with evolving expectations. This process supports ongoing improvements in delivery, strengthens community engagement and contributes to long-term community outcomes.

In accordance with IFRS S1: General Requirements for Disclosure of Sustainability-related Financial Information, we recognise that community engagement and related social investments can shape reputation, influence stakeholder confidence and contribute to long-term value, reinforcing the need for a structured and consistent approach to community engagement.

Our Initiatives

In 2025, Theta invested a total of RM13,974.49 across three key CSR programmes, namely the #thetaCares Iftar Pack distribution for BERNAMA staff, CSR sponsorship for PERKESO Fun & Ride 2025 and ThetaCares Kindness Corner (TKC), reflecting our continued commitment to community support and social impact.

Other initiatives undertaken during the reporting period include the following:

<div style="background-color: #f9a825; padding: 10px; border-radius: 15px;"> <p>#THETACARES: IFTAR FOOD PACK (BERNAMA)</p> <p>Distributed food packs from Mahbub to BERNAMA media corporate staff, supporting community well-being and strengthening engagement with key stakeholders.</p> <p>Number of Beneficiaries:</p> <div style="background-color: #f9a825; border-radius: 50%; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center; margin: 10px auto;">200</div> </div>	<div style="background-color: #f9a825; padding: 10px; border-radius: 15px;"> <p>#THETACARES: PERKESO FUN & RIDE 2025</p> <p>Contributed as a Bronze sponsor with a total sponsorship of RM10,000.00, supporting community participation and promoting health and social engagement initiatives.</p> <p>Number of Beneficiaries:</p> <div style="background-color: #f9a825; border-radius: 50%; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center; margin: 10px auto;">1</div> </div>	<div style="background-color: #f9a825; padding: 10px; border-radius: 15px;"> <p>#THETACARES: KINDNESS CORNER (TKC): THETA X GIARIS</p> <p>Collected and donated pre-loved items in collaboration with the GIARIS Department, giving them a second life while supporting communities in need and promoting a culture of reuse.</p> <p>Number of Beneficiaries:</p> <div style="background-color: #f9a825; border-radius: 50%; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center; margin: 10px auto;">1</div> </div>
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GRI 203: INDIRECT ECONOMIC IMPACTS 2016

GRI 203-1: INFRASTRUCTURE INVESTMENTS AND SERVICES SUPPORTED

Commercial and in kind

Theta has invested **RM13,974.49** for 3 major programmes; CSR #thetaCares IFTAR Pack food for BERNAMA staffs, CSR Sponsorship for PERKESO Fun & Ride 2025 and CSR ThetaCares Kindness Corner (TKC).

Social Management

CUSTOMER SATISFACTION



Why It Matters?

Sustained business performance is closely linked to how effectively customer expectations are met and managed. At Theta, delivering dependable solutions and maintaining consistent service quality are fundamental to building trust and supporting long-term growth.

Customer feedback plays an important role in shaping our offerings. By continuously reviewing and refining our products and services, we are better positioned to respond to changing needs while maintaining strong service standards. These efforts support lasting relationships, strengthen our market position and enhance the overall customer experience through timely responses and improved service delivery.



Social Management

Our Approach

Theta addresses customer satisfaction through continuous engagement, structured feedback collection and ongoing service enhancements. Established communication channels facilitate the capture of customer perspectives, timely resolution of concerns and coordinated service responses, ensuring feedback is managed in a consistent and systematic manner to improve service delivery.

In the absence of a formal customer satisfaction policy, accountability is embedded across functions. The Strategic Communication Department works closely with Business Unit Project Coordinators to oversee customer relationships and uphold service standards.

Customer satisfaction practices are not currently benchmarked against specific national or international standards. The Group remains committed to continuous improvement, aligning its approach with industry best practices and evolving customer expectations, supporting business resilience and sustainable value creation.

In accordance with IFRS S1: General Requirements for Disclosure of Sustainability-related Financial Information, service quality and customer relationships are recognised as factors that may influence revenue stability, reputation and long-term enterprise value. These considerations form part of Theta’s broader operational and risk management practices.

Our Initiatives

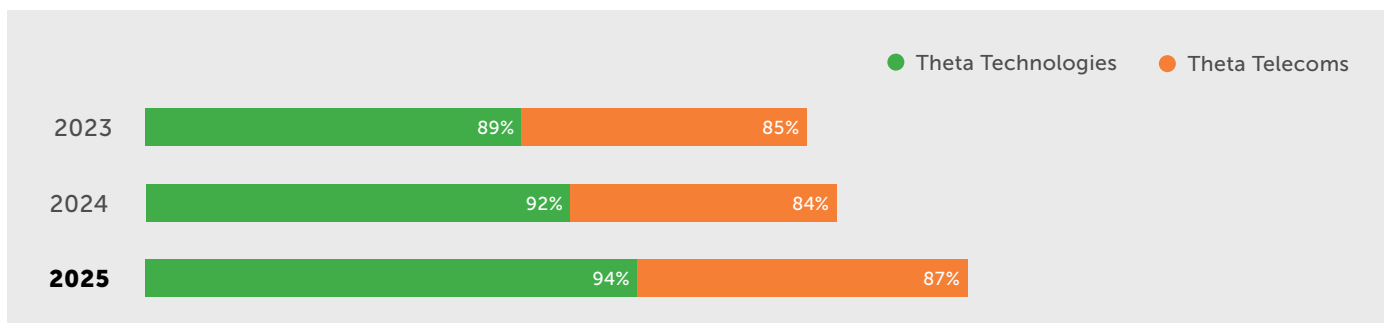
Customer satisfaction continues to be a priority across Theta Technologies and Theta Telecoms, supported by the following efforts:



Customer insights are systematically collected through periodic feedback exercises that evaluate aspects such as product performance, service standards, turnaround time, communication effectiveness and overall satisfaction. Findings are analysed to identify areas for improvement and enhance service quality.

Continuous communication with customers is supported by designated Project Coordinators, who actively monitor progress, maintain regular contact and provide timely assistance to resolve issues and ensure expectations are met throughout the engagement.

A centralised customer service system is in place to handle enquiries and grievances in a structured manner, enabling faster response times and more effective issue resolution.



Social Management

DIVERSITY & INCLUSION



Why It Matters?

A balanced and inclusive workforce contributes to stronger perspectives, more informed decision-making and improved organisational performance. At Theta, we recognise that embracing diversity supports a more equitable workplace while enabling individuals to contribute meaningfully, regardless of gender, race or age.

We foster an environment where different viewpoints are valued, participation is encouraged and opportunities are accessible to all. This strengthens equity in the workplace and supports a culture where employees can perform and progress while removing barriers to equal advancement.



Social Management

Our Approach

Theta’s approach focuses on fostering a workplace that is equitable and inclusive where employees have equal opportunities to develop and thrive.

While Theta does not currently have a standalone policy governing diversity and inclusion, these principles remain embedded across our practices and workplace culture. The Group People & Culture function leads efforts to promote respectful conduct, inclusive practices and a supportive working environment across the organisation, ensuring equitable treatment and respect for individual differences.

Diversity, inclusion and equitable treatment are recognised as workforce-related matters that may influence organisational performance, employee engagement, talent retention and long-term business resilience. In line with IFRS S1, these considerations are integrated into Theta’s broader sustainability and human capital management approach.

To further strengthen our approach, we refer to established global frameworks, including the United Nations Sustainable Development Goals (UNSDGs), particularly Goal 5: Gender Equality and Goal 10: Reduced Inequality. These guide efforts in promoting workplace equity, empower individuals and address workplace inequalities, supporting sustainable value creation and responsible business conduct.

Our Initiatives

Increasing Women’s Representation in Theta

We are committed to continuously strengthening women’s participation in leadership and decision-making roles across the organisation. This commitment is reflected at the highest levels of governance, with women comprising 38% of the Board in 2025, ensuring balanced perspectives in strategic oversight and corporate direction. At the management level, female representation reached 21.4% in 2025, demonstrating steady progress towards a more diverse leadership structure.

Through structured talent development, inclusive workplace practices and equal opportunity policies, we have successfully achieved a minimum of 20% participation of women in management leadership roles. These efforts continue to enable career advancement for women, strengthen our leadership pipeline as well as promote long-term gender diversity and organisational resilience.



GRI 405: DIVERSITY AND EQUAL OPPORTUNITY 2016

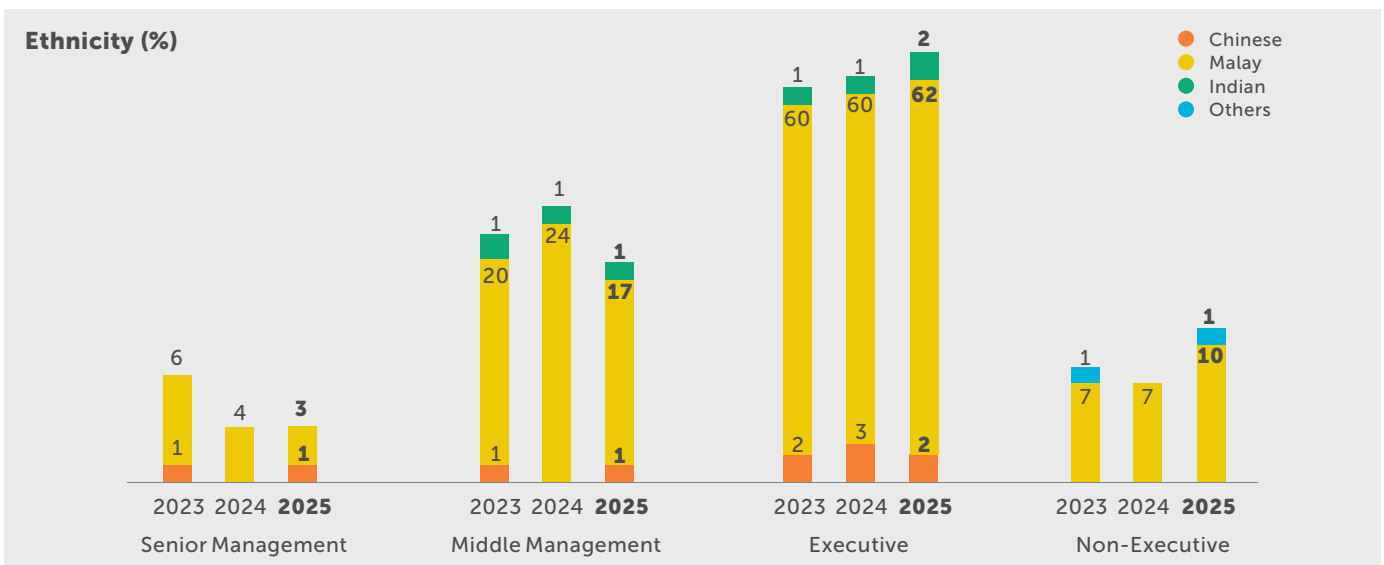
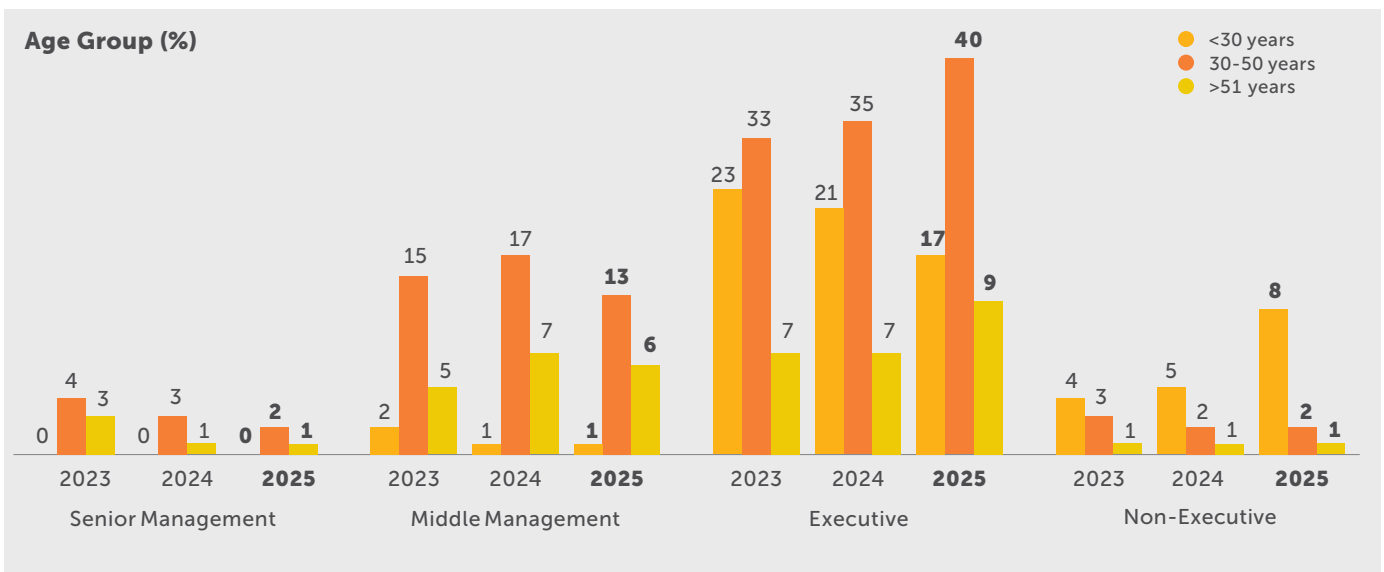
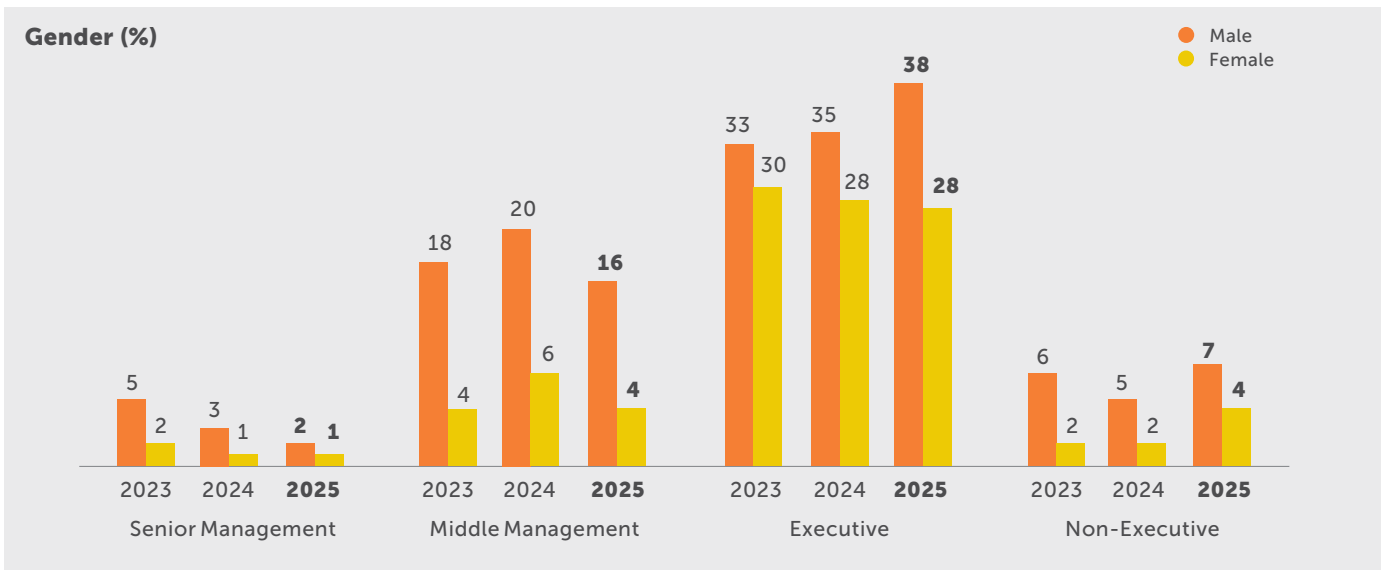
GRI 405-1: DIVERSITY OF GOVERNANCE BODIES AND EMPLOYEES

Board members

Gender	2023	2024	2025
Male	8	5	5
Female	3	3	3

Age Group	2023	2024	2025
<30 years	0	0	0
30-50 years	2	2	5
>51 years	9	5	3

Social Management



Social Management

ENGAGEMENT & DEVELOPMENT



Why It Matters?

A motivated and skilled workforce supports stronger performance and sustained business growth. At Theta, employee growth and well-being contribute to higher productivity, greater innovation and improved job satisfaction.

Fostering engagement and providing development opportunities also support talent retention and strengthen overall workforce capability. Investment in training is a key focus in building professional skills that support business performance and long-term organisational value.



Social Management

Our Approach

Employee engagement and development at Theta are aligned with national employment requirements and recognised global practices that support workforce development and employee well-being. We operate in line with Malaysia's Employment Act 1955 and the principles outlined in the Employee Handbook. Structured initiatives such as training and development programmes are implemented to cultivate a positive, inclusive and engaging workplace environment. These efforts are led by the Group People and Culture Department which oversees the implementation of employee engagement and capability development initiatives across the organisation.

In line with IFRS S1, workforce-related factors, including employee engagement, skills development and well-being, are recognised as influencing productivity, talent retention, organisational performance and long-term enterprise value. These considerations form part of Theta's broader sustainability and human capital management approach.

Our Initiatives

To foster engagement and support employee growth, Theta organised various employee-centred events to strengthen relationships and create a positive work environment.

In 2025, Theta delivered 568 (2024: 2,400) training hours and invested RM80,036.00 (2024: RM180,606.40) in employee development. Training initiatives included professional certifications, safety programmes and leadership development courses, supporting capability building across all levels of the organisation. This significant decline was primarily driven by high employee turnover which limited the organisation's ability to sustain training and development initiatives.

Supporting Employee Well-being

The Group People & Culture Open Day 2025 provided employees with a dedicated platform to step away from daily work demands and engage in meaningful interactions centred on organisational culture and shared values. It encouraged open participation, knowledge sharing and cross-departmental connection, contributing to a positive and engaging work environment.

This also enabled employees to recharge, feel heard and strengthen their sense of belonging within the organisation. It reflects Theta's ongoing commitment to supporting employee well-being by fostering an inclusive, supportive workplace where employees are recognised as integral members of the organisation.



Strengthening Workplace Harmony

Ambang Raya 2025 served as a meaningful engagement platform that brought employees together to celebrate the festive season while strengthening interpersonal relationships across the organisation. It provided an opportunity for employees from different departments to interact in an informal and inclusive setting, fostering mutual respect, understanding and camaraderie.

Ambang Raya also reinforced a culture of togetherness and unity by encouraging cross-departmental connections and shared experiences. This reflects Theta's commitment to nurturing workplace harmony through inclusive engagement activities that promote collaboration, strengthen employee relationships and contribute to a positive and cohesive organisational culture.



Social Management

Fostering Unity and Pride

Theta Warna-Warni Raya Aidilfitri 2025 served as a vibrant platform to celebrate cultural diversity while strengthening a shared sense of unity across the organisation. It brought employees together through festive attire, decorations and communal celebration, creating an atmosphere that reflected inclusivity, mutual respect and collective pride.

The celebration encouraged participation from employees across departments, fostering stronger connections and reinforcing a sense of belonging. By honouring cultural traditions in an inclusive setting, Theta Warna-Warni Raya Aidilfitri promoted appreciation of diversity while uniting employees through shared experiences.

This reflects Theta’s commitment to cultivating unity and pride within the workplace by celebrating cultural heritage, strengthening organisational identity and nurturing positive employee engagement across the organisation.



At Theta Edge, we continuously focus on improving workplace satisfaction and productivity. The table below outlines the FY2025 Employee Experience Index (EEI), measured across three dimensions: Employee Engagement, Organisational Health and Business Transformation.

GRI 404: TRAINING AND EDUCATION 2016

GRI 404-1: AVERAGE HOURS OF TRAINING PER YEAR PER EMPLOYEE

	2023	2024	2025
Total training hours	3,792	2,400	568
Total amount invested in training and development (RM)	43,673.44	180,606.40	80,036.00

	2023		2024		2025	
	Male	Female	Male	Female	Male	Female
Total no. of employees	192	79	151	88	20	9
Total no. of training hours	2,472	1,320	1,630	770	208	360
Average training hours per employee	19	17	11	9	2	5

Training hours by employee category

	2023		2024		2025	
	Total no of training hours	Average training hours per employee	Total no of training hours	Average training hours per employee	Total no of training hours	Average training hours per employee
Senior Management	256	18	308	38	136	23
Middle Management	1,680	37	774	15	56	2
Executive	1,792	14	1,060	7	320	3
Non Executive	64	5	258	16	56	3

Social Management

GRI 404-2: PROGRAMMES FOR UPGRADING EMPLOYEE SKILLS AND TRANSITION ASSISTANCE PROGRAMMES

Name of Programme	No. of Participants	Duration of programmes	Start date	End date
Quality Management System in Construction	4	1 day	25/4/2025	25/4/2025
Mandatory Accreditation Programme Part 2 – Leading for Impact	1	2 days	20/5/2025	21/5/2025
HRD Corp Train the Trainer	1	5 days	9/6/2025	13/6/2025
Work at Height Aerial Rigger Telecommunication Tower Basic (New)	2	2 days	23/6/2025	24/6/2025
NIOSH – Tenaga Safety Passport	1	1 day	23/6/2025	23/6/2025
Work at Height Aerial Rigger Telecommunication Tower Basic (Renewal)	4	1 day	25/6/2025	25/6/2025
NIOSH – TM Safety Passport	7	1 day	15/7/2025	15/7/2025
Certified Integrity Officer (CeIO) Programme 2025	1	24 days	22/7/2025	14/8/2025
The Role of ESG in Investment Decision-Making	1	1 day	25/9/2025	25/9/2025
The Oxford and Cambridge Strategic Leadership Programme	1	7 days	28/9/2025	4/10/2025
Integrity Insights for Directors: Tackling CBT, Conflict of Interest, RPT & Corruption	1	1 day	9/10/2025	9/10/2025
NIOSH – TM Safety Passport	1	1 day	8/10/2025	8/10/2025
Akta Kerja 1955 dan Siasatan Dalam (Domestic Inquiry) Siri 2	1	2 days	6/10/2025	7/10/2025
Corporate Finance for Non-Finance Directors	1	1 day	13/10/2025	13/10/2025
HRD Corp Train-the-Trainer (TTT) Certification Programme	1	4 days	15/12/2025	19/12/2025
Super Secretaries & Administrators Conference 2025	1	2 days	3/12/2025	4/12/2025

Social Management

OCCUPATIONAL HEALTH & SAFETY



Why It Matters?

The health, safety and well-being of employees and contractors are central to Theta’s operations. Maintaining strong safety standards protects our workforce while supporting productivity, operational continuity and efficiency.

Compliance with applicable safety laws and regulations is also essential in managing legal and financial risks. Through structured safety practices and proactive risk management, we minimise workplace hazards and maintain a safe and healthy working environment, contributing to operational stability and reducing the likelihood of workplace incidents.



Social Management

Our Approach

Health, safety and well-being, together with environmental protection, are integral to Theta's operations and long-term sustainability. These priorities are supported by the robust Health, Safety and Environment (HSE) Policy and Management System which guides our practices in accordance with Malaysian legislation, including the Occupational Safety and Health Act 1994 and the Environmental Quality Act 1974. Our commitment is further reflected through alignment with recognised international standards, including ISO 45001 certification.

HSE matters are led by the HSE Unit which oversees risk assessments, training delivery and monitoring of workplace conditions to maintain a safe working environment. Key performance indicators and emerging issues are reviewed at quarterly HSE Committee meetings, providing a structured platform for oversight, with the support from the Emergency Response Team during safety incidents.

To reinforce compliance and assurance, annual audits are conducted in collaboration with the National Institute of Occupational Safety and Health (NIOSH), supported by ongoing engagement with regulatory authorities such as the Department of Occupational Health and Safety (DOSH) and the Department of Environment.

Health, safety and environmental matters are recognised as factors that may impact workforce well-being, operational continuity, regulatory compliance and long-term enterprise value. In line with IFRS S1, these considerations form part of the Group's risk management and sustainability practices to support responsible operations and long-term value creation.

Our Initiatives

In 2025, Theta continued to strengthen its occupational safety and health practices through initiatives aimed at enhancing awareness, strengthening compliance and improving operational practices.

Digitalisation of HSE Practices

As part of Theta's ongoing HSE digitalisation efforts to improve efficiency and reduce reliance on manual processes, a digital HSE platform was developed during the year. The platform supported the digitalisation of site inspections, fire extinguisher and first-aid checklist tracking as well as the recording of HSE incident statistics.

This initiative enhanced the accessibility and consistency of safety-related data, supporting more effective monitoring and improving overall HSE management practices across the organisation.



Fire Prevention and Emergency

As part of efforts to maintain a safe working environment and minimise potential risks, we ensured that fire protection systems and equipment at Theta HQ remained in good working condition through regular inspections. These measures supported compliance with HSE requirements and reinforced workplace safety standards.



Social Management

Other initiatives undertaken during the reporting period include the following:

- Monthly
HSE
Awareness**

- Delivered regular HSE updates through monthly email communications, in collaboration with the Human Capital team to reinforce awareness of key safety practices across the organisation.
- HSE
Management
System
Review**

- Reviewed and updated HSE manuals, standard operating procedures and records to improve consistency, relevance and alignment with regulatory requirements and operational needs.
- HSE
Internal and
Surveillance
Audit**

- Conducted internal assessments and external surveillance audits under ISO 45001:2018 and ISO 14001:2015 to evaluate the effectiveness of HSE systems and ensure continued compliance with established standards.
- HSE
Inspection**

- Conducted site inspections, including at the CelcomDigi Fibre Build Project in Negeri Sembilan to monitor working conditions, identify potential risks and ensure adherence to HSE requirements.
 - Held joint inspections with external auditors to strengthen oversight and validate the implementation of HSE practices.
- HSE
Training**

- Established a Learning Management System (LMS) to support structured HSE onboarding and facilitate consistent delivery of training programmes.
- Safety
Certification
Compliance**

- Completed renewals of site safety certifications, including NIOSH-TM Safety Passport (NTMSP), NIOSH-TNB Safety Passport (NTSP) and Working Safely at Height (WAH) to ensure personnel remained qualified to carry out site-based activities.

GRI 403-5: WORKER TRAINING ON OCCUPATIONAL HEALTH AND SAFETY

Number of Employees Trained on Health and Safety Standards	2023	2024	2025
Number of employees trained on health and safety standards	36	56	15

Social Management

RECRUITMENT & RETENTION



Why It Matters?

At Theta, our people are central to driving business performance and long-term growth. Attracting, developing and retaining capable talent enables us to foster innovation, improve productivity and maintain a competitive advantage within the industry.

Ineffective recruitment practices and elevated employee turnover may lead to increased costs, operational inefficiencies and lower workforce morale, affecting performance and stakeholder confidence. To mitigate these risks, we prioritise employee engagement, retention, career progression and continuous development. A supportive work environment and clear growth opportunities help manage turnover and build a skilled, motivated and committed workforce.



Social Management

Our Approach

Our approach focuses on fostering an inclusive and supportive workplace through fair and transparent recruitment practices, competitive remuneration structures and continuous professional development opportunities.

Our people management practices are aligned with recognised industry practices and applicable Malaysian labour legislation, including the Employment Act 1955, as well as the principles set out in the Employee Handbook, guiding employee rights, working conditions and equitable treatment.

Recruitment and retention activities are centrally managed by the People & Culture function to ensure consistency and fairness across the organisation, supporting employee development and longer-term career progression.

As part of our broader sustainability approach, human capital management, including talent attraction, retention and employee development, is integrated into our sustainability practices in line with IFRS S1, supporting operational continuity, organisational resilience and long-term value creation.

Our Initiatives

In 2025, we continued to strengthen our human capital agenda through strategic engagements and talent development initiatives.

Strengthening University Engagement

We continued our collaboration with Universiti Teknologi Malaysia (UTM) as part of a long term university engagement strategy. This partnership enhanced our employer brand by increasing early awareness of our values, technological capabilities and organisational culture among students and graduates. At the same time, it enabled us to expand our presence within the university ecosystem, supporting a steady pipeline of future talent and reinforcing our position as an employer of choice.

The collaboration also supported employee engagement and retention, reflecting our commitment to education development, sustainability, and social responsibility. Meaningful involvement with higher learning institutions fostered organisational pride and strengthened long term affiliation with the Group. This represented a strategic investment in people development, contributing to a resilient workforce and long-term, sustainable growth.



GRI 2: GENERAL DISCLOSURE 2021

GRI 2-7: EMPLOYEES

2023	Female	Male	Total
Number of employees (headcount/FTE)	79	129	208
Number of permanent employees (headcount/FTE)	25	51	76
Number of temporary employees (headcount/FTE) * Employees on Renewable Contract	3	10	13
Number of non-guaranteed hours employees (headcount/FTE)	NA	NA	NA
Number of full-time employees (headcount/FTE) * Must fulfil 8 hours a day or according to labour law	79	129	208
Number of part-time employees (headcount/FTE) * Employees with fewer working hours compared to full-time employees	NA	NA	NA

Social Management

2024	Female	Male	Total
Number of employees (headcount/FTE)	88	151	239
Number of permanent employees (headcount/FTE)	13	38	51
Number of temporary employees (headcount/FTE) * Employees on Renewable Contract	3	6	9
Number of non-guaranteed hours employees (headcount/FTE)	NA	NA	NA
Number of full-time employees (headcount/FTE) * Must fulfil 8 hours a day or according to labour law	88	151	239
Number of part-time employees (headcount/FTE) * Employees with fewer working hours compared to full-time employees	NA	NA	NA

2025	Female	Male	Total
Number of employees (headcount/FTE)	69	120	189
Number of permanent employees (headcount/FTE)	7	30	37
Number of temporary employees (headcount/FTE) * Employees on Renewable Contract	8	9	17
Number of non-guaranteed hours employees (headcount/FTE)	NA	NA	NA
Number of full-time employees (headcount/FTE) * Must fulfil 8 hours a day or according to labour law	69	120	189
Number of part-time employees (headcount/FTE) * Employees with fewer working hours compared to full-time employees	NA	NA	NA

Contractors or Temporary Staff	2023	2024	2025
Percentage of employees	6%	4%	9%

GRI 2-8: WORKERS WHO ARE NOT EMPLOYEES

There are no significant fluctuations in the number of workers who are not employees during the reporting period or between reporting periods.

GRI 401: EMPLOYMENT 2016

GRI 401-1: NEW EMPLOYEE HIRES AND EMPLOYEE TURNOVER

2023	New employee hires		Employee turnover	
	Number	Rate	Number	Rate
Gender				
Male	59	59%	51	59%
Female	41	41%	35	41%
Age Group				
<30 years	57	57%	38	44%
30-50 years	38	38%	38	44%
>51 years	5	5%	10	12%

Social Management

GRI 401-1: NEW EMPLOYEE HIRES AND EMPLOYEE TURNOVER

2024	New employee hires		Employee turnover	
	Number	Rate	Number	Rate
Gender				
Male	66	61%	45	52%
Female	43	39%	42	48%
Age Group				
<30 years	45	41%	29	33%
30-50 years	54	50%	45	52%
>51 years	10	9%	13	15%

2025	New employee hires		Employee turnover	
	Number	Rate	Number	Rate
Gender				
Male	24	51%	84	58%
Female	23	49%	60	42%
Age Group				
<30 years	21	45%	41	28%
30-50 years	20	42%	83	58%
>51 years	6	13%	20	14%

Total Number of Turnovers by Employee Category	2023	2024	2025
Senior Management	8	5	4
Middle Management	16	21	36
Executive	31	47	92
Non Executive	31	14	12

GRI 401-3: PARENTAL LEAVE

	Women	Men	Total
Number of employees entitled to parental leave	15	64	79
Number of employees who took parental leave	1	1	2
Number of employees who returned to work after parental leave ended	1	1	2
Number of employees who returned to work after parental leave ended and were still employees 12 months after their return to work	1	0	1
Return to work rate	100%	100%	100%
Retention rate	100%	0%	50%

Governance Management

CORPORATE GOVERNANCE & BUSINESS ETHICS



Why It Matters?

At Theta, strong governance and ethical conduct are central to our operations. Embedding transparency, accountability and integrity across business activities strengthens oversight and supports sound decision-making.

Gaps in governance or lapses in ethical behaviour may expose the Group to risks such as fraud, corruption and regulatory breaches which may result in legal consequences, financial loss and reputational damage. These risks may also weaken stakeholder confidence and affect long-term business sustainability. Maintaining robust governance practices is therefore essential to protect our interests and reinforce stakeholder trust.



Governance Management

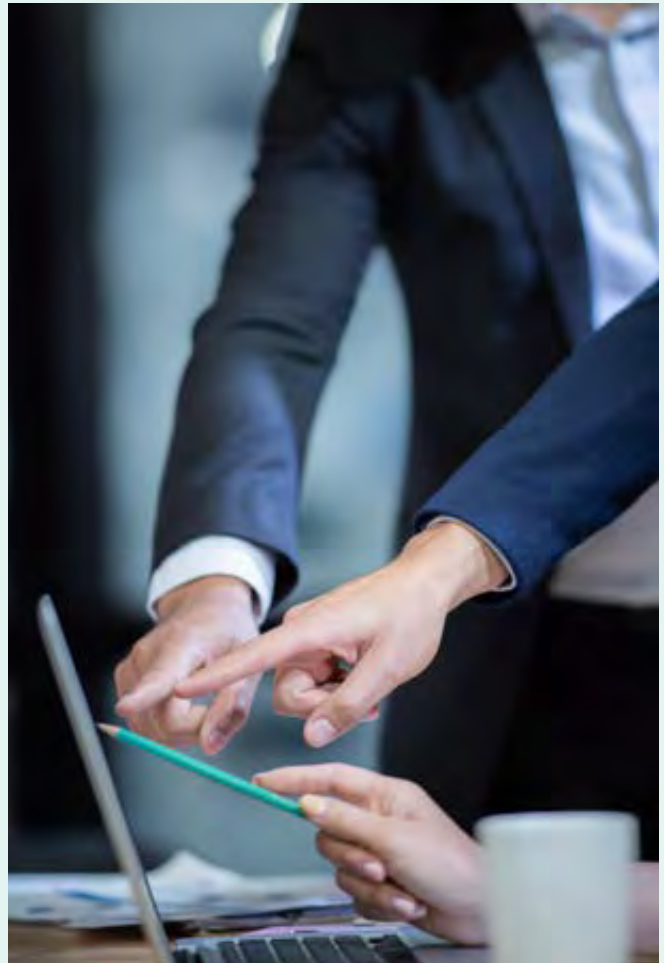
Our Approach

We manage corporate governance and ethical conduct through a structured framework that establishes clear expectations for behaviour and accountability across the organisation. This framework is guided by internal policies and aligned with relevant regulatory requirements and recognised governance practices.

Our policies define standards of conduct across the organisation, covering areas such as anti-corruption, conflicts of interest, information management, whistleblowing and a no-gift policy. These provide a consistent basis for decision-making and ensure compliance with applicable laws and regulatory requirements.

Responsibility for oversight is centralised within the Integrity & Compliance function which monitors adherence, promotes awareness and ensures consistent application of governance practices across the Group. Governance practices are also aligned with the Malaysian Code on Corporate Governance 2021, ensuring adherence to national expectations.

In line with IFRS S1, governance and ethics-related matters, including compliance practices and integrity controls, are recognised as factors that may influence regulatory exposure, reputational standing and operational risks that affect enterprise value. These considerations are integrated into our broader risk management and sustainability practices, contributing to long-term resilience and responsible value creation.



Our Initiatives

Theta continues to enhance its governance and ethical practices through targeted actions to strengthen internal controls, improve transparency and enhance compliance awareness across the organisation.

During the year, updates were made to key governance frameworks and policies, including amendments to the Corporate Governance Framework, Discretionary Authority Limits as well as the Anti-Bribery and Adequacy Policy.

Additional measures were introduced to enhance accountability and transparency including the implementation of an Integrity Project-related Payment Declaration Form, the Anti-Bribery and Anti-Corruption Statement and updates to the Conflict of Interest Disclosure Form. These enhancements improve oversight of transactions and reinforce ethical standards across operations.

To support awareness and understanding of governance requirements, a learning portal was established to provide employees with access to internal governance policies and standard operating procedures, strengthening awareness across the organisation.



Governance Management

GRI 205: ANTI-CORRUPTION 2016

GRI 205-2: COMMUNICATION AND TRAINING ABOUT ANTI-CORRUPTION POLICIES AND PROCEDURES

	No. of board of directors informed on anti-corruption policies and procedures	Percentage (%) of board of directors informed on anti-corruption policies and procedures	Methods of communication
Board of Directors	8	100%	email

Employee category	No. of employees informed on anti-corruption policies and procedures	Percentage (%) of employees informed on anti-corruption policies and procedures	Methods of communication
Senior Management	7	100%	email
Middle Management	41	100%	email
Executive	121	100%	email
Non Executive	23	100%	email

Employee category	No. of employees received training on anti-corruption	Percentage (%) of employees received training on anti-corruption	Initiatives or programmes implemented for anti-corruption training
Senior Management	5	71%	Integrity & Internal Audit Awareness
Middle Management	9	22%	Integrity & Internal Audit Awareness
Executive	29	24%	Integrity & Internal Audit Awareness
Non Executive	2	9%	Integrity & Internal Audit Awareness

Governance Management

PROCUREMENT PRACTICES & EFFICIENCY



Why It Matters?

As an integrated ICT and digital solutions provider, we rely on a broad network of suppliers and vendors to deliver products and services to customers. A stable and resilient supply chain is essential to ensure timely delivery and maintain customer confidence.

Weak procurement practices or ineffective supplier management may expose the Group to supply disruptions, regulatory risks and reputational damage which may potentially lead to operational delays and increased costs. These risks may also affect service quality and overall business performance.

Maintaining responsible and transparent procurement practices is therefore essential to strengthening supplier relationships, optimising costs and ensuring consistent service delivery. We prioritise partnerships with suppliers who demonstrate strong ethical and sustainable practices, reinforcing responsible procurement across the supply chain. This also contributes to positive socio-economic outcomes across the supply chain, encourages smaller businesses to adopt similar standards, enhances operational efficiency and maintains standards. A continued focus on procurement governance and supply chain sustainability enables the Group to mitigate risks and maintain long-term business resilience.



Governance Management

Our Approach

Procurement activities are managed through a structured governance framework that establishes clear standards for supplier engagement, ethical conduct and operational efficiency. This approach is guided by principles of transparency, integrity and efficiency as well as aligned with applicable laws, regulations and recognised governance standards, including relevant national and international requirements.

Our procurement practices are supported by key policies, including the Code of Business Ethics, Anti-Bribery and Adequacy Policy, No-Gift Policy and Whistleblower Policy. These provide a consistent basis for ethical sourcing and set expectations for responsible business conduct across supplier engagements.

Procurement activities are governed by a formal Procurement Policy and supported by standard operating procedures which outline guidelines for the acquisition of goods and services. These frameworks promote consistency, fairness and transparency across the procurement lifecycle while ensuring appropriate controls and accountability.

Supplier integrity is reinforced through the implementation of a Vendor Integrity Pack which outlines expectations on ethical conduct, anti-corruption practices and compliance with applicable laws and internal requirements.

Oversight is provided by the Group Strategic Procurement Committee. The Committee guides procurement strategy, improves cost discipline and ensures that procurement processes remain competitive, fair and controlled. Through due diligence and informed decision-making, the Committee upholds governance standards and supply chain resilience.

In line with IFRS S1, procurement-related considerations, including supplier conduct, ethical sourcing and governance controls, are recognised as factors that may influence cost management, operational reliability, regulatory compliance and long-term enterprise value. These considerations are integrated into broader risk management and sustainability practices, contributing to business resilience.

Our Initiatives

Theta continues to enhance procurement practices through targeted measures to improve cost efficiency, strengthen supplier evaluation and reinforce governance across procurement activities.

During the year, due diligence, structured procurement planning and the use of AI-enabled tools were applied to assess supplier suitability, enhance comparative analysis and improve decision-making, resulting in cost savings, reduced supply chain risks and more efficient resource allocation.



Governance Management

DATA PRIVACY



Why It Matters?

Data privacy is a critical consideration for the Group given the nature of our operations across telecommunications networks, digital platforms and IT services. These activities involve the collection, processing and storage of sensitive information such as customer usage data, employee records and vendor information.

Any breach or misuse of data may disrupt service delivery, affect network reliability and lead to operational downtime. This may impact customers who depend on uninterrupted connectivity and expose us to regulatory risks, financial loss as well as reputational damage. Customer confidence may weaken, affecting contract renewals and opportunities to expand into new digital services and partnerships.

Our role in managing critical communication infrastructure heightens stakeholder expectations for secure, responsible data management. Maintaining strong data privacy practices is therefore essential to safeguard information assets and protect intellectual property. It also enables the responsible use of data to drive innovation without increasing exposure to operational, financial and reputational risks, supporting business continuity and long-term growth.



Governance Management

Our Approach

We manage data privacy through a structured framework guided by governance, regulatory compliance and risk management with clear accountability for the handling and protection of personal data across the organisation. This approach is supported by internal policies and aligned with applicable data protection laws and regulatory requirements.

Our data protection practices are anchored in the Personal Data Protection Policy which governs the collection, use, storage and management of personal data. This provides a consistent basis for responsible data handling and ensures compliance with applicable legal and regulatory requirements. These are embedded across operations, systems and decision-making processes to promote secure and transparent data handling.

To mitigate risks associated with unauthorised access and data breaches, cybersecurity controls are implemented across systems, infrastructure and operational processes. These measures are designed to prevent unauthorised access, data breaches and misuse of information.

In line with IFRS S1, data privacy and cybersecurity considerations are recognised as factors that may influence operational continuity, regulatory exposure, reputational standing and long-term enterprise value. These considerations are integrated into broader risk management and sustainability practices, contributing to business resilience and long-term value creation.

Our Initiatives

In 2025, we continued to strengthen our approach to data privacy and information security. Recognising that the unauthorised sharing of confidential information and the leakage of internal documents may present significant operational, reputational and regulatory risks, we reinforced internal controls and awareness across the organisation.

Enhancing Employee Awareness and Communication

Regular email updates were implemented to raise employee awareness of the risks and consequences associated with the inappropriate disclosure and handling of confidential information.

Reinforcing Data Privacy Practices

Dedicated screensavers and desktop backgrounds were introduced across employees' laptops to reinforce data privacy practices and promote responsible handling of confidential information.



Governance Management

Our Approach

We manage risks through a structured framework that provides a consistent and disciplined approach to identifying, assessing and managing key risks that may affect business performance, financial reliability and strategic objectives. The framework supports effective internal controls, sound decision-making and compliance with applicable regulatory and reporting requirements.

We integrate risk management into operational and financial reporting processes, enhancing resilience, transparency and long-term value creation, in line with IFRS S1 and S2.



Our Initiatives

We recognise the increasing importance of standardised sustainability disclosures and have begun aligning our Enterprise Risk Management (ERM) framework with the expectations of the International Sustainability Standards Board (ISSB). This initiative enhances transparency in reporting material matters, particularly risk management, in line with global best practices. By adopting ISSB standards, including IFRS S1 and S2, we strengthen disclosure quality, enabling investors and stakeholders to make informed decisions on sustainability-related risks and opportunities.

Integrating Sustainability Considerations into ERM

Sustainability-related risks and opportunities across economic, environmental, social and governance (EESG) pillars were integrated into the Group's core ERM framework. These considerations were embedded within enterprise-wide risk assessment and mitigation processes, with consistent application across all business units and functions. This enhanced our ability to identify, prioritise and respond to emerging risks in a structured and consistent manner.



Managing Climate-related Risks

Climate-related risks were identified as a key focus area in 2025. The initial phase of identification and assessment was carried out within the ERM framework while management of climate-related risks and disclosures is ongoing. During the year, efforts focused on:

- Enhancing data collection and reporting processes.
- Integrating climate-related considerations such as physical and transition risks into risk management and strategy.
- Aligning disclosures with applicable standards and regulatory requirements.



Bursa Prescribed Table

Theta Edge Berhad IFRS S1		Date & Time: 2026-04-28_20:16:46 FYE 31/12/2025			
Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Bursa (Anti-corruption) C1(a)	Percentage of employees who have receive training on anti-corruption by employee category - Senior Management	Percentage	83	—	Internal
Bursa (Anti-corruption) C1(a)	- Middle Management	Percentage	25	—	Internal
Bursa (Anti-corruption) C1(a)	- Executive	Percentage	23	—	Internal
Bursa (Anti-corruption) C1(a)	- Non-Executive	Percentage	9	—	Internal
Bursa (Anti-corruption) C1(b)	Percentage of operation assessed for corruption-related risks	Percentage	0	—	Internal
Bursa (Anti-corruption) C1(c)	Confirmed incidents of corruption and action taken	Number	0	—	Internal
Bursa (Community/Society) C2(a)	Total amount invested into community when the target beneficiaries are external to the listed issuer	MYR	13974.49	—	Internal
Bursa (Community/Society) C2(b)	Total number of beneficiaries of the investment in communities	Number	202	—	Internal
Bursa (Diversity) C3(a)	Percentage of employees by gender and age group for each employee category Age group for employee category - Senior Management Under 30	Percentage	0	—	Internal
Bursa (Diversity) C3(a)	- Senior Management Between 30 - 50	Percentage	67	—	Internal

Bursa Prescribed Table

Date & Time: 2026-04-28_20:16:46
FYE 31/12/2025

Theta Edge Berhad
IFRS S1

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Bursa (Diversity) C3(a)	- Senior Management Above 50	Percentage	33	—	Internal
Bursa (Diversity) C3(a)	- Middle Management Under 30	Percentage	5	—	Internal
Bursa (Diversity) C3(a)	Middle Management Between 30 - 50	Percentage	68	—	Internal
Bursa (Diversity) C3(a)	- Middle Management Above 50	Percentage	27	—	Internal
Bursa (Diversity) C3(a)	- Executive Under 30	Percentage	26	—	Internal
Bursa (Diversity) C3(a)	- Executive Between 30 - 50	Percentage	61	—	Internal
Bursa (Diversity) C3(a)	- Executive Above 50	Percentage	13	—	Internal
Bursa (Diversity) C3(a)	- Non-Executive Under 30	Percentage	71	—	Internal
Bursa (Diversity) C3(a)	- Non-Executive Between 30 - 50	Percentage	19	—	Internal
Bursa (Diversity) C3(a)	- Non-Executive Above 50	Percentage	10	—	Internal
Bursa (Diversity) C3(a)	Percentage of employees by gender and age group for each employee category Gender group by employee category - Senior Management Male	Percentage	67	—	Internal
Bursa (Diversity) C3(a)	- Senior Management Female	Percentage	33	—	Internal

Bursa Prescribed Table

Date & Time: 2026-04-28_20:16:46
FYE 31/12/2025

Theta Edge Berhad
IFRS S1

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Bursa (Diversity) C3(a)	- Middle Management Male	Percentage	81	—	Internal
Bursa (Diversity) C3(a)	- Middle Management Female	Percentage	19	—	Internal
Bursa (Diversity) C3(a)	- Executive Male	Percentage	58	—	Internal
Bursa (Diversity) C3(a)	- Executive Female	Percentage	42	—	Internal
Bursa (Diversity) C3(a)	- Non-Executive Male	Percentage	67	—	Internal
Bursa (Diversity) C3(a)	- Non-Executive Female	Percentage	33	—	Internal
Bursa (Diversity) C3(b)	Percentage of directors by gender and age group - Male	Percentage	62	—	Internal
Bursa (Diversity) C3(b)	- Female	Percentage	38	—	Internal
Bursa (Diversity) C3(b)	- Under 30	Percentage	0	—	Internal
Bursa (Diversity) C3(b)	- Between 30 - 50	Percentage	375	—	Internal
Bursa (Diversity) C3(b)	- Above 50	Percentage	62.5	—	Internal
Bursa (Health and safety) C5(a)	Number of work-related fatalities	Number	0	—	Internal
Bursa (Health and safety) C5(b)	Lost-time incident rate (LTR)	Rate	0	—	Internal



Bursa Prescribed Table

Date & Time: 2026-04-28_20:16:46
FYE 31/12/2025Theta Edge Berhad
IFRS S1

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Bursa (Health and safety) C5(c)	Number of employee trained in health and safety standards	Number	15	—	Internal
Bursa (Labour practices and standards) C6(a)	Total number of training by employee category - Senior Management	Hours	136	—	Internal
Bursa (Labour practices and standards) C6(a)	- Middle Management	Hours	56	—	Internal
Bursa (Labour practices and standards) C6(a)	- Executive	Hours	320	—	Internal
Bursa (Labour practices and standards) C6(a)	- Non-Executive	Hours	56	—	Internal
Bursa (Labour practices and standards) C6(b)	Percentage of employees that are contractors or temporary staff	Percentage	9	—	Internal
Bursa (Labour practices and standards) C6(c)	Total number of employee turnover by employee category - Senior Management	Number	4	—	Internal
Bursa (Labour practices and standards) C6(c)	- Middle Management	Number	36	—	Internal
Bursa (Labour practices and standards) C6(c)	- Executive	Number	92	—	Internal
Bursa (Labour practices and standards) C6(c)	- Non-Executive	Number	12	—	Internal

This report was generated on the Bursa Malaysia CSI Platform on 2026-04-28_20:16:46

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Bursa Prescribed Table

Date & Time: 2026-04-28_20:16:46
FYE 31/12/2025

Theta Edge Berhad
IFRS S1

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Bursa (Labour practices and standards) C6(d)	Number of substantiated complaints concerning human rights violation	Number	0	—	Internal
Bursa (Supply chain management) C7(a)	Proportion of spending on local suppliers	Percentage	* 97.86	—	Internal
Footnote 2025	Minor adjustment on the exchange rate in calculating foreign amount.				
Bursa (Data privacy and security) C8(a)	Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	—	Internal

Bursa Prescribed Table

Date & Time: 2026-04-28_20:16:46
FYE 31/12/2025

Theta Edge Berhad
IFRS S2

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Bursa (Energy Management) C4(a)	Total energy consumption	Megawatt	325.61	—	Internal
Bursa (Water) C9(a)	Total volume of water used	Megalitres	2.42	—	Internal
Bursa (Waste Management) C10(a)	Total waste generated	Metric tonnes	231	—	Internal
Bursa (Waste Management) C10(a)(i)	Total waste directed to disposal	Metrics tonnes	0	—	Internal
Bursa (Waste Management) C10(a)(ii)	Total waste directed to disposal	Metrics tonnes	231	—	Internal
Bursa (Emissions Management) C11(a)	Scope 1 emissions in tonnes of CO2e	Metrics tonnes	12.517	—	Internal
Bursa (Emissions Management) C11(b)	Scope 2 emissions in tonnes of CO2e	Metrics tonnes	198.92	—	Internal
Bursa (Emissions Management) C11(c)	Scope 3 emissions in tonnes of CO2e (at least for the categories of business travel and employee commuting)	Metric tonnes	0	—	Internal

Profile of Directors

EXPERIENCED, EFFECTIVE AND ENERGETIC LEADERSHIP

Our Board exemplifies a hands-on, mindful approach to operations, blending industry expertise with strategic insight. Actively engaged in steering Theta Edge towards success, their collective experience ensures informed decision-making aligned with sustainability concerns and continuous improvement.



- | | | | |
|---|--|---|--|
| <p>1</p> <p>TAN SRI ABDUL RAHMAN BIN MAMAT
Chairman, Non-Independent
Non-Executive Director</p> | <p>2</p> <p>DATO' AMRUL HISYAM BIN ALIAS
Deputy Chairman,
Non-Independent Executive
Director</p> | <p>3</p> <p>DATUK NURASLINA BINTI ZAINAL ABIDIN
Group Managing Director
& Chief Executive Officer</p> | <p>4</p> <p>DR. SHAHRIL BIN SIMON
Non-Independent,
Executive Director</p> |
| <p>5</p> <p>LATIFAH BINTI M. DAUD
Senior Independent
Non-Executive Director</p> | <p>6</p> <p>ADAM MALIK BIN AZLAN
Independent
Non-Executive Director</p> | <p>7</p> <p>AZIH BIN YUSOF
Independent
Non-Executive Director</p> | <p>8</p> <p>SHAHRIN BINTI OLI MOHAMED
Independent
Non-Executive Director</p> |

Profile of Directors



BOARD GENDER



Male

62%



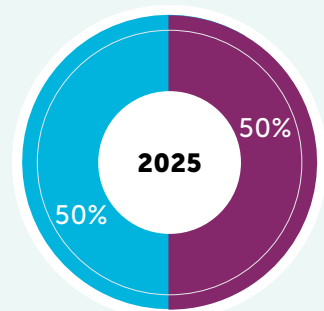
Female

38%

Declaration by All Directors:

- No family relationship with any director and/or major shareholder of the Company. Apart from Zainal 'Abidin bin Abd Jalil, who resigned on 25 April 2025, none of the other directors hold any equity interest in the Company and its subsidiaries
- No convictions of offences (other than traffic offences, if any) within the past five years
- No public sanctions or penalties imposed by any regulatory bodies during the financial year
- Tan Sri Abdul Rahman bin Mamat, Datuk Dyg Sadiyah binti Abg Bohan and Nik Johaan bin Nik Hashim, have no conflict of interest or potential conflict of interest, other than disclosed in the Additional Compliance Information Disclosure (Recurrent Related Party Transactions) in the Annual Report. The other directors have no conflict of interest or potential conflict of interest with the Company

BOARD AGE



● 30-50 Years Old ● > 50 Years Old

Profile of Directors



Chairman, Non-Independent
Non-Executive Director

Date of Appointment

9 July 2024

Other Directorships

- Malaysian Industrial Development Finance Berhad
- MCE Holdings Bhd
- Lotte Chemical Titan Holding Bhd
- ECA Integrated Solutions Berhad
- Malaysian Technology Development Corporation Sdn Bhd (subsidiary of Khazanah Nasional Berhad)

Qualifications

- Bachelor of Economics (Honours), Universiti Malaya, Malaysia
- Advanced Management Programme, Harvard Business School, United States of America

TAN SRI ABDUL RAHMAN BIN MAMAT

MALAYSIA

MALE

73

Working Experience

Tan Sri Abdul Rahman bin Mamat has over 35 years of experience in public service, primarily within the Ministry of International Trade and Industry (MITI), where he served from 1975 until his retirement in 2010 as Secretary General. His work focused on the development and implementation of Malaysia’s trade and industrial policies, including participation in international negotiations and economic cooperation platforms.

He held senior roles including Deputy Trade Commissioner in New York, Director of Trade in Taipei, and Economic Counsellor and Trade Commissioner in Bangkok. His later appointments included Director of Industries, Senior Director of Policy and Industry (Services Division), and Deputy Secretary General (Industry). He also contributed to national initiatives through roles in MIGHT, PEMUDAH, and ASEAN economic integration efforts.

Profile of Directors

DATO' AMRUL HISYAM BIN ALIAS

 MALAYSIA

 MALE

 50


Working Experience ▾

Dato' Amrul Hisyam bin Alias is the Founder and Group Executive Chairman of Stealth Group of Companies, a telecommunications infrastructure group operating in Malaysia. His experience spans infrastructure development, corporate structuring and project financing.

He has led the development of an integrated telecommunications platform covering site acquisition, tower development, ownership and network operations. His experience also includes involvement in regulated utilities and capital markets activities.



*Deputy Chairman,
Non-Independent Executive Director*

Date of Appointment

15 January, 2026

Other Directorships

- Member of the Board Investment Committee

Directorship of Listed Issuers and Public Companies

- NIL

Qualifications

- Bachelor in Science (Property Management) University of Malaya.

Profile of Directors



Group Managing Director & Chief Executive Officer

Date of Appointment

24 October 2024

Directorship of Listed Issuers and Public Companies

- NIL

Qualifications

- BSc. (Hons) in Food and Science Technology, Universiti Sains Malaysia
- Six Sigma Master Black Belt

DATUK NURASLINA BINTI ZAINAL ABIDIN

MALAYSIA

FEMALE

51

Working Experience

Datuk Nuraslina binti Zainal Abidin has over 18 years of experience in business transformation and performance improvement across corporate organisations. She joined Theta Edge Berhad in 2021 as Chief Transformation Officer and was subsequently appointed Group Chief Executive Officer.

Her role focuses on driving organisational transformation, including process optimisation, customer engagement, human capital management and operational performance. She has also been involved in initiatives to expand digital capabilities and platform-based solutions within the Group’s business portfolio.

Profile of Directors

DR. SHAHRIL BIN SIMON

*Non-Independent
Non-Executive Director*

Date of Appointment

15 January, 2026

Board Committee

- Member of the Audit and Risk Management Committee
- Member of the Nomination and Remuneration Committee

Directorship of Listed Issuers and Public Companies

- NIL

Qualifications

- Doctorate in Islamic Finance, Bolton University, England
- Doctorate in Financial Mathematics, Universiti Malaya
- Master's Degree in Quantitative Sciences (Financial Engineering), Universiti Teknologi MARA
- Bachelor of Actuarial Science, Universiti Teknologi MARA

📍 MALAYSIA

♂ MALE

👤 50

📁 **Working Experience** ▾

Dr Shahril bin Simon has over 20 years of experience across investments, corporate strategy and organisational transformation. His background includes exposure to private equity, infrastructure, real estate, capital markets and Islamic finance.

He previously held roles at Lembaga Tabung Haji, where he was involved in investment management and portfolio oversight. Earlier in his career, he spent over a decade with CIMB Group in various leadership positions across multiple regions.

Profile of Directors

LATIFAH BINTI M. DAUD



Senior Independent
Non-Executive Director

Date of Appointment

10 September 2021

Board Committee

- Chairperson of the Nomination and Remuneration Committee

Directorship of Listed Issuers and Public Companies

- Nil

Qualifications

- Master of Business Administration, Eastern Illinois University, United States of America
- Bachelor of Science in Computer Management, Eastern Illinois University, United States of America

 MALAYSIA

 FEMALE

 63

Working Experience

Puan Latifah binti M. Daud has over 30 years of experience across multinational corporations and government-linked organisations, with exposure to strategic growth initiatives in Malaysia and Asia, including an extended tenure in China. Her experience spans semiconductor, aerospace electronics and software technology sectors.

She previously served as Executive Director at Khazanah Nasional Berhad and held roles in the Renong Group. Her work included involvement in national-level initiatives across education, infrastructure and hospitality. She has also served on boards and advisory panels, including Yayasan Khazanah, TalentCorp and public universities, with a focus on organisational development, workforce strategy and corporate performance systems.

Profile of Directors

ADAM MALIK BIN AZLAN

*Independent
Non-Executive Director*

Date of Appointment

6 October 2023

Board Committee

- Chairman of the Audit and Risk Management Committee
- Member of the Board Investment Committee

Directorship of Listed Issuers and Public Companies

- NIL

Qualifications

- Bachelor of Electrical and Electronics Engineering, University of Bristol
- Professional Qualification in Accountancy, The Institute of Chartered Accountants in England and Wales

📍 MALAYSIA

👤 MALE

🎂 50

**Working Experience ▾**

Encik Adam Malik bin Azlan has over 20 years of experience in banking and financial services, with international exposure across Malaysia, Singapore, the United Kingdom and the United States. His experience includes investment banking, capital markets and Islamic finance.

He previously held senior roles at Maybank Investment Bank, including Director of Investment Banking, Head of Islamic Investment Banking, and Managing Director. He also served as Regional Director for North America and Europe. He later founded EpicQuant Pte Ltd, focusing on machine learning and algorithmic trading.

Profile of Directors



*Independent
Non-Executive Director*

Date of Appointment

1 March 2022

Board Committee

- Chairman of the Board Investment Committee
- Member of the Audit and Risk Management Committee
- Member of the Nomination and Remuneration Committee

Directorship of Listed Issuers and Public Companies

- NIL

Qualifications

- Master of Science in Computer Science, Universiti Malaysia Terengganu
- Bachelor of Science in Computer Science, Universiti Kebangsaan Malaysia
- Foundation Certificate in IT-Service Management, Examination Institute for Information Science

AZIH BIN YUSOF

MALAYSIA

MALE

64

Working Experience

Encik Azih bin Yusof has over 30 years of experience in public service, with a focus on information and communications technology and public sector digitalisation. He previously served as Executive Director of TAJDID Corporation Sdn Bhd under the Terengganu State Government.

His earlier roles include Deputy Director General (ICT) at the Malaysian Administrative Modernisation and Management Planning Unit (MAMPU), where he also served as Government Chief Information Officer. His experience includes ICT advisory, database management and the development of integrated digital services across the public sector.

Profile of Directors

SHAHRIN BINTI OLI MOHAMED

 MALAYSIA

 FEMALE

 45


Working Experience ▾

Puan Shahrin binti Oli Mohamed has international experience across commercial leadership, corporate strategy, digital transformation and information technology. She currently serves as Executive Partner at Gartner Middle East, advising boards and senior management on digital and technology strategies.

She previously spent over 19 years with Shell Group in various international roles across commercial, operations and digital functions. Her last role was Chief Information and Digital Officer for the LNG Marketing and Trading business, where she oversaw global technology strategy and execution.



Independent
Non-Executive Director

Date of Appointment

6 October 2023

Board Committee

- Member of the Audit and Risk Management Committee
- Member of Nomination and Remuneration Committee

Directorship of Listed Issuers and Public Companies

- NIL

Qualifications

- Masters, Business Administration, Manchester Business School
- Certificate in Business Sustainability Management, Sustainability Studies, University of Cambridge
- Oxford Blockchain Strategy Programme, Financial Technology & Digital Innovation, Said Business School, University of Oxford
- Innovation & Entrepreneurship, Stanford University Graduate School of Business

Profile of Key Senior Management



 Working Experience ▾

Please refer to page 84 in the “Profile of Director” section for more information.

DATUK NURASLINA BINTI ZAINAL ABIDIN

 MALAYSIA

 FEMALE

 51

*Group Managing Director &
Chief Executive Officer*

Date of Appointment

- 8 September 2021

Qualifications

- BSc. (Hons) in Food and Science Technology, University of Science Malaysia
- Six Sigma Master Black Belt

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management



CHONG CHEOK WENG

Working Experience ▾

Chong Cheok Weng serves as Group Chief Financial Officer of Theta Edge Berhad, where he oversees financial management, including financial operations, corporate exercises, taxation and mergers and acquisitions. His responsibilities include supporting capital allocation decisions and strengthening financial oversight across the Group.

He has over 22 years of experience across publicly listed conglomerates in sectors such as aviation, maintenance, repair and overhaul, hospitality, manufacturing, trading, and property. Prior to joining Theta Edge, he was Chief Financial Officer of Sapura Resources Berhad. Earlier in his career, he held senior finance roles including General Manager of Finance and began his professional journey in tax compliance and planning.

 MALAYSIA

 MALE

 54

Group Chief Financial Officer

Date of Appointment

- 18 November 2024

Qualifications

- Member of the Malaysian Institute of Accountants
- Member of the Association of Chartered Certified Accountants

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management



 **Working Experience** ▾

Mohd Danial Ariff bin Mohd Zamri leads the Group Corporate Assurance & Sustainability function, overseeing internal audit, enterprise risk management, governance, compliance and sustainability initiatives across Theta Edge Berhad. His role includes strengthening internal control frameworks and supporting the integration of risk and sustainability considerations into business operations.

He joined the Group in 2022 and has contributed to the development of enterprise risk management frameworks and governance processes. His experience spans audit, finance, project management and operations, providing a foundation in process optimisation and control design.

MOHD DANIAL ARIFF BIN MOHD ZAMRI

 MALAYSIA

 MALE

 30

*Head,
Group Corporate Assurance & Sustainability*

Date of Appointment

- 1 January 2026

Qualifications

- Bachelor of Commerce (Finance), University of New South Wales, Australia
- Associate Member of The Institute of Internal Auditors Malaysia

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management


 Working Experience ▾

Rabi'ah binti Mohd Nordin serves as Acting Head of the Project Management Office, where she oversees project governance, delivery execution and operational planning across key initiatives. Her role includes coordinating large-scale projects and strengthening delivery frameworks.

She has experience in telecommunications and technology sectors, with involvement in project recovery, stakeholder management and delivery governance. Her work includes managing complex project timelines and supporting the achievement of operational and financial outcomes across major engagements.

RABI'AH BINTI MOHD NORDIN

 MALAYSIA

 FEMALE

 37

*Acting Head,
Group Project Management & Delivery Office
(PMO)*

Date of Appointment

- September 2024

Qualifications

- PRINCE2 (Projects IN Controlled Environments) Foundation
- Diploma in Technology & Information (Programming), Politeknik Sultan Idris Shah
- Tenaga Safety Leader Passport & Oil and Gas Safety Passport (OGSP)

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management



 **Working Experience** ▾

Azrul Hairi bin Zulkifli leads the Group Digital Ecosystem Integration function, focusing on the development and commercialisation of digital platforms and solutions. His role includes overseeing digital partnerships, government technology initiatives and alignment of offerings with market requirements.

He has over 14 years of experience across procurement, operations and digital business development. Prior to his current role, he served as Head of Strategic Procurement and Head of Operations within the Group, where he was involved in procurement governance, cost management and operational improvements.

AZRUL HAIRI BIN ZULKIFLI

 MALAYSIA

 MALE

 43

*Head,
Group Digital Ecosystem Integration*

Date of Appointment

- 1 December 2021

Qualifications

- Bachelor in International Business (Majoring in Finance & Banking), Management Science & University, Malaysia

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management



Working Experience ▾

Muhamad Shafiq bin Roslan leads the Group HealthTech & NeuroTech Business, where he is responsible for strategy, market development and commercialisation of healthcare technology solutions. His role includes overseeing the transition towards platform-based and service-oriented delivery models.

His experience includes roles in automotive and engineering-related industries, with exposure to operations and process optimisation. His current responsibilities focus on supporting the development of scalable digital healthcare solutions and recurring revenue models.

MUHAMAD SHAFIQ BIN ROSLAN

 MALAYSIA

 MALE

 36

*Head,
Group HealthTech & NeuroTech Business*

Date of Appointment

- 1 December 2021

Qualifications

- Bachelor's Degree (Hons.) Business Management (Marketing), UiTM.

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management



 **Working Experience** ▾

Ramindra Rajaram leads the Group AI Business & Platform Services function, where he is responsible for the development and deployment of AI-enabled platforms, enterprise solutions and digital services. His role includes supporting digital transformation initiatives and the delivery of technology-driven solutions across the Group.

He has over 20 years of experience in enterprise technology and digital solutions, with exposure to SAP, Salesforce, Microsoft platforms and AI-driven initiatives. Prior to his current role, he held leadership positions in enterprise software business units, focusing on platform delivery, cloud solutions, automation and analytics.

RAMINDRA RAJARAM

 MALAYSIA

 MALE

 45

*Head,
Group AI Business & Platform Services*

Date of Appointment

- 1 November 2025

Qualifications

- Bsc (Hons), Computing, University of Greenwich

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management


 Working Experience ▾

Nurul Fadli bin Ismail leads the Group People & Culture function at Theta Edge Berhad, where he oversees human capital strategy, organisational development, and workforce planning. His responsibilities include HR digitalisation, operating model enhancements and talent management across the Group.

He has over 20 years of experience across industries including automotive, chemicals, media, financial services and government-linked companies. His expertise covers organisational design, performance management, succession planning, employee engagement and total rewards, with application of Balanced Scorecard methodologies to align people strategies with business objectives.

NURUL FADLI BIN ISMAIL

 MALAYSIA

 MALE

 49

*Head,
Group People & Talent Strategy*

Date of Appointment

- 10 September 2021

Qualifications

- Master of Human Resource Management, Universiti Utara Malaysia (UUM)
- Executive Bachelor of Business Management (Hons), International Islamic University Malaysia (IIUM)
- Certified Advanced Human Resource Manager (CAHRM), MIHRM
- Certified Balanced Scorecard Professional (BSP), Balanced Scorecard Institute (USA) & GWU

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management



 **Working Experience** ▾

Rian Aznani bin Mohd Sahlan leads the Strategic Growth function, overseeing market development, platform commercialisation and stakeholder engagement. His role includes developing strategic narratives and supporting business expansion initiatives.

He has over 26 years of experience across multinational corporations, government-linked entities and international agencies. His background includes roles in corporate affairs, brand management and trade advisory, with involvement in market expansion initiatives across multiple organisations.

RIAN AZNANI BIN MOHD SAHLAN

 **MALAYSIA**

 **MALE**

 **51**

*Acting Head,
Group Strategic Communication & Marketing*

Date of Appointment

- 1 February 2026

Qualifications

- Master of Business Administration (MBA) IAE Nancy School of Management,
- University of Nancy, France
- Bachelor of Economics & Social Administration
- University of Le Havre, France
- Digital Marketing Certification
- HubSpot Academy
- Social Media Marketing Certification
- Asia Web Academy

Directorship of Listed Issuers and Public Companies

- NIL

Profile of Key Senior Management



Working Experience ▾

Mohamad Ariffuddin bin Hanafii leads the Legal & Corporate Affairs function, overseeing legal advisory, regulatory compliance, dispute management and company secretarial matters. His role includes supporting governance practices and ensuring adherence to applicable laws and regulatory requirements.

He has experience in litigation, corporate advisory and regulatory practice. Prior to joining Theta Edge, he led the Group Legal & Corporate Affairs function at Annur Integrated Healthcare Group, where he advised on legal risk, governance and compliance matters. He began his career in legal practice, handling civil, banking and corporate litigation matters.

MOHAMAD ARIFFUDDIN BIN HANAFI

 MALAYSIA

 MALE

 30

*Head,
Group Legal & Corporate Affairs Department*

Date of Appointment

- 25 March 2026

Qualifications

- Bachelor of Laws [LL.B (Hons)], Universiti Teknologi MARA (UiTM)
- Advocate & Solicitor of the High Court of Malaya

Directorship of Listed Issuers and Public Companies

- NIL

Corporate Governance Overview Statement

The Board of Directors (“Board”) of Theta Edge Berhad and its Subsidiaries (“the Group”) recognises that strong corporate governance is fundamental to enhancing long-term shareholder value, safeguarding stakeholders’ interests and ensuring the sustainability of the Group’s business operations. The Board remains committed to upholding high standards of corporate governance and transparency in accordance with the principles and practices as set out in the Malaysian Code on Corporate Governance (“MCCG”) (“the Code”) and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”).

The Group corporate governance practices the following three (3) Principles in the Malaysian Code on Corporate Governance (“MCCG”).

<p>Principle A</p> <p>➔</p> <p>Board Leadership and Effectiveness</p>	<p>Principle B</p> <p>➔</p> <p>Effective Audit and Risk Management</p>	<p>Principle C</p> <p>➔</p> <p>Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders</p>
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Principle A Board Leadership and Effectiveness

BOARD RESPONSIBILITIES

Roles Chairman and Group Managing Directors & Chief Executive Officer (GMD & CEO)

The roles of the Non-Executive Chairman and the CEO are mentioned in the Board Charter which is published on the Company’s website www.theta-edge.com.

The Chairman and the GMD & CEO are held by different individuals. The Chairman is primarily responsible for ensuring Board’s effectiveness and conduct. The Chairman leads the Board in setting the Group’s key policies and direction, ensures effective operation of the Board and is the spokesperson for the Board. The Chairman of the Board is not a member of the Audit & Risk Management Committee (“ARMC”), the Nomination and Remuneration Committee (“NRC”) as well as Board Investment Committee (“BIC”).

The GMD & CEO is responsible for the day-to-day running of the business and implementation of the policies, strategies and decisions adopted by the Board. The GMD & CEO is assisted by the Senior Management and heads of each division in implementing and running the Group’s day-to-day business operations.



Corporate Governance Overview Statement

Roles and Responsibilities of the Board

The Board is responsible for leading and overseeing the Group in a responsible and effective manner, with a strong focus on ethics, compliance, and corporate governance. It sets the Group's values, ensures directors act in the best interest of shareholders and stakeholders, and promotes adherence to the MCCG and Listing Requirements. The Board meets at least quarterly and may invite management to participate when necessary. It also ensures proper communication with shareholders, monitors directors' attendance and preparation for meetings, and maintains a transparent nomination and governance process.

In terms of core responsibilities, the Board oversees the Group's strategic direction and operational performance, including:

- approving business plans, budgets, and financial results;
- identifying and managing key risks;
- reviewing internal controls, risk management systems, and financial reporting integrity;
- approving major investments, acquisitions, disposals, and capital expenditures; and
- overseeing senior management appointments, remuneration, and succession planning.

It also reserves authority over critical matters such as conflicts of interest, strategic investments, treasury policies, key HR decisions, and compliance with the Discretionary Authority Limit (DAL). Additionally, the Board supervises internal audit functions to ensure regular and independent review of the Group's operations and controls.

The Board plays a strong role in strengthening governance systems, risk management, and ethical conduct. It ensures effective internal controls and defines the Group's risk appetite while continuously reviewing risk management frameworks. In relation to integrity and compliance, it oversees:

- Anti-Bribery and Corruption (ABAC) policies and Anti-Bribery Management System (ABMS), ensuring implementation, resources, and annual review;
- promotion of a strong anti-bribery culture and safe reporting channels; and
- whistleblowing mechanisms that protect individuals reporting misconduct in good faith.

Overall, the Board ensures that ethical standards, transparency, and accountability are maintained across all operations while supporting continuous improvement in governance practices.

Independent Directors

The independent directors provide unbiased and independent views to safeguard the interests of shareholders. The independent directors are actively involved in the various Board Committees and contribute significantly to areas such as performance monitoring and enhancement of corporate governance and controls. They provide a broader view, independent assessment and opinions on management proposals presented by the GMD & CEO and Management.

The Group's Company Secretary

The Board is supported by the Company Secretary, Wong Youn Kim who is a Fellow Member of the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA). The Board has direct access to the advice and services of the Company Secretary who is responsible to the Board for ensuring that the Board's procedures are followed and that applicable rules and regulations are complied with.

The Company Secretary assures the Company that the Board is regularly updated on their obligations under relevant regulatory requirements such as Main Market listing Requirements of Bursa, codes or new statutes issued from time to time and are fulfilled in a timely manner. The Company Secretary also attends all Board, Board Committee and general meetings, and ensure that deliberations at the meetings are accurately minuted and kept in the minutes' books and subsequently communicated to the relevant party for necessary actions. Such minutes of meetings are confirmed by the respective Board Committees and signed by the Chairman of the meeting.

Information and Support for Directors

Prior to any Board meeting, an agenda together with the relevant documents and information are distributed to all Directors at least five (5) business days in advance of board meetings unless in unavoidable circumstances. The Senior Management and/or other relevant Board members will provide comprehensive explanation of pertinent issues and recommendations. The issues would then be deliberated and discussed thoroughly by the Board prior to decision-making.

Corporate Governance Overview Statement

Meetings and Time Commitment

The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company during the financial year ended 31 December 2025. In compliance with the Listing Requirements, all the Directors do not hold directorships more than that prescribed under the Listing Requirements. There were fourteen (14) Board of Directors' Meetings held during the financial year ended 31 December 2025.

Details of the meeting attendance for the Board, Board Committee and Annual General Meeting during the financial year are set out as follows:

Directors	Board of Directors	ARMC	NRC	BIC	AGM
Tan Sri Abdul Rahman bin Mamat	13/14	-	-	-	1/1
Latifah binti M. Daud	14/14	-	6/6	-	1/1
Datuk Nuraslina binti Zainal Abidin	14/14	-	-	-	1/1
Azih bin Yusof	14/14	6/6	6/6	1/1	1/1
Adam Malik bin Azlan	14/14	6/6	6/6	1/1	1/1
Shahrin binti Oli Mohamed	12/14	6/6	6/6		1/1
Dr Shahril bin Simon	-	-	-	-	-
Dato' Amrul Hisyam bin Alias	-	-	-	-	-

Main Activities of the Board in Year 2025

- Reviewed and approved the Group's Annual Operating Plan (AOP).
- Reviewed and approved the Annual Report, quarterly unaudited consolidated financial results, audited financial statements, and the circular in relation to the renewal of related party transactions.
- Reviewed and approved the submission of tenders and bids in accordance with the Discretionary Authority Limit (DAL), and reviewed the adequacy of the DAL.
- Reviewed and approved revisions to Board remuneration, including benchmarking analysis.
- Reviewed and approved various human resource policies and frameworks.
- Reviewed and recommended the declaration of a final dividend for shareholders' approval at the Annual General Meeting (AGM).
- Approved changes to, and reviewed the composition of, the Board and Board Committees in line with the Corporate Governance framework.
- Reviewed the performance and effectiveness of the Board and Board Committees as part of the annual assessment exercise.
- Reviewed the Group's sustainability strategies, policies, and overall Corporate Sustainability framework.
- Reviewed principal business risks, internal audit findings, and Management's responses, and assessed the effectiveness of internal controls.
- Reviewed and approved the Statement on Risk Management and Internal Control for inclusion in the Annual Report.
- Reviewed the Statement on Directors' Responsibility for the audited financial statements.
- Reviewed the Statement on Corporate Governance.
- Reviewed the Audit and Risk Management Committee (ARMC) Report.
- Reviewed the external auditors' assessment, including matters relating to impairment and audit fees.
- Reviewed and approved the internal audit plan.



Corporate Governance Overview Statement

Board Charter

The Company has in place a Board Charter that outlines, among others, the responsibilities, authorities, procedures, evaluation and structures of the Board & Board Committees, as well as the relationships between the Board with its Management and Shareholders. The Board Charter is available on the corporate website at www.theta-edge.com.

The Board Charter will be reviewed by the Board as and when necessary to ensure it remains consistent and relevant with the Board's objectives and responsibilities, and all the relevant standards of corporate governance. The Board Charter was last reviewed on 18 April 2023 and plan to review in the precedent year for ensure the charter remain relevant.

Code of Conduct and Ethics

The Company has adopted a Code of Business Ethics ("COBE") to promote integrity, accountability and professionalism. The Code sets out principles governing conduct in areas such as conflicts of interest, compliance with laws, confidentiality, fair dealing and ethical behaviour, in line with the practices in Malaysian Code on Corporate Governance 2021 as well as the provisions of the Securities Commission Guidelines on the Conduct of Directors of Public Listed Companies issued in July 2020.

All Directors and employees are expected to adhere to the Code. The Code is published on the Company's corporate website www.theta-edge.com and is reviewed periodically. The Directors are obliged to follow the code as it is the way to manifest their commitment to professionalism and integrity.

Anti-Bribery and Adequacy Policy

In line with Section 17A of the Malaysian Anti-Corruption Commission Act 2009, enforced on 1 June 2020, and guided by the Paragraph 15.29 of the Listing Requirement of Bursa Securities, the Board has adopted the Anti-Bribery and Adequacy Policy ("ABAP").

In order to remain committed in upholding the highest standards of integrity, transparency and work ethics in the conduct of its business and affairs. The Group pledges that it will abide by the Anti-Corruption Principles in the conduct of its business and operations with all stakeholders. The ABAP was reviewed and approved by the Board on 26 February 2026 and is made available for viewing on the Group's corporate website at www.theta-edge.com.

Whistleblowing Policy

The Company has established its Whistleblowing Policy and Procedures to provide a structured mechanism for reporting concerns relating to misconduct, unethical behaviour or breaches of laws and policies.

Through effective implementation, the Group will enhance its accountability in preserving its integrity and will be able to stand up to public and legal scrutiny. This, in turns, enhances and builds the credibility of THETA's stakeholders. The whistleblowing policy and procedures is published at the corporate website at www.theta-edge.com along with the platform to submit a whistleblowing report. This policy is reviewed by the Company periodically or as and when there is a change in the regulatory requirement.

Sustainability

The Board acknowledges that sustainable business practices are integral to long-term value creation. the importance of sustainability in its business activities. While every effort is made to achieve to achieve its objectives, THETA made pragmatic steps in complying with the principles and supporting pillars of sustainability, namely environmental, social and governance, concerning the conduct of the business. The Board believes that no company can prevail by maximising the shareholder's value alone, and the needs and interests of other stakeholders must be taken into consideration.

Corporate Governance Overview Statement

Directors' Training

Directors	Seminar/Forum/Conference/Training	Date
Tan Sri Abdul Rahman bin Mamat	E-invoice session with EY (for Directors)	8 January 2025
	TH Group Summit 2025: Empowering Growth with AI: A Vision for the Future of My Company	17 February 2025
	The Future of Technology & Innovation: Why IP Matters in ICT & AI	19 February 2025
	Governance of Generative AI	15 April 2025
	Engagement Session with FIDE FORUM Members on Bank Negara Malaysia Annual Report 2024, Economic and Monetary Review 2024 and Financial Stability Review	21 April 2025
	Masterclass "Navigating High-Tech Financial Crime: Key Risks and Board Responsibilities"	6 May 2025
	CPR (Cardiopulmonary Resuscitation)/AED (Automated External Defibrillator) Training for Board	20 May 2025
	E-invoice session with EY (2 nd session)	3 June 2025
	The Influence of Board Culture on Corporate Performance	5 June 2025
	Exclusive Invitation: IMD Malaysia Masterclass on Competitiveness & Strategy	18 July 2025
	International Energy Week Summit 2025: From Sarawak to the World: Journey to Clean Energy Leadership	15 - 16 July 2025
	Strategic Shift in Financial Institutions - Focus on SMEs and Islamic Banking	5 August 2025
	CSR Day In Conjunction with MBSB's 75 th Anniversary	14 August 2025
	MBSB AgroESG - A Hands-On Guide for Agriculture SMEs	21 August 2025
Khazanah Megatrends Forum 2025	6 - 7 October 2025	
Dato' Amrul Hisyam bin Alias	Kursus Asas Haji (KAH) 2025/2026 Organised Under Tabung Haji Travel (Almaas Package Preparation Programme)	19 - 20 April 2025
Datuk Nuraslina binti Zainal Abidin	Invitation - RHB - An Evening of Progress & Prosperity	7 February 2025
	TH Group Summit 2025	17 February 2025
	Pakistan-Malaysia Business	9 May 2025
	Bursa Malaysia Mandatory Accreditation Programme (MAP II: Leading for Impact)	21 - 22 May 2025
	Invitation to Korea-Malaysia Smart City Roadshow 2025	27 May 2025
	National Tobacco Control Conference (NTCC)	31 May 2025
	MyDIGITAL N4IRP-MDEB -Mid-term Review workshop	10 June 2025
	Cancer Financing Summit 2025	20 June 2025
	Annual General Meeting	25 June 2025
	World Islamic Tourism & Trade Conference 2025 (WITEX)	23 - 24 August 2025
	Oxford Cambridge Leadership programme 2025	29 September - 3 October 2025
	SSM Directors Training Programme Fundamental	2 October 2025
	TH Nominee Directors Programme 2025	14 - 15 October 2025
	Shanghai Women Business Entrepreneur Award	31 October 2025
	Sidang Idea Malaysia (MyIDEAS) - UTM	6 November 2025
MOT-Jemputan Transport Expo Asia (Tax) 2025	11 - 13 November 2025	



Corporate Governance Overview Statement

Directors	Seminar/Forum/Conference/Training	Date
Datuk Nuraslina binti Zainal Abidin (cont'd)	ICDM Public Programme Training	2 December 2025
	Board Retreat 2025	4 December 2025
	Theta BOD Retreat 2025	4 December 2025
	Preliminary Briefing Session for the MIPTC International Business and Technical Study Mission to Timor-Leste	8 December 2025
	Speaking Engagement on Smart City with Malaysian Institute of Planners	8 December 2025
Latifah binti M. Daud	Geopolitics, Fragmentation & Supply Chains: Boardroom Strategy in a Multi-Polar World (by ICDM)	21 April 2025
	Global Boardroom Program Roundtable - Governance of AI (by Deloitte Malaysia)	30 April 2025
	IMD Malaysia Competitiveness Masterclass (IMD Malaysia/Singapore)	18 July 2025
	Future Ready Workforce - Reimagining Benefits and Staying Resilient (Mercer Marsh Benefits Malaysia Forum)	22 July 2025
	Future Ready Workforce - Reimagining Benefits and Staying Resilient (Mercer Marsh Benefits Malaysia Forum)	6 August 2025
	HR Future Leaders Forum - Reimagining Employee Engagement for the Digital Era - (HR Leaders Circle)	30 October 2025
Azih bin Yusof	MAP II Training	20 – 21 May 2025
Adam Malik bin Azlan	Sustainability Leadership Forum organized by MBI Selangor	20 January 2025
	Empowering Growth with AI organized by Lembaga Tabung Haji	17 February 2025
	Mandatory Accreditation Programme ('MAP') Part II organised by ICDM	18 -19 June 2025
Dr. Shahril bin Simon	TH Travel & Services Audit Program	13 February 2025
	TH Summit 2025 - Empowering Growth with AI	17 February 2025
	Nominee Directors' Training 2025	14 - 15 October 2025
	Kursus Kepimpinan Profesional Mukmin	5 - 7 December 2025
Shahrin binti Oli Mohamed	MAP2 ICDM	11 - 12 June 2025
	Theta Edge Board Training: AI for Strategic Leadership & Unlocking Operational Excellence	30 October 2025
	Pos Malaysia Certified WIRA Foundation	23 - 24 October 2025

Corporate Governance Overview Statement

Board Composition

The Board currently consists of eight (8) members comprising the Non-Independent Non-Executive Chairman, the Executive Deputy Chairman, the Non-Independent Non-Executive Director, four (4) Independent Non-Executive Directors, and one (1) GMD & CEO. Our Independent Directors constitute 50% of the Board members and the Board comprises of three (3) women Directors, thus our Board composition complies with Paragraph 15.02 of the Main Market Listing Requirements ("MMLR").

The Board believes that the current composition is appropriate given the collective skills and experience of the Directors and THETA Group's current size and nature of THETA's business. Further, the Board is of the view that with the current Board size, there is no disproportionate imbalance of power and authority on the Board between the Non-Independent and Independent Directors.

The Board will continue to monitor and review the Board size and composition as may be needed. The Non-Executive Directors of the Company are independent of management and free from any business relationship which could materially interfere with the exercise of their judgment. The Board members are actively involved in various Board Committees, particularly the Independent Non-Executive Directors. They provide guidance, unbiased, fully balanced and independent and objective views, advice and judgment to various areas such as performance monitoring, enhancement of corporate governance and controls so as to safeguard the interest of shareholders and stakeholders and to ensure that the highest standards of conduct and integrity are maintained by the Group.

It is a mandatory practice to have the Directors concerned to declare their interests and abstain from the decision-making process when a conflict of interest or potential conflict of interest arises.

Board Diversity

The Board diversity not only relates to gender but also to professional experiences, business experiences, skills, knowledge, age, ethnicity and educational background. The Company is led and managed by an experienced Board comprising members with a wide range of experience in the relevant fields such as management, information technology, telecommunication, finance and law. The Directors bring a broad range of skills, experiences and knowledge required to successfully direct and supervise the Group's business activities.

The Company does not have a policy on gender, ethnicity and age group for candidates to be appointed on the Board. The Group does not practice any form of objective or selection criteria in consideration of candidates to the Board. Any appointment and retention of Directors are based on merit and without prejudice, taking into consideration the requirements for the Board to be effective. The Board periodically assess the skills, expertise, experience, gender, age and independence of its Directors against the needs of the Board.

The Board is guided by the principle that the appointment of a new Board member shall not be based solely on gender. Whilst it is aware of potential benefits that might accrue from having members in the Board of different genders, age groups as well as ethnicity, the Board is of the view that the interests of the Company and the Group are better served if the selection of suitable candidates is made on the criteria of meritocracy, skill-set requirements and experience relevant for the position, rather than formalising policies and targets towards gender, age and ethnicity.

The Board currently comprises three (3) women Directors and this has complied with Paragraph 15.02 (1) (b) of the MMLR which requires at least one (1) woman representative on the Board.

Tenure of Independent Director

The Board Charter impose the tenure of an Independent Director should not exceed a consecutive or cumulative term of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the Board subject to his redesignation as a Non-Independent director. None of the Independent Directors has served more than nine (9) years on the Board for the financial year 2025.

Directors' Independence

Annual Assessment of Independence Criteria have been set to assess the independence of candidate for Directors and existing Directors based on the guidelines set out in the Listing Requirements. On an annual basis, the Directors are required to confirm their independence by completing the independence checklist. None of the Independent Directors disclosed any relationships and/or transactions that could materially interfere with their independent judgments and decisions. The Board was satisfied with the level of independence demonstrated by all the Independent Directors.



Corporate Governance Overview Statement

Appointment of New Directors

The Board does not set specific criteria for the selection and assessment of candidate for appointment as director. It is the Company's policy to assess all potential Board candidates without regard to race, gender, age, nationality, religious beliefs, or any other factor not relevant to their competence and performance as a potential Board member as well as to meet the regulatory requirements such as the Companies Act, 2016 and the Listing Requirements.

Importance is placed on consideration that would add value and effectiveness to the Board and the Company. The NRC is responsible to recommend candidates to the Board to fill vacancies arising from resignation, retirement or other reasons or if there is a need to appoint additional directors with the required skills or profession to the Board in order to provide the diversity and close the competency gap in the Board identified by the NRC.

The potential candidate(s) may be proposed by existing directors, senior management, shareholders or third-party referrals/independent sources. The NRC is responsible to conduct an assessment and evaluation on the proposed candidates, which may include review of the candidate's resume, curriculum-vitae and qualifications. The NRC would also assess the candidate's integrity, wisdom, commitment (including time commitment), fit and proper criteria, independence, ability to make independent and analytical inquiries, ability to work as a team to support the Board, understanding of the business environment and the willingness to devote adequate time and commitment to attend to the duties and functions of the Board.

Upon completion of the assessment and evaluation of the proposed candidates, the NRC would make its recommendation to the Board for Board Evaluation, approval and decision on the appointment of the proposed candidates.

Chairmanship of the Nomination and Remuneration Committee (NRC)

The NRC is primary responsible for recommending appointments to the Board, Board Committees, Senior Management and other strategic positions as may be determined by the Board.

Chairman and Membership

- (i) The NRC comprises a minimum of two (2) members, and shall be composed exclusively of Non-Executive Directors, a majority of whom are independent;
- (ii) The Board shall ensure that any vacancy in the NRC is filled within three (3) months of such vacancy;
- (iii) The appointment of a committee member automatically terminates when the member ceases to be a Director;
- (iv) The NRC is chaired by the Senior Independent Director or an Independent Director.

Annual Assessment of Existing Directors & Board

Evaluation of Board, Board Committees and Individual Directors in line with the MCCG, the Board's evaluation comprises Performance Evaluation of the Board and various Board Committees, Directors' Self-Assessment and Peer-Assessment and the independence of the Independent Directors. The assessment of the Board is based on five (5) main areas covering:

- (i) Board Collective Review encompassing culture of the Group, capability, diversity, board processes, and stakeholder relations;
- (ii) Performance Impact Review;
- (iii) Directors' Self Review;
- (iv) Directors' Peer Review; and
- (v) Review of the Board Committees.

For Individual Performance and Board Evaluation, the assessment criteria include among others, contribution and performance, calibre and personality, Board mix and composition, quality of information and decision-making as well as participation at Board and Board Committees Meetings.

The criteria for assessing the independence of an Independent Director include the relationship between the Independent Director and the Group and his or her involvement in any significant transaction with the Group. The results and recommendations from the evaluation were reported to the Board for further consideration and action, if required.

There were no major concerns arising from the results of the assessments of the Board and the Board Committees. The feedback confirmed that the Board and each of its committee continue to operate effectively and that each Director continues to make an effective contribution and demonstrates a strong commitment to their roles.

At the time of review, the Board practices of Theta Edge Berhad are compliant with the regulatory requirements stipulated by Bursa Malaysia. The results of these assessments form the basis for the NRC's recommendation to the Board for the re-election of Directors at the forthcoming AGM.

Corporate Governance Overview Statement

Re-election of Directors

In accordance with the provisions of the Company's Constitution, an election of Directors shall take place each year. At every annual general meeting, one-third (1/3) of the Directors or if their number is not a multiple of three (3) 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. The Directors to retire in every year shall, subject nevertheless as hereinafter provided, be the Directors who have been longest in office since their last election, but as between persons who became Directors on the same day, the Director to retire shall, unless they otherwise agree among themselves, be determined by lot.

Dato' Amrul Hisyam bin Alias and Dr. Shahril bin Simon retires by rotation in accordance with Clause 97 whilst Latifah binti M. Daud and Adam Malik bin Azlan retired by rotation in accordance with Clause 119 of the Company's Constitution.

The retiring directors being eligible, offer themselves for re-election. The NRC had at its meeting held on 24 April 2025 deliberated and assessed the individual Directors who are subject to re-election at the forthcoming AGM.

Remuneration Policy and Procedures

The objectives of the Directors' remuneration policies are to attract, retain and motivate the Directors serving the Board of the Company. The Board through the NRC shall ensure that the levels of remuneration are sufficient to attract and retain the right calibre of Directors to manage the strategic direction and oversight of the Group. When reviewing the structure and level of Directors' fees, which comprises base Director's fee and additional fees for service rendered on Board Committee, the NRC takes into consideration the respective Director's roles and responsibilities in the Board and Board Committees.

The level of remuneration of Non-Executive Directors reflects their experience and level of responsibility undertaken by them. Non-Executive Directors will receive a fixed fee, with additional fees if they are members of Board Committees, with the Chairman of the ARMC and NRC receiving a higher fee/allowance in respect of his service as chairman of the respective committee.

The fees for Directors are determined by the Board with the approval from shareholders at the AGM. No Director is involved in deciding his own remuneration. The details of the remuneration policy of the Company are available for reference at the Company's website at www.theta-edge.com. The Board is assisted by the NRC in determining, reviewing and developing a remuneration policy and reward system for the Board, Board Committees, Senior Management and other strategic positions as may be determined by the Board.

The remuneration package links rewards to corporate and individual performance. A remuneration policy is presently in place to ensure the levels of remuneration are sufficiently attractive to retain Directors and Key Senior Management.

The NRC held six (6) meetings during the financial year ended 31 December 2025. The details of the terms of reference of the NRC are available on the Company's website at www.theta-edge.com.

Details of Directors' remuneration paid and payable for the financial year ended 31 December 2025 are set out as follows:

Group	Fees (RM)	Salary & Bonus (RM)	Retirement Benefit (RM)	Other Emoluments (RM)	Total (RM)
Non-Executive Directors	240,000.00	-	-	358,000.00	598,000.00
Executive Director/GMD & CEO	-	1,230,241.50	-	-	1,230,241.50

The Directors who are shareholders of the Company will abstain from voting at the forthcoming AGM on resolutions pertaining to the Directors' fees and benefits.

The Company will be seeking the approval of the shareholders for the Proposed Directors' Fees for an amount up to RM598,000.00 for the financial year ending 31 December 2025 at the forthcoming 33rd AGM. The fees will not be paid until the approval of the shareholders has been obtained at the forthcoming AGM.



Corporate Governance Overview Statement

Meeting Allowance

Board of Directors Meeting	Board per Meeting (RM)	ARMC per Meeting (RM)	NRC per Meeting (RM)	BIC per Meeting (RM)
Chairman	3,500	3,000	2,000	1,000
Non-Executive Directors	2,500	2,500	1,500	1,000

The Company will be seeking the approval of the shareholders for the payment of Directors' benefits for an amount up to RM446,000.00 from the 33rd AGM until the next AGM of the Company.

Directors' Fees of Subsidiary Companies

The Board of THETA had in October 2021 agreed to revoke the payment of Directors' fees made to the Directors of THETA who also sit on the Board of its subsidiary companies with effect from 29 October 2021.

Non-Executive Directors

The Non-Executive Directors are not entitled to any other benefits or incentive plan with the exception of the Directors & Officers Insurance coverage.

Group Managing Director & Chief Executive Officer (GMD & CEO)

Datuk Nuraslina binti Zainal Abidin was appointed as the Group Chief Executive Officer on 8 September 2021 and was re-designated as the GMD & CEO on 24 October 2024. She is not entitled to receive fees for her attendance at Board Committees meetings of the Company and its subsidiary companies. The GMD & CEO's remuneration packages reflected in her service contract is structured taking into account the fixed compensation which includes basic salary and allowances including gratuity, leave passage and hospitalisation and surgical insurance and a variable performance-linked bonus. The GMD & CEO's contract is reviewed every two (2) years, or such other timeframe as may be determined by the Board.

Senior Management

Senior Management's remuneration in an aggregate basis is disclosed in the Annual Audited Financial Statements of this Annual Report.

Directors and Officers (D&O)

Insurance The Directors together with the officers of the Group are covered under the D&O insurance in respect of any liabilities or claims arising from them discharging their duties as Directors and Officers of the Group, provided they have not acted negligently, fraudulently or in breach of their duties. During the financial year, the total amount of sum insured for the Directors and Officers is RM20 million. The total insurance premium including tax and duties incurred by the Company is RM49,398.40.

Corporate Governance Overview Statement

Principle B Effective Audit and Risk Management

Oversight of the Internal Audit Activity

The Audit and Risk Management Committee (“ARMC”) provides independent oversight of the internal audit function, ensuring that it is adequately resourced and that the remuneration of internal auditors is appropriate to support the effective discharge of their responsibilities.

In carrying out its duties, the ARMC continuously evaluates the effectiveness of internal audit activities. This includes reviewing and approving the risk-based internal audit plan, deliberating on internal audit reports, and ensuring that Senior Management undertakes timely and appropriate corrective actions to address identified control weaknesses.

To further safeguard the independence and objectivity of the internal audit function, the Chairman of the ARMC conducts regular private meetings with the Head of Internal Audit. These sessions provide a platform for open and candid discussions on matters that warrant independent deliberation.

External Auditors

The Board has established formal and transparent to govern the appointment and re-appointment of the external auditors with due consideration given to their suitability, objectivity and independence, in line with applicable regulatory requirements and best practices. On an annual basis, the ARMC undertakes an assessment of the external auditors which includes an evaluation of their performance, quality of audit, adequacy of experience and resources, as well as the competency of the engagement partners taking into account the size and complexity of the Group.

In safeguarding independence, the Group applies a cooling-off period of at least three [3] years before a former key audit partner may be appointed as a member of the ARMC.

To promote open and transparent communication, the ARMC meets with the external auditors without the presence of Management to discuss matters that require private deliberation and to reinforce auditor independence. These sessions provide an avenue for candid dialogue on audit-related matters and internal control issues.

Risk Management and Internal Control Framework

The Board acknowledges its overall responsibility for maintaining a sound and effective system of internal control within the Group, encompassing financial, operational and compliance controls as well as risk management. This is to safeguard shareholders’ investments and the Group’s assets. The ARMC supports the Board in discharging this responsibility by reviewing the adequacy and effectiveness of the Group’s internal control system on a regular basis.

The Group adopts a structured and integrated approach to risk management guided by the principle of aligning risk exposure with its strategic objectives and defined risk appetite. Risk management practices are embedded across the Group’s operations to support informed decision-making and enhance the achievement of business objectives. Emphasis is placed on strengthening the Group’s resilience by ensuring that key business functions are supported by effective risk assessments and mitigation measures.

The detailed report on the adequacy and effectiveness of risk management and internal controls is set out in the Statement on Risk Management and Internal Control on pages 119 to 126 in this Annual Report.

Internal Audit

The Group’s internal audit function serves as independent assurance provider as well as a strategic business partner to the Group, supporting Management in enhancing the effectiveness and efficiency of risk management, internal control and governance processes. Through a systematic and disciplined approach, the Internal Audit Unit aims to add value and improve the Group’s overall operations.

In carrying out its role, the Internal Audit Unit provides independent and objective assessments on the adequacy and effectiveness of internal controls by adopting a recognised audit methodology and supporting tools. This contributes to strengthening the Group’s corporate governance and promotes continuous improvement across the organisation.

The details on the Internal Audit Unit are outlined in the Audit Committee’s Report on pages 113 to 118 of the Annual Report.

Corporate Governance Overview Statement

Principle C

Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders

Communication with Stakeholders

The Board recognises the importance of timely and effective communication with shareholders and other stakeholders and is committed to ensuring a high standard of transparency and accountability. In this regard, the Group ensures that relevant and material information on its performance, operations and key developments is disseminated in a timely and transparent manner.

Both shareholders and stakeholders are kept informed through various communication channels, including:

- The Annual Report;
- The various disclosures and announcements made to the Bursa Malaysia Securities Berhad. ("BMSB") Including the Quarterly and Annually Financial results;
- Press releases and announcements to BMSB and to the Media;
- Briefings to the Group's key investors or other investment community in order to provide them a better understanding of the Group's operations and explanation to any concern highlighted; and
- Any other latest information made available to the Shareholders as well as members of the public on our official website at theta-edge.com.

Investor Relations

The Board also encourages Shareholders to communicate and may address their queries regarding the Group through other channels. In this regard, Latifah binti M. Daud has been identified as the Senior Independent Non-Executive Director, to whom concerns from the public may be conveyed via the following channel:

c/o Theta Edge Berhad
Lot 11B Jalan 223, Seksyen 51A,
46100, Petaling Jaya,
Selangor Darul Ehsan

Financial Reporting

The Directors are responsible to present a true and fair assessment of the Group's position and prospects in the quarter and annual reports. The quarterly financial results were reviewed by the ARMC and approved by the Board prior to the submission to BSMB.

Statement of Director's Responsibility

The financial statements of the Group have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") and the requirements of the Companies Act 2016 in Malaysia. The Directors are collectively responsible for ensuring that the financial statements present a true and fair view of the financial position of the Group and the Company as at 31 December 2025, and of their financial performance and cash flows for the financial year then ended.

In the preparation of the financial statements, the Directors have:

- Adopted appropriate and consistently applied accounting policies;
- Made prudent and reasonable judgments and estimates; and
- Prepared the financial statements on a going concern basis.

The Directors are also responsible for ensuring that proper accounting records are maintained, which sufficiently explain the transactions and financial position of the Group and the Company and enable them to be properly audited. In this regard, the Directors have implemented and maintained internal controls designed to safeguard the assets of the Group and the Company and to prevent and detect fraud and other irregularities, to the extent reasonably practicable.

Notice of Annual General Meeting (AGM)

The Annual General Meeting ("AGM") of the Company serves as a principal platform for dialogue between the Board and shareholders. Shareholders are encouraged to attend and actively participate in the AGM, where they may engage with the Board and vote on all resolutions tabled.

The notice of AGM is issued at least 28 days prior to the meeting date to allow shareholders sufficient time to review and consider the matters to be discussed. All Directors, including the Chairman of the ARMC, NRC and BIC, will attend the AGM to facilitate meaningful engagement and to address any queries raised by shareholders in relation to the resolutions presented.

Corporate Governance Overview Statement

Electronic Voting

Pursuant to paragraph 9.29A (1) of Bursa Malaysia Listing Requirements, the Company continues to promote shareholder participation through the use of electronic voting facilities. For the financial year under review, the AGM was conducted on a virtual basis, enabling shareholders to participate remotely and exercise their voting rights through secure electronic platforms. All Directors, including the Chairmen of the ARMC and NRC, participated in the AGM virtually. An Independent Scrutineer was appointed to verify the votes cast and to ensure the accuracy and integrity of the polling process.

The outcome of the AGM is announced promptly to Bursa Malaysia Securities Berhad upon conclusion of the meeting. The minutes of the AGM are also made available on the Company’s website for transparency and ease of reference by shareholders.

Additional Compliance Information

In compliance with Paragraph 9.25 of the Bursa Malaysia Listing Requirements, the following information is hereby disclosed.

i Options, Warrants or Convertible Securities

The Group did not issue any options, warrants or convertible securities during the financial year under review

ii The Impose of Sanction/Penalties

There were no sanctions nor penalties imposed on the Group and/or its subsidiary companies, Directors or Management arising from any significant breach of rules/guidelines/legislation by the relevant regulatory bodies during the financial year ended 31 December 2025.

iii Material Contracts

Neither Group nor its Subsidiaries had entered into any material contracts which involved Directors’ and Major Shareholders’ interest during the financial year ended 31 December 2025.

iv Audit and Non-audit Fees

The amount of audit fees and non-audit fees paid or payable to the external auditors by the Group and the Company for financial year 2025 are as follows:

	Group (RM'000)	Company (RM'000)
Audit fees	192	52
Non-audit fees	26	12
Total	218	64

v Profit Guarantee

There was no profit guarantee given by the Group during the financial year ended 31 December 2025.

vi Share BuyBack

There was no share buyback exercise done during the financial year ended 31 December 2025.

Statement on Compliance with Best Practices of the CODE

This statement is prepared in compliance with Paragraph 15.25 of the Bursa Malaysia Listing Requirements, and it is to be read together with the Corporate Governance Report 2025 of the Company which is available on the Company’s website at theta-edge.com.

The Board is satisfied that the Company has complied with the CODE during the financial year with regard to the recommendation supporting the principles except as otherwise stated. This statement was presented and approved on 27 April 2026.

Audit and Risk Management Committee Report

The Board of Directors (“the Board”) of Theta Edge Berhad (“THETA”) is pleased to present the Audit and Risk Management Committee (“ARMC”) report for the financial year ended 31 December 2025 and up to date of this Report.

Composition

The Board through the NRC undertakes a review of the term of office and performance of the ARMC and that each of its member. The NRC has assessed and concluded that the ARMC has effectively discharged its duties and responsibilities in accordance with its TOR. The Board concurred with the NRC’s recommendation to maintain the present composition of the ARMC.

The ARMC currently comprises four (4) members, all of whom are Non-Executive Directors, with the majority being Independent:

Chairman:	Adam Malik bin Azlan	Independent Non-Executive Director
Members:	Shahrin binti Oli Mohamed	Independent Non-Executive Director
	Datuk Dyg Sadiyah binti Abg Bohan	Independent Non-Executive Director (Resigned on 6 January 2026)
	Azih bin Yusof	Independent Non-Executive Director

Meetings

The ARMC met (6) times during the financial year 2025 as follows:

Audit and Risk Management Committee	Number of Meetings	
	Held	Attended
Adam Malik bin Azlan⁽¹⁾	6	6
Shahrin binti Oli Mohamed⁽¹⁾	6	6
Datuk Dyg Sadiyah binti Abg Bohan⁽²⁾ (Resigned on 6 January 2026)	6	5
Azih bin Yusof⁽³⁾	6	6

Notes:

- (1) Adam Malik bin Azlan and Shahrin binti Oli Mohamed were appointed as a member of the ARMC on 6 October 2023.
 (2) Datuk Dyg Sadiyah binti Abg Bohan was appointed as a member of ARMC on 18 November 2024.
 (3) Azih bin Yusof resigned as a member of the ARMC on 18 November 2024 and was re-appointed on 27 November 2024.

The ARMC held meetings with a complete quorum present. The Group Managing Director & Chief Executive Officer, Chief Financial Officer, and Head, Group Corporate Assurance Department were standing and permanent invitees to assist in deliberation on matters raised during the conference. When compelled, other senior management members were also invited to provide clarifications and assist in resolving issues highlighted in the audit reports presented.

The Group’s Secretary is the secretary of the ARMC. The secretary is responsible for coordinating administrative details, including calling meetings, voting, and keeping minutes. The ARMC Chairperson signs the minutes of each meeting, and extracts of matters requiring action are distributed to all attendees and members of the Committee.

The ARMC Chairperson provides the Board with a briefing on the topics discussed in the ARMC Meetings. At each Board Meeting, the ARMC Chairperson is responsible for updating the Board on the Committee’s activities and making recommendations as needed to ensure that the Board is aware of any matters that could significantly impact the Group’s financial condition or affairs.

Audit and Risk Management Committee Report

THE ARMC TERMS OF REFERENCE AND THE AUDIT COMMITTEE CHARTER

The ARMC operates in accordance with the Main Market Listing Requirements of Bursa Malaysia, the Malaysian Code on Corporate Governance 2021, and relevant best practices, as outlined in its Terms of Reference. The Terms of Reference set out the ARMC’s scope, authority, duties, and responsibilities which were reviewed and updated on 27 April 2023 and are incorporated into Audit Committee Charter.

The Audit Committee Charter serves as a framework to provide the ARMC guidelines to a structured and systematic independent oversight of Theta’s financial, reporting, governance, risk management, and internal control system; ensure checks and balances; and comply with the relevant regulatory and statutory requirements. The Charter governs the duties of the ARMC which encompasses organizational principles, operational principles, operational procedures, and oversight of the internal audit activity and other assurance providers for the Group.

The Terms of Reference and the Audit Committee Charter are available for reference on the Group’s website (www.theta-edge.com). Both governing documents undergo periodic reviews to enhance its processes and procedures and ensure alignment with any new requirements and regulations.

SUMMARY OF ACTIVITIES IN 2025

As of the date of this report, the ARMC has undertaken the following activities in discharging its function and duties:

Financial Report

- i. The ARMC reviewed the quarterly financial results of the Group including variances against budgets and targets for recommendation to the Board.
- ii. The quarterly unaudited financial statement and the annual audited financial statement of the Group have been reviewed to ensure that the financial reporting and disclosure requirements comply with accounting standards, with focus placed on the changes in accounting policy, as well as significant and unusual events or transactions.
- iii. The quarterly financial results for the first, second, third, and fourth quarters of 2025 were reviewed by the ARMC and approved by the Board and announcements were made public on Bursa Malaysia as outlined below:

Financial Result	ARMC Meeting	Board Meeting	Bursa Malaysia
First Quarter	15 May 2025	22 May 2025	22 May 2025
Second Quarter	25 August 2025	28 August 2025	28 August 2025
Third Quarter	25 November 2025	26 November 2025	28 November 2025
Fourth Quarter	26 February 2026	26 February 2026	27 February 2026

- iv. The Group’s financial results for the financial year ended 31 December 2025 was reviewed and deliberated at its meeting on 24 April 2026 before recommendation to the Board for approval. The relevant announcement was made public on Bursa Malaysia on 30 April 2026.
- v. The ARMC had reviewed significant accounting and reporting issues, recent professional and regulatory pronouncements, and impacts on the financial statement.



Audit and Risk Management Committee Report

External Audit

- i. The ARMC had taken note of the experience, audit approach and performance, sufficiency of resources, reports presented, objectivity and independence, fees, and overall audit execution of KPMG. Hence, the ARMC unanimously agreed to recommend the board for the re-appointment of KPMG as the company's external auditor.
- ii. The ARMC was given an overview by KPMG on the Audit Status of the year ended 31 December 2025 where the external auditor had highlighted the significant risk contained in the audit status report in order to ensure that appropriate measures are taken to address the identified risks and that the financial statements provide a true and fair view compliance with relevant accounting standards and regulations with full transparency.
- iii. The external auditor had confirmed that based on work performed, there was no non-compliance with the laws and regulations, and fraud related matters. In addition, the KPMG had emphasized that all times of performing audit, there were no anomalies and cordial relationships were maintained.
- iv. KPMG had through their annual audit plan provided the ARMC with a written assurance confirming their independence throughout the conduct of the audit engagement in accordance with the relevant professional and regulatory requirements.
- v. The External Auditors met the ARMC on 2 occasions without the presence of executive management.

Governance, Risk Management and Compliance

The ARMC assesses and offers guidance regarding the governance and the Group's control framework implemented and upheld by the Group. The ARMC evaluated the precision and sufficiency of the disclosures on corporate governance, interim financial reports, and preliminary announcements concerning the formulation of financial statements.

The effectiveness of the risk management framework and policies and procedures implemented within the Group have been reviewed by the ARMC to ensure that they are operating as intended. The ARMC had reviewed the efficiency of the system in place to oversee adherence to laws and regulations, and the outcomes of any inquiries and subsequent actions taken to address instances of non-compliance.

With regards to the Internal Audit & Risk Management, the ARMC had:

i. Internal Audit

- a. Reviewed and approved the execution of the audit plan for the financial year ending 31 December 2025 by taking into account areas of priority, and optimum man-days.
- b. Appointed a new Head of Internal Audit, Encik Mohd Danial Ariff bin Mohd Zamri, Encik Mohd Danial Ariff bin Mohd Zamri headed the consolidated Group Corporate Assurance and Sustainability (GCAS) department consisting of Internal Audit & Risk, Integrity, Governance & Compliance, HSE & Sustainability.
- c. Reviewed and deliberated the internal audit reports, follow-up reports, audit recommendations, and Management responses. The audit reports, audit recommendations, and Management's action plan regarding these recommendations were deliberated and closely monitored by the ARMC instructed Management to enhance internal control systems following the approved recommendations and suggestions for improvement.
- d. Reviewed the adequacy of resources and the competencies of staff within the department to ensure it has the required expertise and professionalism to discharge its duties.

ii. Risk Management

- a. The ARMC had reviewed and recommend to the Board for the approval of the following documents:

- Revision of Anti-Bribery and Adequacy Policy;
- Revision of Conflict of Interest and Disclosure Policy;
- Revision of Discretionary Authority Limit;
- Revision of Corporate Governance Framework;
- Asset and Personal Interest Declaration Policy; and
- Facilitation Payment Policy.

- b. The ARMC receives updates on:

- Consolidated risk position for the Group;
- Transformation initiatives focus area, Enterprise Risk Management, and Business Process Improvement, which includes other cost reduction focused on the Group;
- Key activities conducted throughout the year to instill compliance culture among staff; and
- Risk associated with future and potential project of the company.

Audit and Risk Management Committee Report

- c. Reviewed and deliberated the risk assessment for the Group.
- d. Reviewed and deliberated on the statement of Risk Management and Internal Control (SORMIC) for the company's annual report.

iii. Related Party Transactions

- a. Overseeing related party transactions to ensure independence and impartiality that complies with Companies Act 2016, the Main Market Listing Requirements, and the Malaysia Financial Reporting Standard.
- b. Reviewed the related party transactions and outstanding receivables that arose within the Group;
- c. Reviewed the inter-company Management fee within the Group; and
- d. Reviewed the provision of continued financial support for subsidiary companies.

Training

Throughout the year, the ARMC members participated in various conferences, seminars, and training programmes to enhance their knowledge and proficiency in their areas of expertise. These efforts were aimed at enabling them to carry out their duties effectively and enhance their technical competencies.

The details of the training programmes attended by the ARMC members can be found in the Corporate Governance Overview Statement on 104 to 105 of this Annual Report.

INTERNAL AUDIT & RISK MANAGEMENT FUNCTION

The ARMC's primary role is to assist the Board in fulfilling its oversight responsibilities regarding the internal control system, audit process, compliance monitoring, and the management of key risks identified by the Management. This includes supervising the development and implementation of effective systems to manage these risks, with a special focus on governance, compliance, and sustainability practices.

Internal Audit Function

The Group had established an internal audit function initially under the purview of IAD in May 2022, further transitioned into IA Unit under IA & GRCE Department in November 2023, expand as Group Internal Audit, Risk, Integrity, Compliance, HSE, and Sustainability in 2024, and further expand in (2025) as Group Corporate Assurance and Sustainability that comprises the Internal Audit & Risk, Integrity, Governance & Compliance, and HSE & Sustainability.

The Internal Audit Unit is headed by Encik Mohd Danial Ariff bin Mohd Zamri, a committed governance and sustainability professional with a multidisciplinary background in risk management, compliance, and organizational resilience with a Bachelor of Commerce in Finance from University of New South Wales (UNSW), Australia and is an Associate Member of the Institute of Internal Auditors Malaysia. Since joining Theta Edge Berhad in 2022, he has been instrumental in strengthening the Group's risk management frameworks, embedding ESG principles, and enhancing internal audit processes to support sustainable growth.

The activities in IA Unit are guided by the Internal Audit Charter, the Audit Committee Charter, and the Internal Audit Manual which define the roles, responsibilities, accountability, and scope of work of the IA Unit.

During the year, there were personnel changes within the Internal Audit Unit, including internal redeployment. The staffing position was subsequently stabilised with the appointment of a new Executive in the 4th Quarter, resulting in the unit ending the year with its full complement of one (1) Head and one (1) Executives with total cost of RM225,418.17.

I. Independence and Objectivity

In maintaining its necessary independent and objective attitude, the IA Unit activities are free from any interference by any element within the organization. This includes matters such as audit selection, scope, procedures, frequency, timing, or report content. The IA Unit does not hold any direct operational responsibility or authority over the activities reviewed.

However, through a systematic and structured approach, the IA Unit is responsible for the following:

- a. Provides independent assurance to both the Board and Management that the Group's assets are adequately and effectively safeguarded by the internal control system;
- b. Recommend improvements and enhancements to the existing system of internal controls and work procedures/processes, aiming to enhance their effectiveness; and
- c. Acts as a reference point to ensure the effective implementation of policies and procedures, and to promote best corporate governance practices.



Audit and Risk Management Committee Report

II. Scope of Coverage

The IA Unit's scope of coverage extends to all corporate services and business units of the Group. The selection of corporate services and business units to be reviewed is based on a risk-based approach, which allows for flexibility in addressing both current and potential future risks. This approach enables the IA Unit to focus its resources and skills on areas that are most crucial to the Group's Annual Operating Plan, ensuring alignment and making continuous improvements to achieve its goals.

In carrying out an internal audit review, audit reports were tabled to the ARMC during its meetings quarterly. Apart from highlighting any deficiencies or areas requiring the Management's attention, the reports also included recommendations and proposed action plans to be implemented by the respective business units. Follow-up audits were conducted, and the status of the action plan implemented by the Management was also tabled to the ARMC via the Management Action Plan Dashboard.

Details of the review carried out are as follows:

- Internal Audit Review on Economic, Environmental, Social & Governance
- Internal Audit Review on Suruhanjaya Tenaga Project
- Internal Audit Review on MC18 Project
- Internal Audit Review on SILICA Project
- Internal Audit Review on Account Receivables (AR) & Credit Management
- Internal Audit Review on Corporate Governance & Related Party Transaction

III. Practices and Framework

To ensure consistency and standardization in assuring the effectiveness and adequacy of the overall system of Internal controls, all auditing activities of IA Unit are carried out in line with the Group's Annual Operating Plan, objectives, policies, and procedures. These activities are also conducted in accordance with applicable laws and regulations, as well as relevant policies and guidelines, as prescribed by the International Professional Practices Framework (IPPF) promulgated by the Institute of Internal Auditors.

Risk Management Function

ERM is a function under the purview of the Group Corporate Assurance and Sustainability Department focusing on three (3) components of strategic risk namely Sustainability risk, Corporate Risk, and Anti-Bribery Risk.

The same function was also headed by Encik Mohd Danial Ariff bin Mohd Zamri.

I. Objectives of Risk Management Function

The primary objective of the Risk Management function is to supervise the Group's activities in managing the key risk areas and to ensure that the risk management process is in place and functioning adequately, which includes:

- a. Review and recommend appropriate risk management strategies, policies, and risk tolerance to the business and support functions;
- b. Identify, measure, monitor, and control risks to ensure that the risk management policies and frameworks are operating effectively;
- c. Ensure that the responsible staff (Risk Owners & Risk Champions) implement risk management and perform their duties consistently;
- d. Provide oversight and imperative direction for managing all risks in Theta Group.

II. Strategic Focus of Group Corporate Assurance and Sustainability (GCAS)

As an entirety, GCAS is also in charge of strategic focus which covers the following areas:

- a. Redefine and improve the Governance Practice as a whole within the Group that provides clarity and adoption of best practices that include compliance with the relevant laws and regulations including but not limited to below:

- Malaysian Code of Corporate Governance and Sustainability Reporting;
- MACC Section 17A – Adequate Measures for Anti-Bribery; and
- Business Policy and Operating Procedures.

- b. Requirement for an improvement in Group approving authority and approval limits in line with the rationalization plan and changes to corporate/organisation structure;
- c. Improvement and realignment of various policies and standard operating procedures in the Group;
- d. Improvement in the governance structure for clear accountability and responsibility for all functions in the Group;
- e. Improvement on the Internal capabilities, including knowledge and skills within the function for effectiveness in monitoring, reporting, and compliance purposes;
- f. Emphasis on the function's independent monitoring mechanism and acting as a Second Line of Defense within the Group.

Audit and Risk Management Committee Report

Development of Professional Qualifications and Ongoing Competency

GCAS Department is dedicated to being equipped with necessary knowledge, skills, and competencies to carry out their duties and responsibilities effectively. To enhance professional competency within the Department and improve staff retention, the ARMC had agreed to include training & certifications and professional subscription fees in the budget for the year 2024.

The departments’ personnel attended the following sessions throughout the year to improve their knowledge and skills and to provide valuable services to the Group.

No.	Training/Conferences	Date	Organiser
1	Kesalahan Utama Mengikut Akta SPRM 1009 Dan Liabiliti Korporat Seksyen 17A	19 June 2025	National Training Week (NTW)
2	Catch Me If You Can: Fighting Fraud with Internal Control	19 June 2025	National Training Week (NTW)
3	Microsoft Power Apps – Introduction to Apps Making with Low Code Programming	19 June 2025	S-QI Pro Advisor
4	Certified Integrity Officer (CeIO) Programme	22 July 2025 – 14 August 2025	Corporate Integrity Development Centre Malaysian Anti-Corruption Academy
5	Certified Information System Auditor (CISA) Training	24 November 2025	InfoSyte
6	PL-300: Microsoft Power BI Data Analyst	22 December 2025 – 24 December 2025	InfoSyte
7	NIOSH TM Safety Passport	8 October 2025	NIOSH
8	Empowering Innovation Bridging AI Concepts to Corporate Readiness Workshop 2025	14 October 2025	Lourdes Training Sdn Bhd

Statement on Risk Management and Internal Control

INTRODUCTION

The Board of Directors (“Board”) of Theta Edge Berhad (“Theta” or “the Group”) is pleased to present the Statement on Risk Management and Internal Control (“SORMIC”) for the financial year ended 31 December 2025, prepared in accordance with Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

This Statement outlines the key features of the Group’s risk management and internal control systems and provides an overview of how these systems have been applied throughout the financial year under review and up to the date of approval of this Annual Report.

In line with evolving regulatory expectations and the adoption of global sustainability disclosure standards issued by the International Sustainability Standards Board (“ISSB”), the Group is currently undergoing development in the integration of sustainability-related risks and opportunities into its enterprise risk management and internal control framework. This includes enhancing the identification, assessment, and monitoring of economic, environmental, social and governance (“EESG”) risks to support informed decision-making and long-term value creation.

The Board recognises that an effective risk management and internal control system is a continuous process, embedded within the Group’s operations, and is designed to manage rather than eliminate risks. Accordingly, such systems provide reasonable, but not absolute, assurance against material misstatement, loss, or fraud.

BOARD RESPONSIBILITY & ACCOUNTABILITY

The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness to safeguard shareholders’ investments and the Group’s assets.

The Board is responsible for setting the Group’s risk appetite and ensuring that an appropriate risk management framework is in place to identify, assess, manage, and monitor key risks faced by the Group in achieving its strategic objectives. This includes oversight of financial, operational, compliance, and sustainability-related risks.

In discharging its responsibilities, the Board has delegated the oversight of risk management and internal control functions to the Audit and Risk Management Committee (“ARMC”), which operates within clearly defined terms of reference. The ARMC assists the Board in reviewing the adequacy and effectiveness of the Group’s risk management framework, internal control systems, and governance processes.

The Board also ensures that Management is accountable for implementing and maintaining appropriate risk management and internal control systems. Senior Management is responsible for identifying and managing risks within their respective areas of responsibility, including the design and operation of effective internal controls, in line with the Group’s policies and procedures.

The Group has established a structured governance framework comprising Board Committees and Management Committees to support effective oversight, decision-making, and accountability across the organisation.

The Board recognises that due to inherent limitations in any system of risk management and internal control, such systems are designed to manage rather than eliminate risks. Accordingly, these systems can only provide reasonable, and not absolute, assurance against material misstatement, loss, or fraud.

The Board confirms that the risk management and internal control system has been in place throughout the financial year under review and up to the date of approval of this Statement.

RISK MANAGEMENT

The Board recognises that effective risk management is integral to the achievement of the Group’s strategic objectives and long-term sustainability. The Group has established an Enterprise Risk Management (“ERM”) framework to systematically identify, assess, manage, and monitor risks across all business operations and support functions.

The ERM framework is aligned with the principles and guidelines of International Organization for Standardization ISO 31000:2018 and is continuously enhanced to reflect changes in the Group’s business environment, regulatory landscape, and strategic priorities.

In line with evolving disclosure expectations, including those introduced by the ISSB, the Group is currently developing and implementing an integrated sustainability-related risks and opportunities into its ERM processes. This includes the identification and assessment of EESG risks that may impact the Group’s financial performance, operational resilience, and long-term value creation.

Statement on Risk Management and Internal Control

Integration of Sustainability-Related Risks

The Group’s ERM framework is structured around key risk categories, which include Corporate Risks, Sustainability-related (“ESG”) Risks, and Anti-Bribery and Corruption Risks.

EESG risks are currently an area under development within the ERM framework. At this stage, the Group is in the process of enhancing its approach to identifying and categorising EESG-related risk areas, which may include economic, environmental, social, and governance considerations.

While various ESG-related factors are being considered, the identification and assessment of specific climate-related risks remain at a preliminary stage of development.

The Group is progressively working towards refining its EESG risk coverage, including the potential incorporation of climate-related considerations into its risk management processes over time.

Linkage to Financial Performance and Strategic Objectives

Various internal and external factors, including sustainability-related considerations, could potentially influence the Group’s financial performance and strategic priorities. These factors may, over time, affect areas such as revenue trends, cost structures, cash flow management, and capital allocation decisions.

The Group is in the process of enhancing its understanding of how such factors may interact with financial performance and strategic planning considerations.

The implementation of risk management in the Group is supported by the following Committees:

a) Audit, Risk Management Committee (“ARMC”)

ARMC was established by the Board to assist in reviewing the adequacy and integrity of the Group’s financial administration and reporting, internal control and risk management systems, including the management information system and systems of compliance with the applicable laws, regulations, rules, directives and guidelines.

While the Board holds overall responsibility for overseeing risk management and internal controls through the Audit and Risk Management Committee (ARMC), Senior Management is accountable for effectively managing these areas through the following actions:

- Providing leadership and direction to achieve the objectives outlined in the Annual Operating Plan (“AOP”).
- Addressing risk and internal control concerns identified by the Group Corporate Assurance and Sustainability that consist of Internal Audit and Risk, Integrity, Governance and Compliance, HSE and Sustainability, and external consultants.
- Implementing the Risk Management Framework by understanding the inherent risks of the business, measuring and monitoring those risks, and adopting mitigation strategies. They also evaluate the impact of ongoing action plans to achieve the set objectives.
- Assessing the performance and effectiveness of internal controls within operating companies of the Group.

b) Nomination & Remuneration Committee (“NRC”)

The Nomination & Remuneration Committee (“NRC”) is a key board committee responsible for ensuring the effective governance of board appointments and executive compensation by weighing critical criteria such as the qualifications, positive qualities, and independence of the director. The NRC helps to maintain corporate governance by ensuring that the Board has the right leadership and that compensation practices are transparent, competitive, and aligned with the company’s long-term goals.

Nomination Responsibilities

- 1 Identifying and recommend appointments of Directors to the Board, The Board Committees and nominate candidates for directorship to the Board of Subsidiary and Associated Companies.
- 2 Reviewing and recommending appointments of Senior Management and other strategic positions as may be determined by the Board.
- 3 Reviewing the Board’s required mix of skills, diversity, experience and other qualities, including core competencies.
- 4 Assessing the effectiveness of the Board and the Board Committees as a whole.

Statement on Risk Management and Internal Control

Remuneration Responsibilities

- 1 Determining, review and recommend the remuneration framework and policies of Directors, Board Committee members, Senior Management and other strategic positions as may be determined by the Board.
- 2 Set the policy and remuneration framework for employees of the Group.

- To review, assess and approve the appropriate strategic direction and strategic plan pertaining activities undertaken and to approve on the significant matters related thereto;
- To carry out any other relevant function as delegated by the Board
- To safeguard all information in relation to the investment activities and treat them as strictly private and confidential in line with the requirement of the Document Control Policy and any applicable laws included but not limited to the Official Secrets Act 1972.

c) Group Management Committees & Working Committees

The daily operations of the business are delegated to the Group Managing Director (“GMD”)/Chief Operating Officer (“CEO”) and the Management team. Under GMD/CEO leadership, the heads of various business divisions and departments within the group are given the authority to manage their respective operations.

The Group Management Committees and Working Committees are formed to support and focus on higher level strategic decision-making and ensure that the Group’s interests are properly safeguarded in key business and operational decisions. These Committees include the Group Consequence Management Committee (“GCMWC”), Group Innovation Working Committee (“GIWC”), Group Strategic Procurement Committee (“GSPC”), Operations Working Committee (“OWC”), and Bidding/Tender Working Committee (“TBWC”). The terms of reference for these Committees are outlined in the Corporate Governance Framework and have been approved by the Board.

d) Board Investment Committee

The Board Investment Steering Committee (“BISC”) is responsible for overseeing and guiding the organization’s investment strategies, ensuring alignment with corporate objectives, risk appetite, and regulatory requirements. The responsibilities and duties of the BISC are not limited to the following scopes:

- To review, assess the proposed investment viability and risk exposure associated and to provide guidance to Management.
- To review and approve on the proposed equity and capital requirements for the acquisition/ investment including fund-raising requirements and salient terms of agreements of the proposed investment.
- To review the outcome of the due diligence of the proposed investments.

RISK MANAGEMENT APPROACH

The Management Committee, along with other Senior Management and Divisional Heads, is responsible for the ongoing development of risk management and ensuring its integration into all key processes and activities and activities within Theta Group. This includes adapting to changing risk profiles resulting from shifts in business strategies, the external environment, and regulatory requirements. The risk management processes involve various activities applied across all operational businesses and support function units.

The Risk Owners and champions are primarily accountable for identifying and managing risks within their daily operations. Risks are systematically identified and assessed using the group-wide risk methodologies, with action plans developed, and corrective actions implemented to mitigate these risks.

The Risk Management Unit, an independent risk management function, is responsible for ensuring the implementation and compliance with the approved risk management framework and policies. Additionally, they facilitate the risk management processes across operational units, which include risk identification, assessments, mitigation, and monitoring.

After risks are evaluated, the Company undertakes risk management or treatment, which involves both responsive and proactive actions to control risks within acceptable limits, aligned with Company’s risk appetite. The final stage involves continuous monitoring and review of risks. This includes tracking risk events, assessing the effectiveness of action plans, and extracting key lessons learned. Given the dynamic nature of risks, ongoing monitoring ensures that the Company stays adaptable and ready to implement new measures as needed to mitigate them.

Statement on Risk Management and Internal Control

CLIMATE CHANGE

Climate change may present potential risks and opportunities that could impact the Group’s operations, financial performance, and long-term sustainability. In consideration of evolving regulatory expectations, including guidance issued by the ISSB, the Group is currently in the process of developing and implementing approaches to incorporate climate-related considerations into its governance, risk management, and strategic planning processes.

Ongoing Development

Climate-related risk management and disclosures remain areas under development. In this regard, the Group is in the process of:

- Develop and implement an integrated sustainability-related risks and opportunities into its ERM framework, policies and processes;
- Enhance its data collection and reporting processes;
- Strengthen integration of climate considerations into risk management and strategy;
- Align its disclosures with applicable standards and regulatory requirements.

INTERNAL CONTROL SYSTEM

The Board and Management have implemented a range of processes for the internal control system of Theta Group. This system includes structure, governance, policies, processes, tasks, behaviours, and other elements that support effective and efficient operations. It enables Theta Group to effectively address significant business, operational, financial, compliance, and other risks that may impact on the achievement of its objectives.

The Board also committed to maintain a strong control structure and environment to conduct the Group’s business operations properly. The Group’s control environment comprises the following components, which have been in place throughout the financial year. The key elements of Theta Group’s control structure and environment include:

a) Organization Structure

The Group has established an organizational structure with clearly defined authority, responsibility, and accountability to support its business strategies and objectives within a suitable control environment. Each function will ensure that delegated authority, responsibility, and accountability are executed diligently, safeguarding the interests of the Company and shareholders while working towards achieving the corporate strategy.

b) Corporate Governance Framework

Theta is committed to strong corporate governance and has implemented a comprehensive risk management and control system to protect the interests of all shareholders and stakeholders through its Corporate Governance Framework. The Corporate Governance Framework of Theta aims to:

- Provide clarity on corporate governance practices within Theta, guiding day-to-day business and operational decision-making.
- Formalize the creation of Group Management Committees and Working Committees within Theta, with clearly defined terms of reference that include a precise allocation of roles and responsibilities for both strategic and operational matters.
- Promote the core values of the company and foster high integrity among all employees in the conduct of business operations.
- Strengthen the Assurance and Enabler pillars, which emphasize the 2nd and 3rd Lines of Defence for monitoring compliance and ensuring the effectiveness of internal controls within Theta.

c) Discretionary Approving Limit Policy

The Discretionary Approving Limit Policy (“DAL”) is a policy designed to outline the authority and limits granted to individuals or entities within an organization to approve certain financial transactions, commitments, or actions. This policy ensures that decisions are made within clearly defined boundaries, safeguarding the organization’s interests and maintaining proper governance.

The approving limit established by the Board shall serve as the guiding principle in determining the Discretionary Approving Limits, covering eight (8) key areas control as follows:

- Accounting and Audit
- Annual Operating Plan and Budget
- Corporate
- Financing, Funding, Treasury
- Group Policies
- HR (Employment and Remuneration)
- Legal Matters
- Strategic Procurement



Statement on Risk Management and Internal Control

d) Group Corporate Assurance and Sustainability ("GCAS")

The Group Corporate Assurance and Sustainability that consist of Internal Audit & Risk, Integrity, Governance and Compliance, HSE and Sustainability plays a crucial role in supporting the organization's overall governance framework. By working collaboratively, these functions help to provide comprehensive oversight, mitigate risks, ensure compliance, and support the company's long-term sustainability. Throughout the year of 2025, GCAS has managed to:

- Produce the Sustainability Statement for Annual Report 2024;
- Achieve 67.5% of EESG Internal Score Rating;
- Achieve zero fatality accident and successfully maintaining ISO 45001:2018 (OHSMS) & 14001:2015 (EMS) certification.
- Governed four (4) Frameworks, nine (9) policies and two (2) Standard Operating Procedures (SOPs);
- Renewal of certification from Corporate Integrity System Malaysia ("CISM") currently in progress;
- Produced Quarterly Risk Assessment and Reporting;
- Centralised the manuals and policies in the staff portal.

The risk management function is embedded within GCAS department to establish a structured reporting line for risk management and ensure that significant risks are escalated to the appropriate level. This structure facilitates alignment with Theta's strategic planning process and reinforces its commitment to sustainability and governance.

The GCAS supports the ARMC in fulfilling its risk management responsibilities by reviewing and assessing the adequacy of risk management policies and ensuring the availability of infrastructure, resources, and systems for effective risk management.

In collaboration with various business units, the GCAS facilitates the risk review process across the Group, reporting significant risks to the ARMC and ultimately to the Board. Additionally, the GCAS is responsible for ensuring the effective implementation of the risk management framework and ensuring that each business platform maintains its respective risk registers.

e) Internal Audit Function

The Board routinely reviews the Internal Audit Function's assessment of the adequacy and effectiveness of the Group's internal control framework. To uphold complete independence in managing risk and the internal control environment, the Company established an Internal Audit Unit ("IAU") to examine and evaluate the adequacy, existence, and effectiveness of the internal control system, as well as risk management and corporate governance of the group, which includes, among other things, the following:

- Reviewing the reliability and integrity of financial and operational information, as well as the methods used for identification, measurement, classification, and reporting.
- Evaluating the systems in place to ensure compliance with policies, plans, procedures, laws, and regulations that may significantly impact operations.
- Assessing the efficiency and effectiveness of resource utilization.
- Analysing operations to determine whether outcomes align with established objectives and goals and ensuring that activities are carried out as planned.
- Reporting Significant issues related to business and operational controls, along with recommendations for improvement, through periodic reports and timely follow-up reports to the ARMC and management.
- Assisting in the investigation of major suspected fraudulent activities and informing the ARMC and top management of the findings.
- Examining the measures in place to safeguard assets and, where necessary, verifying their existence.

During the year 2025, a total of (6) Internal Audit Reports were submitted to the ARMC, as follows:

- Internal Audit Review on Economic, Environmental, Social & Governance
- Internal Audit Review on Suruhanjaya Tenaga Project
- Internal Audit Review on MC 18 Project
- Internal Audit Review on SILICA Project
- Internal Audit Review on Account Receivables (AR) & Credit Management
- Internal Audit Review on Corporate Governance & Related Party Transactions

The Board, through the ARMC, undertakes periodic reviews of the adequacy and effectiveness of the Group's risk management and internal control system. This includes reviewing internal audit reports, risk registers, and management action plans. Where control gaps are identified, appropriate remedial actions are taken by Management and monitored by the ARMC to ensure timely resolution.

Statement on Risk Management and Internal Control

f) Anti-Bribery & Adequacy Policy

This policy is designed to provide the Board and employees with a reference on integrity-related issues while performing their duties. The policy sets the tone for commitment to a high standard of ethical and legal business conduct. As the businesses continue to grow, Theta and its employees are committed to presenting accurate information to guide the board, management, shareholders, and other stakeholders in making informed decisions. The general principles & prohibition under this policy shall apply to all Board members, employees and other third parties appointed by Theta as partners, consultants or vendors to perform services on behalf of the Group.

g) Corporate ESG & Sustainability Framework

The framework aims to provide guidelines for reporting on economic, Environmental, Social, and Governance. Theta has prioritized its corporate sustainability as an essential agenda item in the Annual Operating Plan. It has integrated ESG requirements into its business processes and strategies to manage risks and generate sustainable returns. Theta is committed to effective stewardship and good governance practices to maximise its long-term value, with a focus on sustainability issues throughout its business and operations. As Theta adapts to technological changes, it will face ESG challenges. ESG reporting and analysis per the framework will help Theta to evaluate the risk and impact of these changes.

h) Document Control Policy

The policy provides comprehensive guidelines on the documentation formatting across Theta and to ensure all documents necessary for the operation of the Company are managed systematically. This policy ensures that documents maintain integrity and complies with the International Standard Organization, i.e. ISO9001:2015 (Quality Management), ISO27001 (Information Security Management), and ISO22301 (Business Continuity Management), thereby enhancing operational efficiency, security and business resilience. It governs the entire lifecycle of documents, including creation, revision, approval, distribution, storage, archival, and disposal.

i) Whistleblower Policy

This policy aims to guide on the act of whistleblowing any wrongdoing, corrupt practices, unethical behaviour, and about to commit a criminal activity that may adversely affect the Group.

The Whistleblower policy shall provide an overview of the following:

- Integrity, Governance, and Compliance Unit (IGCU) role as the custodian of the whistleblowing channel and process.
- The reporting framework of whistleblowing cases.
- Whistleblowing reporting mechanism.
- Protection of whistleblowers' identity to avoid harassment, intimidation, victimization, reprisal, or detrimental action; and
- Confidentiality of disclosure or reports.
- The policy builds into the Group's culture, abhorrence for fraud, and that any conduct of this nature will not be tolerated. It also promotes a transparent and open environment for fraud reporting within the Group whilst protecting the identity of the person who lodges the report.

j) No Gift Policy

The Group practices and adopts a "No Gift Policy" whereby all employees, including our immediate family members, are prohibited from giving and receiving gifts in any form (in terms of goods or services, in money or kind, business courtesy, or other benefits) in their dealings with relevant third parties. One element of our corporate values is integrity. This policy applies to all our business conduct. It guides and maintains ethical values and business relationships and avoids conflict of interest.

k) Conflict of Interest & Disclosure Policy

This Policy is designed to assist the Directors, Officers and Employees in identifying situations that present potential conflicts of interest and guidelines on the disclosure process.

l) Code of Business Ethics for Directors, Employees and Stakeholders

This Code of Business Ethics has been designed according to the Company's core values: Courage, Accountability, Responsive, Engagement, and Simplicity (known as "CARES"). It entails the principles and rules of business conduct for directors, employees, and all relevant stakeholders interested in business dealings with the Group.



Statement on Risk Management and Internal Control

m) Personal Data Protection Policy

This policy aims to serve as a point of reference and is mandatory for the employees, departments and/or third party that are involved in dealing with personal data to comply with including any additional requirements listed in PDPA.

n) Employees Code of Conduct

The Employee Code of Conduct is communicated to all employees, and compliance with this Code is mandatory. The Code serves as guiding principle to assist employees in practicing high ethical business standards. It guides how business and duties are governed efficiently, effectively, and fairly.

o) Human Resources Management

The Group recognizes the importance of its staff in contributing to its growth and, therefore, places great emphasis on human resource development and training. The Group has established proper recruitment, performance appraisals, and promotion guidelines to ensure competent personnel are hired and retained at all management levels. The Group

has a Performance Management System linked to and guided by the Key Performance Indicator ("KPI") and departmental Balance Score Card. Individual KPIs are quantifiable in reflecting the critical success factors of an organisation in line with the department's Balance Score Card. The Performance Management Framework focuses on aligning the Group's direction by measuring revenue growth, operational profit, revenue quality, stakeholders' management, business processes, and organisational capabilities to ensure growth in the desired direction.

p) Health, Safety and Environment

The Group is committed to adequately managing the risk of health, safety, and environmental impact in the workplace. The Group has the ISO 45001:2018 Occupational Health & Safety Management System certification and ISO 14001:2015 for the Environmental Management System concerning managing information and Communication Technology (ICT) and Telecommunications services projects. A committee chaired by the Senior Management team member meets regularly to discuss HSE issues and ensure adherence to HSE policies.

CONTROL ACTIVITIES & MONITORING

The Group crafted its Annual Operating Plan to outline its operating strategy for the year, which is presented to and approved by the Board after deliberations. Senior Management meetings are held to monitor business performance and discuss critical issues related to the Annual Operating Plan.

Regular reports on performance against the targets set out in the plan, management action plans, operating vital problems, legal and regulatory matters, and any other significant issues that may affect the Group's Annual Operating Plan are presented to the Board for review and deliberation.

All functions across the Group are governed by relevant frameworks, guidelines, policies, and procedures, which are available in Theta's internal portal alongside the Code of Ethics, Discretionary Authority Limit, and other company related information.

ADEQUACY OF RISK MANAGEMENT AND INTERNAL CONTROL

The Board has undertaken a review of the adequacy and effectiveness of the Group's risk management and internal control system for the financial year under review and up to the date of approval of this statement.

This review is supported by:

- Ongoing oversight by the Audit and Risk Management Committee ("ARMC");
- Periodic risk management reporting, including updates on key risk exposures and mitigation plans;
- Internal Audit reviews conducted based on a risk-based audit plan;
- Management assurances on the effectiveness of internal controls within their respective areas of responsibility.

Statement on Risk Management and Internal Control

The Board is of the view that the Group’s risk management and internal control system is **adequate and effective**, in all material respects, to manage the risks identified and to support the achievement of the Group’s business objectives.

The Board acknowledges that the system of risk management and internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives. Accordingly, it can only provide **reasonable and not absolute assurance** against material misstatement, loss, or fraud.

The Group Managing Director/Chief Executive Officer and the Group Chief Financial Officer had assured the Board that the Group’s risk management and internal control system was operating adequately and effectively in all material aspects.

During the financial year under review, no material internal control weaknesses have been identified that would result in material losses or require disclosure in the Group’s Annual Report.

The Board will continue to review and enhance the Group’s risk management and internal control framework to ensure its ongoing relevance and effectiveness in addressing the evolving business environment, including emerging sustainability and climate-related risks.

REVIEW OF STATEMENT BY EXTERNAL AUDITORS

In compliance with Paragraph 15.23 of the Main Market Listing Requirements (“MMLR”), the external auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in the Integrated Report. They have informed the Board that, based on their review, nothing has come to their attention that suggests the statement is inconsistent with their understanding of the process undertaken by the Board in assessing the adequacy and integrity of the internal control system.

Their limited assurance review was performed per the Audit and Assurance Practice Guide (“AAPG”) 3, issued by the Malaysian Institute of Accountants.

AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the Group’s risk management and internal control systems. The External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that the statement intended to be included in the FYE 2025 annual report of the Group, in all material respects:

- a. has not been prepared per the disclosures required by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Companies or
- b. is factually inaccurate.

AAPG 3 does not require the External Auditors to consider whether the Directors’ Statement on Risk Management and Internal Control covers all risks and controls or to form an opinion on the adequacy and effectiveness of the Group’s risk management and internal control system, including the assessment and opinion by the Board and management thereon. The External Auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the Annual Report will remedy the issues.

CONCLUSION

The Board believes that the present internal control system is adequate for the Group to manage its risks and achieve its business objectives. The Board is committed to ensure that the Group, continuously reviews the internal control system to enhance shareholders’ investments effectively and safeguard the Group’s assets. This statement was approved by the Board of Directors on 30 April 2026.

Additional Compliance Information

(In accordance with appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Utilisation of Proceeds

During the financial year ended 31 December 2025, there were no proceeds received by the Company from any corporate proposals.

2. Audit and Non-Audit Fees

The fees payable to the External Auditor, Messrs KPMG PLT in relation to the audit and non-audit services rendered to Theta Edge Berhad (the Group or THETA) and its subsidiary companies for the financial year ended 31 December 2025 are as follows:

	THETA (RM'000)	GROUP (RM'000)
Audit	52	192
Non-Audit Fees	12	26
Total	64	218

3. Material Contracts

There are no material contract(s) (not being contracts entered into the ordinary course of business) by the Group involving the interest of the directors, chief executive who is not a director or major shareholders, either still subsisting at the end of the financial year ended 31 December 2025 or entered into since the end of the previous period directors and substantial shareholders' interest with the companies during the financial year.

4. Recurrent Related Party Transactions of a Revenue or Trading in Nature

The Company had at the Annual General Meeting held on 25 June 2025 obtained the shareholders' mandate to enter Recurrent Related Party Transactions (RRPT) of a revenue in a nature, which are necessary for the day-to-day operations on the terms not more favourable to the related party than those available to the public and not to the detriment of the minority shareholders.

The breakdown of the aggregate value and type of recurrent related party transactions conducted pursuant to the shareholders' mandate for the financial year ended 31 December 2025 is set out below:

Related Party With Whom the Group Is Transacting	Nature of Transaction	Company Within The Group Involved in RRPT	Interested Related Party	Aggregate Value (RM'000)
TH Group and/ or its associated company(ies) (Recipient)	i. The provision of ICT application support services. ii. The provision of maintenance for ICT hardware and software systems. iii. The provision of all related ICT system integration, system implementation and related services. iv. The provision of desktop management services and hardware leasing.	THETA Group and/or its subsidiaries (Provider)	TH Group, Tan Sri Abdul Rahman bin Mamat, Datuk Dyg Sadiyah binti Abg Bohan and Nik Johaan bin Nik Hashim	2,029

Notes:

¹ TH stand for Lembaga Tabung Haji, a major shareholder of the company.

² Tan Sri Abdul Rahman bin Mamat, Datuk Dyg Sadiyah binti Abg Bohan and Nik Johaan bin Nik Hashim are the Directors nominated and appointed by TH and they are deemed interested in the transactions.

Additional Compliance Information

5. Disclosure Of Financial Data For Shariah Screening

Pursuant to Paragraph 9.25A of the Main Market Listing Requirements/Paragraph 9.41(b) of the Main Market Listing Requirements/Rule 9.25A of the Ace Market Listing Requirements/Rule 6.13A of the Leap Market Listing Requirements, below are the financial data that are relevant for purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia. These include financial data on Shariah non-permissible income arising from the Group's business activities and interest-based financial position.

a) Group Total Income and Total Assets

	Group	
	2024 (RM'000)	2025 (RM'000)
Revenue	60,517	112,215
Other Income	1,428	421
Finance Income	457	806
Total	62,402	113,442
Total Assets	105,110	173,619

b) Component of Financial Position

(i) Cash Component

Islamic Account/Instruments	Remarks	Group	
		2024 (RM'000)	2025 (RM'000)
Deposits with licensed bank		3,156	3,238
Other cash equivalents	Restricted Cash	12,261	8,603
Cash at bank (exclude cash in hand)		15,428	7,747
Total		30,845	19,588

(ii) Debt Component

Islamic Financing	Group	
	2024 (RM' 000)	2025 (RM' 000)
Current		
Islamic Hire purchase payables	4,981	2,539
Bank overdrafts	-	908
Non-Current		
Islamic Hire purchase payables	2,071	1,530
Total	7,052	4,977

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Directors' Report

As At 31 December 2025

The Directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2025.

Principal activities

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiaries are stated in Note 4 to the financial statements.

There has been no significant change in the nature of these activities during the financial year.

Subsidiaries

The details of the Company's subsidiaries are disclosed in Note 4 to the financial statements.

Results

	Group RM'000	Company RM'000
Loss for the year attributable to:		
Owners of the Company	12,121	2,966

Reserves and provisions

There were no material movements to or from reserves and provisions during the year.

Dividend

No dividend was paid since the end of the previous financial year and the Directors do not recommend any dividend to be paid for the financial year under review.



Directors' Report

For The Year Ended 31 December 2025

Directors of the Company

Directors who served during the financial year until the date of this report are:

Tan Sri Abdul Rahman bin Mamat	
Azih bin Yusof	
Latifah binti M. Daud	
Adam Malik bin Azlan	
Shahrin binti Oli Mohamed	
Datuk Nuraslina binti Zainal Abidin	
Dato' Amrul Hisyam bin Alias	(appointed on 15 January 2026)
Dr Shahril bin Simon	(appointed on 15 January 2026)
Zainal 'Abidin bin Abd Jalil	(resigned on 25 April 2025)
Datuk Dyg Sadiyah binti Abg Bohan	(resigned on 6 January 2026)
Nik Johaan bin Nik Hashim	(resigned on 6 January 2026)

The Directors of the Company's subsidiaries in office during the financial year until the date of this report are:

Name of entity	Directors	
Advanced Business Solutions (M) Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Ramindra a/l Rajaram Kamilah binti Abdul Hamid	(appointed on 5 March 2026) (appointed on 5 March 2026) (resigned on 5 March 2026)
Impianas Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Sham Sol bin Ali	(appointed on 1 April 2025) (resigned on 1 April 2025)
Theta Services Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Ramindra a/l Rajaram	(appointed on 28 November 2025)
TH2.0 Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Ramindra a/l Rajaram	(appointed on 28 November 2025)
Theta Greentech Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin	
Theta Innovation Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Adam Malik bin Azlan	
Theta Healthcare Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Muhamad Shafiq bin Roslan Razina binti Abd Rashid Mohamad Izzat bin Serpudin	(appointed on 28 November 2025) (appointed on 27 May 2025 and resigned on 28 November 2025) (resigned on 27 May 2025)
Theta Technologies Sdn. Bhd.	Latifah binti M. Daud Azrul Hairi bin Zullkifli Nur Dalila binti Zainudin Razina binti Abd Rashid Syahrul Hafidz bin Suid	(appointed on 28 November 2025) (appointed on 28 November 2025) (appointed on 14 January 2025 and resigned on 28 November 2025) (resigned on 14 January 2025)
Theta Telecoms Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Chong Cheok Weng Johanis bin Abdul Rahman Zahari bin Abdul Jalil	(appointed on 28 November 2025) (appointed on 1 July 2025 and resigned on 30 March 2026) (resigned on 1 July 2025)
Theta Mobility Sdn. Bhd.	Datuk Nuraslina binti Zainal Abidin Azrul Hairi bin Zullkifli Razina binti Abd Rashid Mohamad Izzat bin Serpudin	(appointed on 28 November 2025) (appointed on 27 May 2025 and resigned on 28 November 2025) (resigned on 27 May 2025)

Directors' Report

For The Year Ended 31 December 2025

Directors' interests in shares

None of the Directors holding office at 31 December 2025 had any interest in the shares and of the Company and of its related corporations during the financial year.

Directors' benefits

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

The Directors' benefits paid or receivable by Directors in respect of the financial year ended 31 December 2025 are as follows:

	From the Company RM'000	From the subsidiaries RM'000
Directors of the Company:		
Fees	240	-
Salaries and other emoluments	1,588	-
	1,828	-

There were no arrangements during and at the end of the financial year which had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Issue of shares and debentures

There were no changes in the issued and paid-up capital of the Company. There were no debenture issued during the financial year.

Options granted over unissued shares

No options were granted to any person to take up unissued shares of the Company during the financial year.

Indemnity and insurance costs

During the financial year, total indemnity coverage of RM20,000,000 was effected with insurance premium of RM49,398 paid for the Directors and officers of the Group and of the Company.

There was no indemnity given to or insurance effected for auditors of the Group and of the Company during the financial year.

Other statutory information

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) all known bad debts have been written off and adequate provision made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- i) that would render the amount written off for bad debts or the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or



Directors' Report

For The Year Ended 31 December 2025

Other statutory information (continued)

At the date of this report, the Directors are not aware of any circumstances: (continued)

- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person, or
- ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet its obligations as and when they fall due.

In the opinion of the Directors, except for provision for litigations in the Group as disclosed in Note 15 of the financial statements, the financial performance of the Group and of the Company for the financial year ended 31 December 2025 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

Subsequent event

On 2 January 2026, there was a change in the Company's substantial shareholder following the disposal by Lembaga Tabung Haji ("LTH") of its entire equity interest of 27.28% in the Company, resulting in LTH ceasing to be a substantial shareholder.

Auditors

The auditors, KPMG PLT, have indicated their willingness to accept re-appointment.

The auditors' remuneration of the Group and of the Company during the year are RM192,000 and RM51,500 respectively.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

Tan Sri Abd Rahman bin Mamat
Director

Datuk Nuraslina binti Zainal Abidin
Director

Petaling Jaya, Selangor
Date: 30 April 2026

Statements of Financial Position

As At 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Assets					
Plant and equipment	2	3,722	4,899	3,268	4,115
Right-of-use asset	3	2,009	4,232	2,009	4,232
Investments in subsidiaries	4	-	-	76,162	76,518
Investment in joint venture	5	-	-	-	-
Intangible assets	6	2,513	2,241	-	-
Trade and other receivables	7	19,498	26,409	-	-
Total non-current assets		27,742	37,781	81,439	84,865
Inventories	8	44	44	-	-
Trade and other receivables	7	115,403	27,561	51,536	46,869
Contract assets	9	818	7,570	-	-
Contract costs	9	9,667	980	-	-
Current tax assets		357	329	9	37
Cash and cash equivalents	10	19,588	30,845	552	1,214
Total current assets		145,877	67,329	52,097	48,120
Total assets		173,619	105,110	133,536	132,985
Equity					
Share capital	11	115,019	115,019	115,019	115,019
Reserves		(66,416)	(54,295)	(57,117)	(54,151)
Equity attributable to owners of the Company		48,603	60,724	57,902	60,868
Liabilities					
Lease liabilities		11,131	17,854	417	2,412
Borrowings	12	1,530	2,071	-	-
Total non-current liabilities		12,661	19,925	417	2,412
Lease liabilities		6,372	6,640	1,624	1,992
Borrowings	12	3,447	4,981	-	-
Trade and other payables	13	101,932	12,219	73,593	67,713
Contract liabilities	9	604	621	-	-
Total current liabilities		112,355	24,461	75,217	69,705
Total liabilities		125,016	44,386	75,634	72,117
Total equity and liabilities		173,619	105,110	133,536	132,985

The notes on pages 140 to 176 are an integral part of these financial statements.

Statements of Profit or Loss and Other Comprehensive Income

For The Year Ended 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Revenue	14	112,215	60,517	9,201	14,616
Cost of sales		(102,522)	(58,191)	-	-
Gross profit		9,693	2,326	9,201	14,616
Other income		421	1,428	68	31
Selling and distribution costs		(1,683)	(6,206)	(363)	(728)
Administrative expenses		(10,398)	(11,976)	(9,060)	(10,143)
Net loss on impairment of financial instruments and contract assets		(4,040)	(291)	-	(64)
Other expenses		(6,487)	(3,491)	(2,902)	(13,896)
Results from operating activities		(12,494)	(18,210)	(3,056)	(10,184)
Finance income		1,943	1,999	157	20
Finance costs		(1,570)	(1,597)	(67)	(59)
Loss before tax	15	(12,121)	(17,808)	(2,966)	(10,223)
Tax expense	16	-	-	-	-
Loss for the year and total comprehensive expense for the year attributable to the owners of the Company		(12,121)	(17,808)	(2,966)	(10,223)
Basic/Diluted loss per ordinary share (sen)	17	(10.27)	(15.10)		

The notes on pages 140 to 176 are an integral part of these financial statements.

Statements of Changes in Equity

For The Year Ended 31 December 2025

	Note	Attributable to owners of the Company		
		Non-distributable		Total equity RM'000
		Share capital RM'000	Accumulated losses RM'000	
Group				
At 1 January 2024		115,019	(34,480)	80,539
Distribution to and total transactions with owners of the Company				
- Dividend to the owners of the Company	18	-	(2,007)	(2,007)
Loss for the year and total comprehensive expense for the year		-	(17,808)	(17,808)
At 31 December 2024/1 January 2025		115,019	(54,295)	60,724
Loss for the year and total comprehensive expense for the year		-	(12,121)	(12,121)
At 31 December 2025		115,019	(66,416)	48,603
		Note 11		
Company				
At 1 January 2024		115,019	(41,921)	73,098
Distribution to and total transactions with owners of the Company				
- Dividend to the owners of the Company	18	-	(2,007)	(2,007)
Loss for the year and total comprehensive expense for the year		-	(10,223)	(10,223)
At 31 December 2024/1 January 2025		115,019	(54,151)	60,868
Loss for the year and total comprehensive expense for the year		-	(2,966)	(2,966)
At 31 December 2025		115,019	(57,117)	57,902
		Note 11		

The notes on pages 140 to 176 are an integral part of these financial statements.

Statements of Cash Flows

For The Year Ended 31 December 2025

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash flows from operating activities				
Loss before tax	(12,121)	(17,808)	(2,966)	(10,223)
<i>Adjustments for:</i>				
Depreciation of plant and equipment	1,527	1,712	926	923
Depreciation of right-of-use asset	1,514	1,779	1,514	1,776
Gain on fair value of finance lease receivables	(1,682)	(629)	-	-
Interest income from finance lease	(1,137)	(1,542)	-	-
Net loss on impairment of financial instruments and contract assets	4,040	291	-	64
Intangible assets written off	150	-	-	-
Impairment of investments in subsidiaries (net of reversal)	-	-	356	11,196
Interest expense in relation to lease liabilities	531	534	67	59
Gain on lease modification	(10)	-	(10)	-
Borrowing costs	1,039	1,063	-	-
Income from deposits with licensed banks	(806)	(457)	(157)	(20)
Assets leased out financed by hire-purchase*	-	372	-	-
Operating (loss)/profit before changes in working capital	(6,955)	(14,685)	(270)	3,775
Changes in working capital:				
Inventories and contract costs	(8,687)	1,267	-	-
Trade and other receivables and contract assets	(75,400)	22,037	(4,667)	(1,300)
Trade and other payables and contract liabilities	89,696	(19,252)	5,880	1,576
Cash (used in)/generated from operating activities	(1,346)	(10,633)	943	4,051
Borrowing costs paid	(1,570)	(1,597)	(67)	(59)
Income tax (paid)/refunded	(28)	(229)	28	(10)
Net cash (used in)/generated from operating activities	(2,944)	(12,459)	904	3,982

The notes on pages 140 to 176 are an integral part of these financial statements.

Statements of Cash Flows

For The Year Ended 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash flows from investing activities					
Income from deposits with licensed banks		806	457	157	20
Purchase of plant and equipment		(350)	(524)	(79)	(152)
Purchase of intangible assets		(422)	(1,227)	-	-
Net cash from/(used in) investing activities		34	(1,294)	78	(132)
Cash flows from financing activities					
Dividend paid		-	(2,007)	-	(2,007)
Repayment of lease liabilities		(6,272)	(2,884)	(1,644)	(1,764)
Repayment of borrowings		(2,983)	(5,393)	-	-
Decrease/(Increase) in pledged deposits and restricted cash		3,576	(2,239)	720	(15)
Net cash used in financing activities		(5,679)	(12,523)	(924)	(3,786)
Net (decrease)/increase in cash and cash equivalents		(8,589)	(26,276)	58	64
Cash and cash equivalents at 1 January		15,428	41,704	260	196
Cash and cash equivalents at 31 December	10	6,839	15,428	318	260

Cash outflows for leases as lessee

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Included in net cash (used in)/ generated from operating activities:					
Interest expense in relation to lease liabilities	15	531	534	67	59
		531	534	67	59
Included in net cash used in financing activities:					
Payment of lease liabilities		6,272	2,884	1,644	1,764
Total cash outflows for leases		6,803	3,418	1,711	1,823

The notes on pages 140 to 176 are an integral part of these financial statements.



Statements of Cash Flows

For The Year Ended 31 December 2025

Reconciliation of movements of liabilities to cash flows arising from financing activity:

	Hire-purchase RM'000	Lease liabilities RM'000	Total RM'000
Group			
At 1 January 2024	12,073	6,171	18,244
Net changes from financing cash flows	(5,393)	(2,884)	(8,277)
Lease additions	-	21,207	21,207
Assets leased out financed by hire-purchase*	372	-	372
At 31 December 2024/1 January 2025	7,052	24,494	31,546
Net changes from financing cash flows	(2,983)	(6,272)	(9,255)
Modification of lease liabilities	-	(719)	(719)
At 31 December 2025	4,069	17,503	21,572
Company			
At 1 January 2024		6,168	6,168
Net changes from financing cash flows		(1,764)	(1,764)
At 31 December 2024/1 January 2025		4,404	4,404
Net changes from financing cash flows		(1,644)	(1,644)
Modification of lease liabilities		(719)	(719)
At 31 December 2025		2,041	2,041

* Assets leased out financed by hire-purchase is a non-cash adjustment

The notes on pages 140 to 176 are an integral part of these financial statements.

Notes to the Financial Statements

Theta Edge Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The address of its registered office and principal place of business is as follows:

Registered office and principal place of business

11B, Jalan 223
Seksyen 51A
46100 Petaling Jaya
Selangor Darul Ehsan

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities") and the Group's interest in a joint venture and a joint operation.

The Company is principally engaged in investment holding activities. The principal activities of the subsidiaries, joint venture and the joint operation are stated in Notes 4, 5 and 24 respectively in the financial statements.

The financial statements were approved by the Board of Directors on 30 April 2026.

1. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements of the Group and the Company have been prepared in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board ("MFRS Accounting Standards"), IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), and the requirements of the Companies Act 2016 in Malaysia.

The following are accounting standards, interpretations and amendments that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been adopted by the Group and the Company:

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2026

- Amendments to MFRS 9, Financial Instruments and MFRS 7, Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments
- Amendments that are part of Annual Improvements – Volume 11:
 - > Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards*
 - > Amendments to MFRS 7, *Financial Instruments: Disclosures*
 - > Amendments to MFRS 9, *Financial Instruments*
 - > Amendments to MFRS 10, *Consolidated Financial Statements*
 - > Amendments to MFRS 107, *Statement of Cash Flows*
- Amendments to MFRS 9, Financial Instruments and MFRS 7, *Financial Instruments: Disclosures – Contracts Referencing Nature-dependent Electricity*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2027

- MFRS 18, *Presentation and Disclosure in Financial Statements*
- MFRS 19, *Subsidiaries without Public Accountability: Disclosures*
- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Translation to a Hyperinflationary Presentation Currency*



Notes to the Financial Statements

1. BASIS OF PREPARATION (CONTINUED)

(a) Statement of compliance (continued)

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed

- Amendments to MFRS 10, *Consolidated Financial Statements* and MFRS 128, *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments, where applicable:

- from the annual period beginning on 1 January 2026 for the amendments that are effective for annual periods beginning on or after 1 January 2026.
- from the annual period beginning on 1 January 2027 for the accounting standards and amendments that are effective for annual periods beginning on or after 1 January 2027.

The initial application of the abovementioned accounting standards, amendments and interpretations is not expected to have any material financial impact to the current period and prior period financial statements of the Group and of the Company.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis.

(c) Functional and presentation currencies

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Group and the Company's functional currency. All financial information is presented in RM and has been rounded to the nearest thousand, unless otherwise stated.

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than those disclosed in the following notes:

- Note 3 – extension options and incremental borrowing rate in relation to leases
- Note 4 – impairment of investments in subsidiaries
- Note 14 – revenue recognition
- Note 20 – measurement of expected credit loss ("ECL")

Notes to the Financial Statements

2. PLANT AND EQUIPMENT

	Computer equipment RM'000	Office and test equipment RM'000	Furniture and fittings RM'000	Renovation RM'000	Plant and machinery RM'000	Digital media infrastructure RM'000	Total RM'000
Group							
Cost							
At 1 January 2024	1,889	1,625	15	5,640	1,386	445	11,000
Additions	372	20	11	121	-	-	524
At 31 December 2024/ 1 January 2025	2,261	1,645	26	5,761	1,386	445	11,524
Additions	350	-	-	-	-	-	350
At 31 December 2025	2,611	1,645	26	5,761	1,386	445	11,874
Depreciation and impairment loss							
At 1 January 2024							
Accumulated depreciation	1,068	1,208	13	976	990	445	4,700
Accumulated impairment loss	-	-	-	-	213	-	213
	1,068	1,208	13	976	1,203	445	4,913
Depreciation for the year	657	186	3	822	44	-	1,712
At 31 December 2024/ 1 January 2025							
Accumulated depreciation	1,725	1,394	16	1,798	1,034	445	6,412
Accumulated impairment loss	-	-	-	-	213	-	213
	1,725	1,394	16	1,798	1,247	445	6,625
Depreciation for the year	539	119	2	823	44	-	1,527
At 31 December 2025							
Accumulated depreciation	2,264	1,513	18	2,621	1,078	445	7,939
Accumulated impairment loss	-	-	-	-	213	-	213
	2,264	1,513	18	2,621	1,291	445	8,152
Carrying amounts							
At 1 January 2024	821	417	2	4,664	183	-	6,087
At 31 December 2024/ 1 January 2025	536	251	10	3,963	139	-	4,899
At 31 December 2025	347	132	8	3,140	95	-	3,722

Notes to the Financial Statements

2. PLANT AND EQUIPMENT (CONTINUED)

	Computer equipment RM'000	Office equipment RM'000	Furniture and fittings RM'000	Renovation RM'000	Total RM'000
Company					
Cost					
At 1 January 2024	263	179	12	5,613	6,067
Additions	-	19	11	122	152
At 31 December 2024/1 January 2025	263	198	23	5,735	6,219
Additions	79	-	-	-	79
At 31 December 2025	342	198	23	5,735	6,298
Depreciation					
At 1 January 2024	105	100	8	968	1,181
Depreciation for the year	87	14	3	819	923
At 31 December 2024/1 January 2025	192	114	11	1,787	2,104
Depreciation for the year	87	17	2	820	926
At 31 December 2025	279	131	13	2,607	3,030
Carrying amounts					
At 1 January 2024	158	79	4	4,645	4,886
At 31 December 2024/1 January 2025	71	84	12	3,948	4,115
At 31 December 2025	63	67	10	3,128	3,268

The carrying amounts of computer equipment of the Group and of the Company held under hire purchase arrangements are RM247,000 (2024: RM455,000) and RM Nil (2024: RM4,000) respectively.

Material accounting policy information**(a) Recognition and measurement**

Items of plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

(b) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment from the date that they are available for use.

The estimated useful lives for the current and comparative periods are as follows:

- Computer equipment 3 - 5 years
- Office and test equipment 5 - 10 years
- Furniture and fittings 10 years
- Renovation 5 - 7 years
- Plant and machinery 5 - 10 years
- Digital media infrastructure 5 years

Notes to the Financial Statements

3. RIGHT-OF-USE ASSETS

	Office building RM'000
Group	
At 1 January 2024	6,011
Depreciation for the year	(1,779)
At 31 December 2024/1 January 2025	4,232
Depreciation for the year	(1,514)
Modification of lease liabilities	(709)
At 31 December 2025	2,009
Company	
At 1 January 2024	6,008
Depreciation for the year	(1,776)
At 31 December 2024/1 January 2025	4,232
Depreciation for the year	(1,514)
Modification of lease liabilities	(709)
At 31 December 2025	2,009

The Group and the Company lease an office building for 3 years, with an option to renew the lease after that date.

3.1 Extension options

Lease of office building contains extension options exercisable by the Group and the Company up to one year before the end of the non-cancellable contract period. Where applicable, the Group and the Company seek to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and the Company and not by the lessors. The Group and Company assess at lease commencement whether it is reasonably certain to exercise the extension options. The Group and Company reassess whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

All potential future lease payments from assessment on extension options have been included in discounted lease liabilities.

3.2 Significant judgements and assumptions in relation to leases

The Group and the Company assess at lease commencement by applying significant judgement whether it is reasonably certain to exercise the extension options. The Group and the Company consider all facts and circumstances including their past practice and any cost that will be incurred to change the asset if an option to extend is not taken, to help them determine the lease term.

The Group and the Company also applied judgement and assumptions in determining the incremental borrowing rate of the respective leases. The Group and the Company first determine the closest available borrowing rates before using significant judgement to determine the adjustments required to reflect the term, security, value or economic environment of the respective leases.

3.3 Material accounting policy information

(a) Recognition and measurement

All right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Notes to the Financial Statements

3. RIGHT-OF-USE ASSETS (CONTINUED)

3.3 Material accounting policy information (continued)

(b) Recognition exemption

The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group and the Company recognise the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

4. INVESTMENTS IN SUBSIDIARIES

	Company	
	2025 RM'000	2024 RM'000
Cost of investments	181,153	181,153
Less: Accumulated impairment loss	(104,991)	(104,635)
	76,162	76,518

Allowance for impairment of investments in subsidiaries

	Company	
	2025 RM'000	2024 RM'000
At 1 January	104,635	93,439
Impairment loss recognised during the year	1,871	11,196
Reversal of impairment loss during the year	(1,515)	-
At 31 December	104,991	104,635

During the financial year, impairment indicators were identified in certain subsidiaries, primarily due to challenging business conditions in specific markets in which the Group operates. Accordingly, the Company performed an impairment assessment by comparing the carrying amounts of the investments in subsidiaries with their respective recoverable amounts.

The recoverable amounts of the affected subsidiaries were determined based on fair value less costs of disposal, adjusted for the net assets of the respective subsidiaries. As the aggregate carrying amounts of these subsidiaries exceeded their recoverable amounts, an impairment loss amounting to RM1,871,000 (2024: RM11,196,000) was recognised in other expenses in the profit or loss for the financial year.

A reversal of impairment loss amounting to RM1,515,000 (2024: RM Nil) was recognised during the financial year for certain subsidiaries, following improvements in their financial position. Accordingly, the carrying amounts of the investments were considered recoverable. The reversal was limited to the carrying amount that would have been recognised had no impairment loss been recognised previously.

Notes to the Financial Statements

4. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of subsidiaries are as follows:

Name of Company	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2025 %	2024 %
Advanced Business Solutions (M) Sdn. Bhd.	Malaysia	Dealers, software writers, compilers and testers, system developers, trainers and consultants in computers and all services related to information technology industry	100	100
Impianas Sdn. Bhd.	Malaysia	Public mobile data network operator	100	100
Theta Technologies Sdn. Bhd.	Malaysia	Sales and maintenance of computers and telecommunication equipment, peripherals and related services	100	100
Theta Services Sdn. Bhd.	Malaysia	Marketing of computer products, provision of application development services and all other computer related activities	100	100
Theta Telecoms Sdn. Bhd.	Malaysia	Supply of telecommunication equipment and services and provision of customised total systems integration services and solutions	100	100
Theta Greentech Sdn. Bhd.	Malaysia	Information technology solutions	100	100
Theta Healthcare Sdn. Bhd.	Malaysia	Distributions of computers and computers related equipment	100	100
TH2.0 Sdn. Bhd.	Malaysia	Investment holding company	100	100
Theta Innovation Sdn. Bhd.	Malaysia	Carrying on business associated with or in promotion of IT industry	100	100
<u>Subsidiary of Theta Technologies Sdn. Bhd.</u>				
Theta Mobility Sdn. Bhd.	Malaysia	Leased real estate-residential building, export and import goods	100	100

Material accounting policy information

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses.

Notes to the Financial Statements

5. INVESTMENT IN JOINT VENTURE

	Group and Company	
	2025 RM'000	2024 RM'000
Investment in shares*	-	-

* Denotes RM6 (2024: RM6)

Details of the joint venture are as follows:

Name of Company	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2025 %	2024 %
Digital EG Sdn. Bhd.	Malaysia	Businesses of development and implementation of the electronic government services project and the provision of other related services for the electronic government services project	60	60

Material accounting policy information

Investment in joint venture is measured in the Company's statement of financial position at cost less any impairment losses.

6. INTANGIBLE ASSETS - GROUP

	Work in progress RM'000
Cost/Carrying amounts	
At 1 January 2024	1,014
Additions	1,227
At 31 December 2024/1 January 2025	2,241
Additions	422
Written off	(150)
At 31 December 2025	2,513

Software

The development costs represent development and enhancement cost incurred related to the e-Procurement software, SakuPay, PilgrimPro and Hajj Mobility.

No amortisation for the year due to the software is still work in progress and not ready for its intended use.

Notes to the Financial Statements

7. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Non-current					
Trade					
Net investment in lease	7.1	19,498	26,409	-	-
Current					
Trade					
Trade receivables	7.2	98,143	11,375	-	-
Less: Impairment loss		(1,443)	(1,304)	-	-
		96,700	10,071	-	-

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Amount due from a subsidiary	7.3	-	-	43,498	43,498
Amount due from related parties	7.4	628	465	-	-
Less: Impairment loss		(21)	(21)	-	-
		607	444	43,498	43,498
Net investment in lease	7.1	10,956	13,895	-	-
		11,563	14,339	43,498	43,498
		108,263	24,410	43,498	43,498
Current					
Non-trade					
Amount due from subsidiaries	7.3	-	-	8,379	3,267
Less: Impairment loss		-	-	(1,105)	(1,105)
		-	-	7,274	2,162
Deposits		1,151	1,203	622	623
Other receivables		4,613	255	72	125
Prepayments		1,376	1,693	70	461
		7,140	3,151	764	1,209
		115,403	27,561	51,536	46,869
		134,901	53,970	51,536	46,869

Notes to the Financial Statements

7. TRADE AND OTHER RECEIVABLES (CONTINUED)**7.1 Net investment in lease**

	2025 RM'000	2024 RM'000
Group		
At 1 January	40,304	54,042
Addition	4,027	629
Interest income	1,137	1,542
Lease payments received	(15,014)	(15,909)
At 31 December	30,454	40,304

The Group leases computer equipment to third parties.

These leases transfer substantially all the risk and rewards incidental to ownership of the equipment. The Group expects the residual value of the equipment at the end of the lease term to be minimal. These leases do not include buy-back agreements or residual value guarantees.

The lease payments to be received are as follows:

	2025 RM'000	2024 RM'000
Group		
Less than one year	11,765	14,998
One to two years	9,517	10,687
More than two years	10,729	16,965
Total undiscounted lease payments	32,011	42,650
Unearned interest income	(1,557)	(2,346)
Net investment in lease	30,454	40,304

The following are recognised in profit or loss:

	2025 RM'000	2024 RM'000
Group		
Gain on fair value of finance lease receivables	1,682	629
Interest income	1,137	1,542

Notes to the Financial Statements

7. TRADE AND OTHER RECEIVABLES (CONTINUED)

7.2 Trade receivables

Included in the trade receivables of the Group is an amount due from trade debtors to be satisfied by the issuance of Irredeemable Convertible Preference Shares ("ICPS") amounted to amounted to RM1,031,991 (2024: RM1,031,991). However, the customer had been delisted from the Official List of Bursa Securities pursuant to Paragraph 8.04 of the Main Market Listing Requirements in September 2022. A full impairment has been provided on the amount due from the trade debtor in prior year.

7.3 Amount due from subsidiaries

The trade amount due from a subsidiary is in relation to trade transactions in the ordinary course of business, and subject to normal credit terms.

The non-trade amount due from subsidiaries is interest-free, unsecured and has no fixed terms of repayment.

7.4 Amount due from related parties

The amount due from related parties of the Group is in relation to trade transactions in the ordinary course of business, and subject to normal credit terms.

8. INVENTORIES

	2025 RM'000	2024 RM'000
Group		
Equipment and supplies, at cost	44	44

Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average method.

9. CONTRACT WITH CUSTOMERS

9.1 Contract assets/(liabilities)

	2025 RM'000	2024 RM'000
Group		
Contract assets	818	7,570
Contract liabilities	(604)	(621)

The contract assets primarily relate to the Group's rights to consideration for work completed on construction contracts but not yet billed at the reporting date. Typically, the amount will be billed upon agreed milestone achieved and payment is expected within 30 – 90 days.

The contract liabilities primarily relate to advance consideration received from customers for system development projects, which revenue is recognised overtime during the projects. The contract liabilities are expected to be recognised as revenue based on the stage of completion of the projects.

Notes to the Financial Statements

9. CONTRACT WITH CUSTOMERS (CONTINUED)

9.1 Contract assets/(liabilities) (continued)

Significant changes to contract assets and contract liabilities balances during the period are as follows:

	2025 RM'000	2024 RM'000
Group		
Contract liabilities at the beginning of the period recognised as revenue	(591)	(660)
Contract liabilities at the beginning of the period not recognised as revenue due to change in time frame	(30)	(30)
Contract assets at the beginning of the period not transferred to trade receivables due to change in time frame	606	2,295

9.2 Contract costs

	2025 RM'000	2024 RM'000
Group		
Cost to fulfil a contract	9,667	980

Cost to fulfil a contract comprises cost that relate directly to a contract and is expected to be recovered in the future.

Capitalised costs are charged out when the related revenues are recognised. In 2025, the amount charged out was RM980,000 (2024: RM2,231,000) and there were no impairment losses in relation to the costs capitalised.

10. CASH AND CASH EQUIVALENTS

	Note	Group		Company	
		2025 RM'000	2024 Reclassified RM'000	2025 RM'000	2024 Reclassified RM'000
Deposits placed with licensed banks	10.1	3,238	3,156	-	-
Cash and bank balances		7,747	15,428	318	260
Restricted cash	10.2	8,603	12,261	234	954
Cash and cash equivalents in the statements of financial position		19,588	30,845	552	1,214
Less: Pledged deposits		(3,238)	(3,156)	-	-
Less: Restricted cash		(8,603)	(12,261)	(234)	(954)
Less: Bank overdraft	12	(908)	-	-	-
Cash and cash equivalents in the statements of cash flows		6,839	15,428	318	260

Notes to the Financial Statements

10. CASH AND CASH EQUIVALENTS (CONTINUED)

10.1 Deposits placed with licensed banks

The average interest rates for deposits placed with licensed banks of the Group ranged from 2.20% to 2.60% (2024: 2.60% to 2.80%) per annum. The entire deposits placed with licensed banks of the Group are pledged for bank guarantees.

10.2 Restricted cash

Included in cash and cash equivalents of the Group and of the Company are amounts of RM8,603,000 and RM234,000 (2024: RM12,261,000 and RM954,000) respectively, which are under restricted use for bank facilities.

11. SHARE CAPITAL

	Amount 2025 RM'000	Number of shares 2025 ('000)	Amount 2024 RM'000	Number of shares 2024 ('000)
Group and Company				
Issued and fully paid ordinary shares with no par value classified as equity instruments:				
At 1 January/31 December	115,019	117,968	115,019	117,968

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

12. BORROWINGS

	Note	2025 RM'000	2024 RM'000
Group			
Non-current			
Hire-purchase		1,530	2,071
Current			
Hire-purchase		2,539	4,981
Bank overdraft - secured	10	908	-
		3,447	4,981
		4,977	7,052

Notes to the Financial Statements

12. BORROWINGS (CONTINUED)

The bank overdraft is secured by the corporate guarantee by the Company as disclosed in Note 20.4.

Hire-purchase are payable as follows:

	Future minimum lease payments 2025 RM'000	Borrowing cost 2025 RM'000	Present value of minimum lease payments 2025 RM'000	Future minimum lease payments 2024 RM'000	Borrowing cost 2024 RM'000	Present value of minimum lease payments 2024 RM'000
Less than one year	2,932	(393)	2,539	5,725	(744)	4,981
Between one and five years	1,768	(238)	1,530	2,395	(324)	2,071
	4,700	(631)	4,069	8,120	(1,068)	7,052

13. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Trade					
Trade payables		89,190	3,568	-	-
Accrued costs		2,424	3,752	-	-
Amount due to a subsidiary	13.1	-	-	24,142	24,142
		91,614	7,320	24,142	24,142
Non-trade					
Amount due to subsidiaries	13.1	-	-	47,552	41,903
Other payables and accruals	13.2	9,667	3,882	1,723	1,492
Deposits received		182	308	176	176
Sales tax payable		469	709	-	-
		10,318	4,899	49,451	43,571
		101,932	12,219	73,593	67,713

13.1 Amount due to subsidiaries

The trade amount due to a subsidiary is in relation to trade transactions in the ordinary course of business, and subject to normal credit terms.

The non-trade amount due to subsidiaries is interest-free, unsecured and has no fixed terms of repayment.

13.2 Other payables and accruals

Included in other payables and accruals of the Group during the year are provision for litigations with several third parties amounting to RM2,656,000 (2024: RM Nil).

Notes to the Financial Statements

14. REVENUE

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Revenue from contracts with customers	110,533	59,888	-	-
Other revenue				
- Gain on fair value of finance lease receivables	1,682	629	-	-
- Management fees	-	-	9,201	14,616
	112,215	60,517	9,201	14,616

14.1 Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by major products/services lines.

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Major products/services lines				
- Telecommunication services	4,886	33,257	-	-
- Equipment and application management services	9,642	7,906	-	-
- System integration projects	18,948	18,002	-	-
- Trading	77,057	623	-	-
- Energy and facility management	-	100	-	-
	110,533	59,888	-	-
Timing and recognition				
At a point in time	77,057	623	-	-
Overtime	33,476	59,265	-	-
	110,533	59,888	-	-



Notes to the Financial Statements

14. REVENUE (CONTINUED)

14.2 Nature of goods and services

The following information reflects the typical transactions of the Group and of the Company:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms
Telecommunication services	Revenue is recognised over time using the output method, measured based on the achievement of milestones as certified by the customer. The services provided are customised to meet customers' specifications and have no alternative use.	Based on agreed milestones, certified and accepted by customers' authorised signatories.
Equipment and application management services	Revenue is recognised over time over the agreement period.	Credit period of 30 days from invoice date.
System integration projects	Revenue is recognised over time based on milestones, certified and accepted by customers' authorised signatories.	Based on agreed milestones, certified and accepted by customers' authorised signatories.
Trading	Revenue is recognised at a point in time when the goods are delivered and accepted by the customer.	Credit period of 30 days from invoice date.
Energy and facility management	Revenue is recognised over time when the services are delivered and accepted by the customer.	Credit period of 30 days from invoice date.

There are no variable elements in consideration, obligation for returns or refund in all of the contracts for the provision of goods and services by the Group and the Company.

Notes to the Financial Statements

14. REVENUE (CONTINUED)

14.3 Transaction price allocated to the remaining performance obligations

The following table shows revenue from performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date. The disclosure is only providing information for contracts that have a duration for more than one year.

	2026 RM'000	2027 RM'000	2028 RM'000	2029 RM'000	2030 RM'000	Total RM'000
2025						
Telecommunication services	6,316	1,696	1,569	637	-	10,218
Equipment and application management services	12,710	7,974	6,597	5,706	5,706	38,693
System integration projects	30,793	1,589	895	-	-	33,277
	49,819	11,259	9,061	6,343	5,706	82,188

	2025 RM'000	2026 RM'000	2027 RM'000	2028 RM'000	Total RM'000
2024					
Telecommunication services		9,199	1,088	-	10,287
Equipment and application management services		7,398	3,095	1,961	13,438
System integration projects		1,210	-	-	1,210
Trading		1,185	-	-	1,185
		18,992	4,183	1,961	26,120

14.4 Significant judgements and assumptions arising from revenue recognition

The Group applied the following judgements and assumptions that significantly affect the determination of the amount and timing of revenue recognised from contracts with customers:

- For telecommunication services, the Group measured the performance of construction work using output method, based on the achievement of milestones as certified by the customer. Significant judgements are required upon assessing when the control is transferred; and
- For system integration, the Group measured the performance of the work done based on the milestone. Significant judgements are required upon assessing when the control is transferred.

Notes to the Financial Statements

15. LOSS BEFORE TAX

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Loss before tax is arrived at after charging/ (crediting):				
Auditors' remuneration:				
Audit fees:				
- KPMG PLT	192	159	52	49
Non-audit fees:				
- KPMG PLT	26	24	12	10
	218	183	64	59
Material expenses/(income)				
Other expenses:				
Depreciation of plant and equipment	1,527	1,712	926	923
Depreciation of right-of-use asset	1,514	1,779	1,514	1,776
Impairment of investments in subsidiaries (net of reversal)	-	-	356	11,196
Intangible assets written off	150	-	-	-
Provision for litigations	2,656	-	-	-
Personnel expenses (including key management personnel):				
- Salaries, bonus and allowances	15,888	21,858	5,298	6,759
- Contribution to Employees Provident Fund	1,788	2,568	589	896
- Others	18	216	5	59
Finance costs/(income)				
Interest expense on bank guarantee and overdraft	273	264	-	-
Interest expense on hire-purchase	766	799	-	-
Interest income from finance lease	(1,137)	(1,542)	-	-
Income from deposits with licensed banks	(806)	(457)	(157)	(20)
Expenses/(Income) arising from leases				
Interest expense in relation to lease liabilities	531	534	67	59
Income from short-term rental	-	-	(4)	(16)
Gain on lease modification	(10)	-	(10)	-
Net loss on impairment of financial instruments and contract assets				
Financial assets at amortised cost	139	291	-	64
Contract assets	3,901	-	-	-
	4,040	291	-	64

Notes to the Financial Statements

16. TAX EXPENSE

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Current tax expense				
- Current year	-	-	-	-
Reconciliation of tax expense				
Loss before tax	(12,121)	(17,808)	(2,966)	(10,223)
Income tax calculated using Malaysian tax rate of 24%	(2,909)	(4,274)	(712)	(2,454)
Non-deductible expenses	454	635	121	161
Non-chargeable income	(528)	(364)	-	-
Effect of deferred tax assets not recognised	2,983	4,003	591	2,293
	-	-	-	-

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Tax loss carry-forwards	111,513	103,023	14,165	12,609
Other deductible temporary differences	114,596	110,657	106,757	105,852
	226,109	213,680	120,922	118,461

Tax losses for which no deferred tax asset was recognised expire as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Expiring in 2028	71,191	72,079	10,335	10,335
Expiring in 2029	2,731	2,731	-	-
Expiring in 2030	2,074	2,074	504	504
Expiring in 2031	2,576	2,576	1,188	1,188
Expiring in 2032	1,755	1,755	-	-
Expiring in 2033	3,258	3,258	582	582
Expiring in 2034	18,550	18,550	-	-
Expiring in 2035	9,378	-	1,556	-
	111,513	103,023	14,165	12,609

Notes to the Financial Statements

16. TAX EXPENSE (CONTINUED)

Unrecognised deferred tax assets (continued)

Deferred tax assets have not been recognised in respect of these items due to history of recent losses and because it is not probable that future taxable profit will be available against which the Group can utilise the benefits.

Unutilised tax loss carry-forwards from a year of assessment can only be carried forward up to 10 consecutive years of assessment. Included in the other deductible temporary differences are unutilised capital allowances of the Group and of the Company amounting to RM21,172,000 and RM337,000 (2024: RM15,645,000 and RM170,000) respectively which do not expire under the current tax legislation.

17. LOSS PER ORDINARY SHARE

Basic loss per ordinary share

The calculation of basic loss per ordinary share was based on the loss attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

	Group	
	2025	2024
Loss for the year attributable to owners of the Company (RM'000)	12,121	17,808
Weighted average number of ordinary shares as at 31 December ('000)	117,968	117,968
Basic loss per ordinary share (sen)	10.27	15.10

Diluted loss per ordinary share

The diluted loss per ordinary share is the same as basis loss per ordinary share as there are no dilutive instruments as of the end of the current and last financial years.

18. DIVIDENDS

Dividends recognised by the Company:

	Sen per share	Total amount RM'000	Date of payment
2024			
Final (single tier) in respect of financial year ended 31 December 2023	0.017	2,007	10 July 2024

Notes to the Financial Statements

19. OPERATING SEGMENTS

The Group's reportable segments comprise of Information Technology and Telecommunication services. Both reportable segments offers different products and services and require different marketing strategies. The following summary describes the operations in each of the Group's reportable segments:

- Information technology - Consist of system integration work, trading of hardware and software.
- Telecommunication - Consist of provision of telecommunication engineering and communication services.

For each reportable segment, the Group Chief Operating Decision Maker ("CODM"), which is the Group Chief Executive Officer of the Company, reviews segment business progress on a weekly basis and internal management reports at least on a quarterly basis.

Performance is measured based on segment revenue and gross profit as included in the internal management reports that are reviewed by the CODM on quarterly basis. Segment revenue and gross profit are used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Business Segments

	Information technology RM'000	Telecommunication RM'000	Total amount RM'000
Group			
2025			
Revenue	107,329	4,886	112,215
Cost of sales	(95,042)	(7,480)	(102,522)
Gross profit/(loss)	12,287	(2,594)	9,693
2024			
Revenue	27,160	33,357	60,517
Cost of sales	(27,952)	(30,239)	(58,191)
Gross (loss)/profit	(792)	3,118	2,326

Segment assets

Segment assets information is neither included in the internal management reports nor provided regularly to the CODM. Hence, no disclosure is made on segment assets.

Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the CODM. Hence, no disclosure is made on segment liabilities.

Geographical information

There is no disclosure on geographical segment information as the Group does not have operations outside of Malaysia.

Notes to the Financial Statements

19. OPERATING SEGMENTS (CONTINUED)

Major customers

The following are major customers with revenue equal or more than 10 percent of Group revenue:

	2025 RM'000	2024 RM'000	Segment
Customer A	-	17,721	Telecommunication
Customer B	89,756	9,851	Information Technology

Material accounting policy information

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. Operating segment results are reviewed regularly by the chief operating decision maker, which in this case is the Chief Executive Officer of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

20. FINANCIAL INSTRUMENTS

20.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as amortised cost ("AC").

	Note	Carrying amount RM'000	AC RM'000
2025			
Financial assets			
Group			
Trade and other receivables	*	103,071	103,071
Cash and cash equivalents	10	19,588	19,588
		122,659	122,659
Company			
Trade and other receivables	*	51,466	51,466
Cash and cash equivalents	10	552	552
		52,018	52,018
Financial liabilities			
Group			
Trade and other payables	*	101,463	101,463
Borrowings	12	4,977	4,977
		106,440	106,440
Company			
Trade and other payables	13	73,593	73,593

* These balances exclude non-financial instruments balances.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.1 Categories of financial instruments (continued)

	Note	Carrying amount RM'000	AC RM'000
2024			
Financial assets			
Group			
Trade and other receivables	*	11,973	11,973
Cash and cash equivalents	10	30,845	30,845
		42,818	42,818
Company			
Trade and other receivables	*	46,408	46,408
Cash and cash equivalents	10	1,214	1,214
		47,622	47,622
Financial liabilities			
Group			
Trade and other payables	*	11,510	11,510
Borrowings	12	7,052	7,052
		18,562	18,562
Company			
Trade and other payables	13	67,713	67,713

* These balances exclude non-financial instruments balances.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.2 Net gains and losses arising from financial instruments

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Net gain/(loss) arising from:				
Financial assets at amortised cost:				
- Interest income from deposits with licensed banks	806	457	157	20
- Net impairment loss on financial assets	(139)	(291)	-	(64)
	667	166	157	(44)
Financial liabilities at amortised cost:				
- Interest expense on bank guarantee and overdraft	(273)	(264)	-	-
- Interest expense on hire-purchase	(766)	(799)	-	-
	(1,039)	(1,063)	-	-
	(372)	(897)	157	(44)

20.3 Financial risk management

The Group and the Company have exposures to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

20.4 Credit risk

Credit risk is the risk of a financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's and the Company's exposure to credit risk arises principally from its receivables from customers. There are no significant changes as compared to prior periods.

Trade receivables and contract assets

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Normally financial guarantees given by banks are obtained, and credit evaluations are performed on customers requiring credit over a certain amount.

At each reporting date, the Group or the Company assesses whether any of the trade receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired trade receivables and contract assets are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables and contract assets that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.4 Credit risk (continued)

Trade receivables and contract assets (continued)

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk arising from receivables is represented by the carrying amounts in the statements of financial position.

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group and the Company. The Group and the Company use ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due, which are deemed to have higher credit risk, are monitored individually.

Recognition and measurement of impairment losses

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 90 days. The Group's debt recovery process is as follows:

- a) Above 90 days past due after credit term, the Group will start to initiate a structured debt recovery process which is monitored by the sales management team; and
- b) Above 90 days past due, the Group will commence a legal proceeding against the customer.

The Group uses an allowance matrix to measure ECLs of trade receivables for all segments except for telecommunication segment. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to 90 days past due.

Loss rates are based on actual credit loss experience over the past three years. The Group also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables. Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the year.

For telecommunication contracts, as there are only a few customers, the Group assessed the risk of loss of each customer individually based on their financial information, past trend of payments and external credit ratings, where applicable.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.4 Credit risk (continued)

Trade receivables and contract assets (continued)

Recognition and measurement of impairment losses (continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at 31 December 2025 and 31 December 2024 which are grouped together as they are expected to have similar risk nature.

	Gross carrying amount RM'000	Loss allowances RM'000	Net balance RM'000
Group			
2025			
Current (not past due)	89,666	-	89,666
1 – 30 days past due	147	-	147
31 – 60 days past due	3,292	-	3,292
61 – 90 days past due	4,068	-	4,068
	97,173	-	97,173
Credit impaired			
More than 90 days past due	6,444	(5,492)	952
	103,617	(5,492)	98,125
Trade receivables	98,143	(1,443)	96,700
Trade amount due from related parties	628	(21)	607
Contract assets	4,846	(4,028)	818
	103,617	(5,492)	98,125
2024			
Current (not past due)	11,826	-	11,826
1 – 30 days past due	942	-	942
31 – 60 days past due	3,516	-	3,516
61 – 90 days past due	588	-	588
	16,872	-	16,872
Credit impaired			
More than 90 days past due	2,665	(1,452)	1,213
	19,537	(1,452)	18,085
Trade receivables	11,375	(1,304)	10,071
Trade amount due from related parties	465	(21)	444
Contract assets	7,697	(127)	7,570
	19,537	(1,452)	18,085

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.4 Credit risk (continued)

Trade receivables and contract assets (continued)

Recognition and measurement of impairment losses (continued)

	Gross carrying amount RM'000	Loss allowances RM'000	Net balance RM'000
Company			
2025			
More than 90 days past due	43,498	-	43,498
Trade amount due from a subsidiary	43,498	-	43,498
2024			
Current (not past due)	7,718	-	7,718
More than 90 days past due	35,780	-	35,780
	43,498	-	43,498
Trade amount due from a subsidiary	43,498	-	43,498

The movements in the allowance for impairment losses of trade receivables and contract assets during the financial year were:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
At 1 January	1,452	10,538	-	-
Bad debts written off	-	(9,377)	-	-
Net remeasurement of loss allowance	4,040	291	-	-
At 31 December	5,492	1,452	-	-

No other impairment was provided during the year as the Group and the Company are satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.



Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.4 Credit risk (continued)

Trade receivables and contract assets (continued)

Material accounting policy information

(a) Impairment

Financial assets

The Group and the Company recognise loss allowances for expected credit losses on financial assets measured at amortised cost. Expected credit losses are a probability-weighted estimate of credit losses.

The Group and the Company measure loss allowances at an amount equal to lifetime expected credit loss, except for cash and bank balance for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables, contract assets and lease receivables are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group and the Company estimate the expected credit losses on receivables using a provision matrix with reference to historical credit loss experience.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

At each reporting date, the Group and the Company assess whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The gross carrying amount of a financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's or the Company's procedures for recovery amounts due.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.4 Credit risk (continued)

Trade receivables and contract assets (continued)

Material accounting policy information (continued)

(a) Impairment (continued)

Net investment in leases

Risk management objectives, policies and processes for managing the risk

The Group manages credit risk on net investment in leases together with its leasing arrangements.

At the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position. There is no impairment loss on net investment in a lease during the year.

Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

Other receivables

Credit risks on other receivables are mainly arising from deposits paid for office buildings and fixtures rented. These deposits will be received at the end of each lease terms. The Group manages the credit risk together with the leasing arrangement.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

As at the end of the reporting period, the Group and the Company did not recognise any allowance for impairment losses.

Financial guarantees

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at higher of:

- The amount of the loss allowance; and
- The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance to the principles of MFRS 15, *Revenue from Contracts with Customers*.



Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.4 Credit risk (continued)

Financial guarantees (continued)

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries, which are issued to trade customers. The Company monitors the ability of the subsidiaries to repay their creditors on an individual basis.

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk amounts to RM20,116,000 (2024: RM25,734,000) representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period.

The financial guarantees are provided as credit enhancements in respect of the subsidiaries' banking facilities.

Recognition and measurement of impairment loss

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- The subsidiary is unlikely to repay its credit obligation to the bank in full; or
- The subsidiary is continuously loss making and is having a deficit shareholder's fund.

The Company determines the probability of default of the financial guarantees individually using internal information available.

As at the end of the reporting period, there was no indication that the subsidiaries would default on repayment.

Subsidiaries' advances

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured advances to subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries, and repayments made by the subsidiaries.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

Advances provided are not secured by any collateral or supported by any credit enhancements.

Recognition and measurement of impairment losses

Generally, the Company considers advances to subsidiaries have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' advances when they are payable, the Company considers the advances to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's advances to be credit impaired when:

- The subsidiary is unlikely to repay its advances to the Company in full;
- The subsidiary's advance is overdue for more than 365 days; or
- The subsidiary is continuously making loss making and is having a deficit shareholder's fund

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.4 Credit risk (continued)

Subsidiaries' advances (continued)

Recognition and measurement of impairment losses (continued)

The Company determines the probability of default for these advances individually using internal information available.

The following table provides information about the exposure to credit risk and ECL's for subsidiaries' advances as at 31 December 2025 and 31 December 2024.

	Gross carrying amount RM'000	Loss allowances RM'000	Net balance RM'000
Company			
2025			
Low credit risk	3,956	-	3,956
Credit impaired	4,423	(1,105)	3,318
	8,379	(1,105)	7,274
2024			
Credit impaired	3,267	(1,105)	2,162

The movement in the allowance for impairment in respect of subsidiaries' advances during the year is as follows:

	Lifetime ECL	
	2025 RM'000	2024 RM'000
Company		
Balance at 1 January	1,105	1,041
Net remeasurement of loss allowance	-	64
Balance at 31 December	1,105	1,105

20.5 Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as they fall due. The Group's and the Company's exposures to liquidity risk arise principally from its various payables, loans and borrowings.

The Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.5 Liquidity risk (continued)

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Maturity analysis

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

	Carrying amount RM'000	Effective profit rate %	Contractual cash flows RM'000	Less than 1 year RM'000	1 – 5 years RM'000
Group					
2025					
<i>Non-derivative financial liabilities</i>					
Lease liabilities	17,503	2.6-4.2	18,207	6,762	11,445
Borrowings	4,977	3.0-8.06	5,608	3,840	1,768
Trade and other payables	101,463	-	101,463	101,463	-
	123,943		125,278	112,065	13,213
2024					
<i>Non-derivative financial liabilities</i>					
Lease liabilities	24,494	2.6-4.2	25,767	7,180	18,587
Borrowings	7,052	3.0-3.94	8,120	5,724	2,396
Trade and other payables	11,510	-	11,510	11,510	-
	43,056		45,397	24,414	20,983
Company					
2025					
<i>Non-derivative financial liabilities</i>					
Lease liabilities	2,041	4.2	2,091	1,673	418
Trade and other payables	73,593	-	73,593	73,593	-
Financial guarantees	-	-	20,116	20,116	-
	75,634		95,800	95,382	418
2024					
<i>Non-derivative financial liabilities</i>					
Lease liabilities	4,404	4.2	4,561	2,090	2,471
Trade and other payables	67,713	-	67,713	67,713	-
Financial guarantees	-	-	25,734	25,734	-
	72,117		98,008	95,537	2,471

20.6 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and profit rates that will affect the Group's and the Company's financial position or cash flows.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.6 Market risk (continued)

20.6.1 Effective profit rate risk

The Group's and the Company's non-trade receivables, cash and cash equivalents, and fixed rate hire-purchases are exposed to a risk of change in their fair value due to changes in profit rates. The Group's variable rate instruments are exposed to a risk of change in cash flows due to changes in interest rates.

Exposure to effective profit rate risk

The profit rate profile of the Group's and the Company's significant profit-bearing and profit-earning financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Fixed rate instruments				
Financial assets	3,238	3,156	-	-
Financial liabilities	(4,069)	(7,052)	-	-
Lease liabilities	(17,503)	(24,494)	(2,041)	(4,404)
	(18,334)	(28,390)	(2,041)	(4,404)
Floating rate instruments				
Financial liabilities	(908)	-	-	-

(a) *Fair value sensitivity analysis for fixed rate instruments*

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in profit rates at the end of the reporting period would not affect profit or loss.

(b) *Cash flow sensitivity analysis for variable rate instrument*

A change of 100 basis points ("bp") in interest rates at the end of the reporting period would have increased/(decreased) post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Group	
	2025 RM'000	2024 RM'000
2025		
Floating rate instrument	(7)	7

20.7 Fair value of financial instruments

The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables and short term borrowings reasonably approximate fair values due to the relatively short term nature of these financial instruments.

Notes to the Financial Statements

20. FINANCIAL INSTRUMENTS (CONTINUED)

20.7 Fair value of financial instruments (continued)

The table below analyses financial instruments not carried at fair value for which fair value is disclosed, together with their fair values and carrying amounts shown in the statements of financial position.

	Fair value of financial instruments not carried at fair value Level 3 RM'000	Carrying amount RM'000
Group		
2025		
Financial liabilities		
Borrowings	3,831	4,069
2024		
Financial liabilities		
Borrowings	8,106	7,052

Level 3 fair value

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the key unobservable inputs used in the valuation models.

Financial instruments not carried at fair value

Type	Description of valuation technique and inputs used
Borrowings	Pre-determined cash flows using a rate based on the current market rate of borrowing of the respective Group entities at the time of borrowing.

Material accounting policy information

Fair value of an asset or a liability, except for lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair value is categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical asset or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

The Group recognises the transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

Notes to the Financial Statements

21. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain creditor and market confidence and to sustain future development of the business. The Directors monitor the adequacy of working capital on an ongoing basis.

During the year, the Group's strategy which was unchanged from 2024, was to maintain a debt-to-equity ratio of not more than 1.25 times to comply with its banking facilities covenant. The debt-to-equity ratios at 31 December 2025 and 31 December 2024 were as follows:

	Note	Group	
		2025 RM'000	2024 RM'000
Borrowing	12	4,977	7,052
Lease liabilities		17,503	24,494
Less: Cash and cash equivalents	10	(19,588)	(30,845)
Net debt		2,892	701
Total equity		48,603	60,724
Debt-to-equity ratio		0.06	0.01

If the Group were to breach the covenants, these facilities would become payable on demand or cancelled. The Group regularly monitors its compliance with all covenants.

The Group and the Company has complied with all covenants throughout the reporting period and there is no breach in any of the financial covenants. There is no indication that the Group and the Company would have difficulties complying with the covenants when they will be next tested.

22. CONTINGENT LIABILITIES

22.1 Bank guarantees issued to trade customers

During the financial year, the Group and the Company had bank guarantee arrangements in place with certain trade customers in respect of services provided, amounting to RM15,400,000 and RM288,000 (2024: RM18,606,000 and RM382,000), respectively. The Group and the Company pledged fixed deposits and restricted cash amounting to RM11,841,000 and RM234,000 (2024: RM15,417,000 and RM954,000), respectively, as collateral.

22.2 Corporate guarantee issued to a supplier

During the financial year, the Group and the Company issued a corporate guarantee to a supplier for goods and services with a maximum guaranteed amount of RM111,602,000 (2024: RM Nil). During the financial year, goods and services amounting to RM78,101,000 were transacted pursuant to the said arrangement. As at the reporting date, the outstanding amount covered under the corporate guarantee amounted to RM33,501,000.

Material accounting policy information

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is not recognised in the statements of financial position and is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Notes to the Financial Statements

23. RELATED PARTY TRANSACTIONS

Significant related party transactions

Related party transactions have been entered into in the normal course of business under normal trade terms. The significant related party transactions of the Group and of the Company are shown below. The balances related to the below transactions are shown in Notes 7 and 13.

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
A. Related party				
Sale of goods	2,029	3,098	-	-
B. Subsidiaries				
Management fee income	-	-	9,201	14,616
C. Key management personnel				
<i>Directors</i>				
- Fees	240	243	240	243
- Salaries and other emoluments	1,588	715	1,588	715
	1,828	958	1,828	958
Other key management personnel				
- Salaries and other emoluments	463	2,334	463	2,334
	2,291	3,292	2,291	3,292

Other key management personnel comprise persons other than the Directors of Group entities, having authority and responsibility for planning, directing and controlling the activities of the Group entities either directly or indirectly.

24. INTEREST IN JOINT OPERATION - GROUP

During the year, the Group entered into a joint operation. Details of the joint operation are as follows:

Name of joint operation	Principal activities	Effective ownership interest and voting interest	
		2025 %	2024 %
Unincorporated in Malaysia			
The Consortium of Harta Unity Sdn. Bhd. & Theta Technologies Sdn. Bhd.	Undertake the procurement, construction, and commissioning of fiber optic infrastructure along Petronas Gas Berhad's pipeline right of way (row) Silica project – Package A 'Northern'	30	-

Notes to the Financial Statements

24. INTEREST IN JOINT OPERATION - GROUP (CONTINUED)

The summarised financial information of the Group's interest in joint operation are as follows:

	Group	
	2025 RM'000	2024 RM'000
Summarised statements of financial position		
Current assets (including cash and cash equivalents)	16,477	-
Current liabilities	(4,741)	-
Net assets	11,736	-
Summarised statements of comprehensive income		
Revenue	7,317	-
Cost of sales	(3,260)	-
Other expenses	(533)	-
Finance costs	(3)	-
Profit for the year	3,521	-

Contingent liabilities

	Group	
	2025 RM'000	2024 RM'000
Share of joint operations' contingent liabilities incurred jointly with other investor:		
- Bank guarantees issued to a trade customer	8,787	-

25. SUBSEQUENT EVENT

On 2 January 2026, there was a change in the Company's substantial shareholder following the disposal by Lembaga Tabung Haji ("LTH") of its entire equity interest of 27.28% in the Company, resulting in LTH ceasing to be a substantial shareholder.

26. COMPARATIVE FIGURES

Certain comparatives have been reclassified to conform to the current year's presentation.



Statement By Directors

Pursuant to Section 251(2) of the Companies Act 2016

In the opinion of the Directors, the financial statements set out on pages 134 to 176 are drawn up in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board, IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2025 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

Tan Sri Abdul Rahman bin Mamat

Director

Datuk Nuraslina binti Zainal Abidin

Director

Petaling Jaya, Selangor

Date: 30 April 2026

Statutory Declaration

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, **Chong Cheok Weng**, the officer primarily responsible for the financial management of Theta Edge Berhad, do solemnly and sincerely declare that the financial statements set out on pages 134 to 176 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed Chong Cheok Weng, 720320-14-5029, MIA 21132 at Petaling Jaya, Selangor on 30 April 2026.

Chong Cheok Weng

Before me: 30 April 2026

Independent Auditors' Report

To The Members of Theta Edge Berhad

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Theta Edge Berhad, which comprise the statements of financial position as at 31 December 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 134 to 176.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2025, and of their financial performance and their cash flows for the year then ended in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board ("MFRS Accounting Standards"), IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our auditors' report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group for the current year. These matters were addressed in the context of our audit of the financial statements of the Group and Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of trade receivables and contract assets	
Refer to Note 7 and Note 9 – Trade receivables and contract assets	
The key audit matter	How the matter was addressed in our audit
<p>There were significant level of trade receivables as at 31 December 2025 of RM96,700,000 (2024: RM10,071,000) and contract assets of RM818,000 (2024: RM7,570,000).</p> <p>The collectability and the adequacy of the allowance for impairment of the Group's trade receivables was a key audit matter due to the judgement applied by the Group which involved estimation based on customers' repayment trend.</p>	<p>We performed the following audit procedures, among others:</p> <ul style="list-style-type: none"> We have obtained understanding and evaluated the design and implementation on the control of the Group's process over collection of trade receivables; We evaluated the reliability on trade receivables ageing report based on invoice date and credit term; We have assessed the adequacy of the allowance for impairment of trade receivables and contract assets, and challenged the Group's assumptions by assessing the repayment trend throughout the year and payment received subsequent to the year end; We have reviewed management's computation of expected credit losses (ECL) to assess the adequacy of specific and general ECL for outstanding balances provided by management; and We have obtained management's listing of customer contracts subject to dispute and evaluated whether the related contract assets require impairment. This included assessing the status of the disputes, management's assumptions on recoverability, and the appropriateness of any reversals or impairments recognised.

Independent Auditors' Report

To The Members of Theta Edge Berhad

Key Audit Matters (continued)

Accuracy of revenue recognition including revenue from contract with customers	
Refer to Note 14 - Revenue	
The key audit matter	How the matter was addressed in our audit
<p>We have identified the accuracy of revenue recognition of the Group as a key audit matter as it was inherently complex due to the contracting nature of the business, which involved significant judgements.</p> <p>Revenue derived from contracts with customers is where multiple type of services were rendered over a period of times. We focused on these contracts as they involved significant estimates and critical judgements made by the Group whether:</p> <ul style="list-style-type: none"> Contractual rights and obligations were properly recognised and measured; Accurate recording of revenue which was highly dependent on judgement exercised by the Group in assessing the valuation of contract variations, claims and liquidated damages; and Completeness and accuracy of the budgeted cost to complete. <p>Revenue involving system integration projects and telecommunication services was complex due to the judgements involved to assess if performance obligation was fulfilled based on milestone.</p>	<p>We performed the following procedures, among others:</p> <ul style="list-style-type: none"> We evaluated the design and implementation over the controls of the budget preparation and review process; We read and understood the key terms and conditions of selected contracts with customers; We obtained understanding on the product features of material bundled contracts to identify separate performance obligations and transaction price allocated to the respective performance obligations; We tested each performance obligations according to the controls adopted by the Group for each revenue recognition; We evaluated the principal and agent assessment performed by management pertaining to the contracts with customers; We assessed the valuation of contract variations, claims and liquidated damages both within the contract revenue and contract costs via inspection of correspondence with customers and suppliers respectively; For revenue involving system integration projects and telecommunication services relating to engineering services, we tested the performance of workdone based on milestone. We tested the contract asset amounts by inspecting the subsequent billing and progress reports to evaluate the progress of the system integration services delivered to the customer as at year end; We reviewed year-end progress reports and related supporting documentation to confirm that revenue was recognised in the appropriate accounting period, and that no milestones achieved prior to year end were omitted from revenue recognition; and We tested contract liabilities by inspecting sales invoices and contracts to determine whether it was recognised in the correct period.

We have determined that there are no key audit matters in the audit of the separate financial statements of the Company to communicate in our auditors' report.

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

Independent Auditors' Report

To The Members of Theta Edge Berhad

Information Other than the Financial Statements and Auditors' Report Thereon (continued)

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with MFRS Accounting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the ability of the Group and of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Group and of the Company.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.



Independent Auditors' Report

To The Members of Theta Edge Berhad

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group or of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that gives a true and fair view.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

KPMG PLT
(LLP0010081-LCA & AF 0758)
Chartered Accountants

Petaling Jaya, Selangor

Date: 30 April 2026

Muhammad Azman bin Che Ani
Approval Number: 02922/04/2028 J
Chartered Accountant

Analysis of Shareholdings

As At 30 March 2026

Number of Shares Issued: 117,967,569 ordinary shares

Class of Shares : Ordinary shares

Voting Rights : One vote per share

DISTRIBUTION OF SHAREHOLDINGS

Category	No. of Shareholders	No. of Shares Held	%
Less than 100 shares	680	18,096	0.015
100 to 1,000 shares	4,241	1,276,566	1.082
1,001 to 10,000 shares	1,679	7,475,573	6.336
10,001 to 100,000 shares	674	20,448,209	17.333
100,001 to less than 5% of issued shares	106	40,700,975	34.501
5% and above of issued shares	2	48,048,150	40.729
TOTAL	7,382	117,967,569	100.0000

THIRTY LARGEST SHAREHOLDERS

Name of Shareholder	No. of Shares	%
1. RHB NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Stealth Solutions Sdn. Bhd.</i>	32,179,250	27.278
2. REDTONE DIGITAL BERHAD	15,868,900	13.451
3. BERJAYA EQUITY NOMINEES (TEMPATAN) SDN BHD <i>Berjaya Mutuial Berhad For Amanah Raya Berhad For Common Fund</i>	4,670,000	3.958
4. MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Redtone Equity Sdn Bhd</i>	2,270,900	1.925
5. CIMSEC NOMINEES (TEMPATAN) SDN BHD <i>Cimb For Pang Kong Hong</i>	2,100,000	1.780
6. ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Raymond Cheah Sin Beng</i>	1,407,000	1.192
7. ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Chua Soah Sen</i>	1,370,100	1.161
8. MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>Wong King Hoong</i>	1,170,000	0.991
9. TA NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Chok Pui Woon</i>	1,135,800	0.962
10. MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Mohd Rusdi bin Draman @ Yusof</i>	1,069,000	0.906
11. CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. <i>Pledged Securities Account For Teh Swee Heng</i>	946,800	0.802
12. TEOH BENG KEONG	900,000	0.762



Analysis of Shareholdings

THIRTY LARGEST SHAREHOLDERS (CONTINUED)

Name of Shareholder	No. of Shares	%
13. PERTUBUHAN KESELAMATAN SOSIAL <i>PKSACT41969 P2</i>	880,000	0.745
14. JAGJIT SINGH A/L SARJIT SINGH	851,000	0.721
15. AHMAD BIN MOHAMED NOOR	848,200	0.719
16. LIM POW TOON	653,000	0.553
17. KENANGA NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Chew Ba Bah @ Chew Yew Khoon</i>	600,000	0.508
18. TUNG CHING AUN	569,800	0.483
19. CHUA SOAK SUN	562,200	0.476
20. MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Sireh Emas Marketing Sdn Bhd</i>	517,800	0.438
21. CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. <i>Pledged Securities Account For Luqman bin Mohamed Jakel</i>	500,000	0.423
22. KENANGA NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Mohamed Faroz Bin Mohamed Jakel</i>	488,200	0.413
23. MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>Khor Mei Hwa</i>	466,000	0.395
24. PUBLIC NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Ling Su You</i>	459,100	0.389
25. YONG HUA TING	440,000	0.372
26. CIMSEC NOMINEES (TEMPATAN) SDN BHD <i>Cimb For Chow Han Yuan</i>	432,100	0.366
27. MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>Pledged Securities Account For Azrui Nizam bin Itam</i>	413,300	0.350
28. CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. <i>Pledged Securities Account For Noor Saleehan binti Borhan</i>	410,400	0.347
29. GAN CHEE KENG	410,000	0.347
30. APEX NOMINEES (TEMPATAN) SDN. BHD. <i>Pledged Securities Account For Tang Bee Ngoh</i>	401,000	0.339
TOTAL	74,989,850	63.568

Analysis of Shareholdings

SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

(According to the Register of Substantial Shareholders as at 30 March 2026)

Name of Shareholder	No. of Shares	%
1. RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Stealth Solutions Sdn.	32,179,250	27.278
2. REDtone Digital Berhad	15,868,900	13.451

DIRECTORS' SHAREHOLDINGS

(According to the Register of Directors' Shareholdings as at 30 March 2026)

Name	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
1. Adam Malik bin Azlan	-	-	-	-
2. Azih bin Yusof	-	-	-	-
3. Dato' Amrul Hisyam bin Alias	-	-	-	-
4. Datuk Nuraslina binti Zainal Abidin	-	-	-	-
5. Dr. Shahril bin Simon	-	-	-	-
6. Latifah binti M.daud	-	-	-	-
7. Shahrin binti Oli Mohamed	-	-	-	-
8. Tan Sri Abdul Rahman bin Mamat	-	-	-	-



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.

Notice of Thirty-Third Annual General Meeting

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 via 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.



Notice of Thirty-Third Annual General Meeting

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 Simon 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.

Notice of Thirty-Third Annual General Meeting

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 82 to 89 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 102 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

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CDS Account No.

I/We _____ (name as per NRIC, in capital letters)

NRIC No./Registration No. _____ (new) _____ (old)

of _____

_____ (full address)

being a member(s) of **THETA EDGE BERHAD (Registration No. 199301005265 (260002-W))**, hereby appoint the following person(s):

Name	NRIC/Passport No.	Address	Email Address	No. of shares to be represented by proxy
1.				
2.				

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Thirty-Third Annual General Meeting ("33rd AGM") of the Company to 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 10.00 a.m. and at any adjournment thereof, in the manner indicated below:

RESOLUTIONS		FOR	AGAINST
Resolution 1	To re-elect the retiring Director, Dato' Amrul Hisyam bin Alias.		
Resolution 2	To re-elect the retiring Director, Dr. Shahril bin Simon.		
Resolution 3	To re-elect the retiring Director, Adam Malik bin Azlan.		
Resolution 4	To re-elect the retiring Director, Latifah binti M. Daud.		
Resolution 5	To approve the payment of Directors' fees for an amount up to RM290,000.00 for the financial year ending 31 December 2026.		
Resolution 6	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 7	To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Resolution 8	Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016 and waiver of pre-emptive rights.		

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.)

Signature/Common Seal

Number of shares held: _____

Date: _____

Notes:

- 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.
- Where a member of the Company is an exempt authorized 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.
- 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.
- 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.
- 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, Wilayah Persekutuan, 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://tih.online> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

Members Entitled to Attend

- 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.

PERSONAL DATA NOTICE

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data notice set out in the notice of the 33rd AGM dated 30 April 2026.

..... *Fold this flap for sealing*

..... *Then fold here*

AFFIX
STAMP

Share Registrar
Theta Edge Berhad
(Registration No.: 199301005265(260002-W))
Unit 32-01, Level 32, Tower A,
Vertical Business Suite, Avenue 3,
Bangsar South, No 8 Jalan Kerinchi
59200 Kuala Lumpur

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theta

TOGETHER FOR A SUSTAINABLE FUTURE

Theta Edge Berhad's Headquarters,
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Selangor Darul Ehsan, Malaysia.

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