

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

QUARTERLY REPORT

(A) Notes to the Condensed Consolidated Interim Financial Statements

A.1 Basis of preparation and significant accounting policies

These condensed consolidated interim financial statements are unaudited and have been prepared in accordance with Financial Reporting Standards ('FRS') 134 "Interim Financial Reporting" and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ('BMSB'), and should be read in conjunction with the annual financial report for the financial year ended 31 December 2010.

The accounting policies and presentation applied for the interim financial statements are consistent with those applied for the annual financial statements for the financial year ended 31 December, 2010 except for the adoption of the following new and revised FRSs and amendments to FRSs which are relevant to the Group's operations:-

Revised FRSs and Amendments to FRSs		Effective Date
FRS 1	First-time Adoption of Financial Reporting Standards (Compiled January 2011)	1.7.2010
Amendments to FRS 1	Limited Exemption from Comparative FRS 7 Disclosure for First-time adopter (Amendment to FRS 1)	1.1.2011
	Additional Exemptions for First-time Adopters (Amendments to FRS 1)	1.1.2011
	Amendments to FRS 1 [improvements to FRSs (2010)]	1.1.2011
Amendments to FRS 2	Share-based Payment	1.7.2010
	Group Cash settled Share Based Payment	1.1.2011
FRS 3	Business Combinations (Compiled April 2011)	1.7.2010
Amendments to FRS 3	Improvements to FRSs 2010	1.1.2011
Amendments to FRS 5	Non-current Assets Held for Sale and Discontinued Operations	1.7.2010
Amendments to FRS 7	Financial Instruments: Disclosures: Amendments relating to improving disclosures about financial instruments	1.1.2011
	Improvements to FRSs 2010	1.1.2011
Amendments to FRS 101	Presentation of Financial Statements	1.1.2011
	Improvements to FRSs 2010	1.1.2011
Amendments to FRS 121	Improvements to FRSs 2010	1.1.2011
FRS 127	Consolidated and Separate Financial Statements (Revised)	1.7.2010

Amendments to FRS 128	Improvements to FRSs 2010	1.1.2011
Amendments to FRS 131	Improvements to FRSs 2010	1.1.2011
Amendments to FRS 132	Financial Instruments: Presentation -Classification of Rights Issues Improvements to FRSs 2010	1.3.2010 1.1.2011
Amendments to FRS 134	Improvements to FRSs 2010	1.1.2011
Amendments to FRS 138	Consequential amendments arising from FRS 3 (as revised in 2010)	1.7.2010
Amendments to FRS 139	Improvements to FRSs 2010	1.1.2011

The adoption of the above FRSs and Amendments do not have any material impact on the financial statements of the Group and of the Company.

A.2 Report On The Financial Statements

We have audited the financial statements of Theta Edge Berhad, which comprise the statements of financial position as at 31 December, 2010 of the Group and of the Company, and the statements of 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 a summary of significant accounting policies and other explanatory notes, as set out on pages 6 to 51.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia, and for such internal control as the directors determine are necessary to enable preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of

risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of the financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the provisions of the Companies Act, 1965 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, 2010 and of their financial performance and cash flows for the year then ended.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 29 to the financial statements where there are outstanding material litigations within the Group. We are unable to determine and to quantify the net exposure of the outcome of these litigations, as at the date of this report. However, the directors, based on legal opinions received, are of the view that the Group have reasonable good defence on these claims and that no material losses are expected to arise.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Act.
- (b) We are satisfied that the accounts of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- (c) The audit reports on the accounts of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Matters

The supplementary information on Note 33 on page 51 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. The Directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

A.3 Seasonality and cyclicity of operations

The Group's business operations were not materially affected by any seasonal or cyclical factors.

A.4 Unusual items

There were no items affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidence for the quarter under review.

A.5 Changes in estimates

There were no changes in estimates of amounts reported in prior financial years, which have a material effect in the quarter under review.

A.6 Debt and equity securities

The Group was not involved in any issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the quarter under review except for the following:

- (a) On 8 July 2011, the Company has announced the completion of the Renounceable Rights Issue together with free warrants with the listing and quotation of 30,487,336 Rights Shares together with 30,487,336 Warrants on the Main Market of Bursa Securities

A.7 Dividends

No dividends have been declared and paid during the quarter under review.

A.8 Segmental reporting

Segmental reporting for the financial year to date is as follows:

Primary reporting format - business segments

Group Financial year ended 30 September 2011	Information & Communication Technology	Investment Holding And Others	Total
	RM '000	RM '000	RM '000
<u>Revenue</u>			
Revenue	42,444	-	42,444
Total Revenue	42,444	-	42,444
<u>Results</u>			
Profit/(loss) from operations before depreciation, share option expenses, allowances & borrowing costs	1,277	(6,328)	(5,051)
Depreciation	(1,695)	(84)	(1,779)
Employee cost pursuant to grant of ESOS	-	(1,097)	(1,097)
Allowances & noncash items	(2,934)	120	(2,814)
Loss from operations	(3,352)	(7,389)	(10,741)
Borrowing costs , net			258
Loss before taxation			(10,483)
Taxation			(26)
Net loss for the period			(10,509)

Analysis by geographical segments have not been presented as the operations of the Group is mainly in Malaysia.

A.9 Valuation of property, plant and equipment

The valuations of all property, plant and equipment have been brought forward without amendment from the financial statements for the year ended 31 December 2010.

A.10 Subsequent events

There were no events subsequent to the end of the period under review

A.11 Changes in the composition of the Group

There were no material changes in the composition of the Group for the current quarter ended 30 September 2011 except for the following:

- (a) On 9 August 2011, the Company announced that further to its announcement dated 22 July 2010 in relation to the Members' Voluntary Liquidation, the following dormant/inactive subsidiaries has been dissolved pursuant to Section 272(5) of the Companies Act, 1965:-
 - (i) Lityan Management Sdn Bhd
 - (ii) Lityan Marketing Sdn Bhd

A.12 Changes in contingent liabilities and contingent assets

(A) There were no contingent assets for the quarter under review.

(B) The changes in the Group's contingent liabilities since 30 September 2011 are as follows:

- (a) Bank guarantees issued to mainly trade customers decreased from RM 7,877,385 to RM 5,435,385 as at 30 September 2011.
- (b) On 21 November 2001, a third party initiated legal proceedings against the Company claiming damages for loss of expected profits amounting to RM23,074,000.00 or in alternative, the sum of RM7,600,000.00 (approximately USD2,000,000.00) against the Company for an alleged breach of condition precedent pursuant to a subscription and shareholders agreement entered with the Company. The Company's application to strike out the case was dismissed by the Deputy Registrar of the Shah Alam High Court. An appeal against the decision of the Deputy Registrar of the Shah Alam High Court was filed but was dismissed by the Judge in chambers on 16 August 2004. The Judicial Commissioner proceeded to give directions to both parties in preparation for the trial. Full trial was conducted on 5, 6 and 7 January 2011. On 28 January 2011, the High Court gave its decision in favour of the Company and dismissed the claim by the third party with costs.

The third party then filed a notice of appeal to the Court of Appeal on 28 February 2011 against the decision by the Shah Alam High Court. The Company's solicitor had on 18 May 2011 filed a motion to strike out the said appeal. On 30 June 2011, the Court of Appeal has dismissed the Company's application to strike out the appeal by the third party and also granted an extension of time to them to file their appeal record. The matter now is pending hearing of the appeal proper at the Court of Appeal.

A.13 Material Litigation

- (a) A third party initiated legal action against a wholly owned subsidiary of the Company claiming for compensation of RM1,354,768.00 arising from an early termination of a consultancy contract. A letter of demand was issued on 23 December 2003 to the subsidiary, followed by a

notice pursuant to Section 218(2)(a) of the Companies Act, 1965 dated 31 December 2003 but the notice was void through irregular service. Both parties reached a consensus to refer the case for arbitration and signed an arbitration agreement on 23 July 2004. Under the said agreement, the parties agreed that each party's claim is limited to a maximum of RM1,000,000 only. The third party decided to terminate the arbitration agreement on 27 September 2004 and proceeded with a civil suit. On 16 December 2004, the subsidiary was served with a writ of summons and statement of claim, both dated 13 October 2004. Subsequent to the dismissal of the subsidiary's application for a stay of proceeding on 22 January 2007, the third party's application for Summary Judgment under Order 14 was dismissed by the Court on 17 May 2007. The third party then filed an appeal to the Judge in Chambers and the Court fixed for both parties to file in submissions by 10 November 2007. The matter was adjourned to 19 February 2010 where the Court delivered its decision which is not favorable to the subsidiary as the Court held that there was no triable issue. The subsidiary then filed an appeal the Court of Appeal against the High Court's decision on 19 February 2010. The Court of Appeal unanimously held on 4 May 2010 for the appeal to be allowed. The Summary Judgment obtained by the third party in the High Court was therefore set aside. The matter is now back at the High Court. The subsidiary's solicitors filed a defense on 2 June 2010 and the third party's solicitors have issued a reply thereto.

On 21 October 2010, the subsidiary's solicitors informed the Court that the subsidiary was wound-up by a member's special resolution passed on 18 August 2010 and that they will no longer act for the subsidiary in the matter.

The subsidiary was dissolved on 5 April 2011 pursuant to Section 272(5) of the Companies Act 1965, being 3 months after lodgment of Form 69 by the liquidator.

- (b) On 31 December 1999, Lityan Application Sdn Bhd (LASB) entered into an Agreement with PERKESO for the provision of the Proposed Development of the Registration, Contributions and Benefit Payment System for a contract amount of RM15,393,348.00. In July 2004, a dispute arose regarding the non-compliance of the application software system development under the Agreement. PERKESO terminated the Agreement on 9 August 2004 on the basis that LASB had failed to fulfill its obligations under the Agreement and PERKESO imposed Liquidated Damages against LASB. LASB disputed the termination and made a claim on 23 August 2004 for the remaining amounts due under the said contract. PERKESO made a further claim against LASB on 3 November 2004 for all the monies paid to develop the application.

LASB made a counter claim on 7 December 2004 against PERKESO for RM9,190,874.80 being the total cost of development. The matter was referred to Arbitration proceedings on 1 June 2006 when both parties were unable to settle the matter amicably. Following a lengthy process for the sourcing and selection, an Arbitrator was finally appointed on 15 March 2010.

Arbitration on the matter started on 1 June 2011 and is now still ongoing.

The Company, based on legal opinion received, is of the view that LASB has good grounds to succeed in the arbitration against PERKESO.

A.14 Capital Commitments

Capital commitments for the Group in respect of property, plant and equipment not provided for as at 30 September 2011 are as follows:

	RM'000
Approved and not contracted for	26
Approved and contracted for	1,949
	<u>1,975</u>

A.15 Related Party Transactions

The related party transactions of the Group had been entered into in the ordinary course of business. Below are the significant transactions and balances with related parties of the Group during the current financial period.

Related Parties	Transactions	Transactions for the period ended 30 Sept 2011 RM '000	Balance due from / (to) as at 30 Sept 2011 RM '000
Lembaga Tabung Haji	Sales for Equipment and Services rendered	8,558	15
	Rental & Utility expenses	1,076	(24)
TH Plantations Berhad	Sales for Equipment and Services rendered	1,112	552
Ramunia Holdings Berhad	Sales for Equipment and Services rendered	129	8

(B) Notes to the Interim Financial Statements (revised BMSB Listing Requirements)

B.1 Review of performance

The Group reported a revenue of RM42.4 million and loss before taxation of RM10.5 million for the nine months ended 30 September 2011 as compared to the revenue and profit before taxation for the same period in the previous year of RM73.9 million and RM0.4 million respectively.

The revenue for the current year to date has decreased by RM31.4 million or 43% as compared to the revenue for the same quarter in preceding year. The Group's revenue is on an uneven trend where projects are short term and revenues are recognised based on progressive milestones and stages of work completions.

The results from operations decreased by 232% from profit from operations of RM3.5 million in the same quarter of the preceding year to loss from operations of RM4.6 million. This was mainly due to the much lower revenues recognised which was insufficient to cover costs.

The loss before taxation were mainly due to costs pursuant to the granting of the Employees Share Option Scheme ("ESOS") of approximately RM1.1 million and the allowances for slow moving inventories amounting to approximately RM3.0 million in relation to a project which was suspended prematurely by a customer.

B.2 Material changes in quarterly results

The Group's revenue increased by RM2.9 million in the current quarter as compared to that of RM9.1 million revenue for the immediate preceding quarter. The Group reported a loss before taxation of RM2.4 million for the current period as compared to the loss before taxation of RM8.9 million in the immediate preceding quarter. The losses in the immediate preceding quarter was due to the recognition of employees cost pursuant to the granting of the ESOS of approximately RM1.1 million and the allowances for slow moving inventories amounting to approximately RM3.0 million in relation to a project which was suspended prematurely by the customer in the said quarter.

B.3 Prospects

The Board expects that the fourth (4th) quarter will remain challenging. It does not expect material improvement to the financial position by the financial year end.

According to International Data Corporation's 2011 projections, the ICT spending in Malaysia is expected to grow at a rate of 9%. However, the ICT business environment remains a challenge for the Group and industry with the increased number of competitors and diminishing margins.

Moving forward, with the completion of the Rights Issue exercise in early July 2011, the Group is in a better position to plan its mid to long term strategies for more sustainable prospects and

growth. This includes realigning our business focus to key areas which will create differentiation, branding and long term sustainable income such as development and ownership of new intellectual properties (IPs), enhancing existing IP and domain knowledge and building niche infrastructure and services.

Internally, various initiatives are being reviewed with the objective to reduce overall costs to enhance the financial performance for the next financial year, which includes reducing redundancies and discontinuing loss making business units.

The Group is also reviewing several strategic mergers and acquisitions opportunities as well as synergistic partnership prospects to expand the Group's revenue base.

B.4 Statement of the Board of Directors' opinion on profit forecast and profit guarantee

Not applicable as the Group did not publish any profit forecast or profit guarantee.

B.5 Loss before Tax

The following amounts have been included in arriving at loss before tax:

	Current Quarter Ended 30/09/2011 RM'000	Current Year To Date Ended 30/09/2011 RM'000
Provision for and write off of receivables	(4)	(149)
Provision for and write off of inventories	-	2,951
Foreign exchange gain/(loss)	-	-

B.6 Taxation

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended 30/9/2011 RM '000	Preceding Year Corresponding Quarter Ended 30/9/2010 RM '000	Current Year To Date Ended 30/9/2011 RM '000	Preceding Year Corresponding Period Ended 30/9/2010 RM '000
Corporate Income Tax				
Current Year	26	4	26	15
	<u>26</u>	<u>4</u>	<u>26</u>	<u>15</u>

B.7 Sale of unquoted investments and/or properties

The Group was not involved in any sale of unquoted investments and/or properties during the quarter under review.

B.8 Quoted securities

There were no quoted securities held by the Group.

B.9 Status of Corporate Proposals

There were no corporate proposals announced but not completed as at 17 November 2011 the latest practicable date which shall not be earlier than 7 days from the date of issue of this quarterly report.

(a) Employee Share Option Scheme (“ESOS”)

At an Extraordinary General Meeting on 11 May 2011, the Company's shareholders approved the establishment of a five (5) year ESOS of up to ten percent (10%) of the issued and paid-up capital of the Company, commencing from the effective date of 12 May 2011. Set out below are the details of options over the ordinary shares of the Company under the ESOS:

Option Grant Date	Option Expiry Date	Exercise Price	Number Of Options Over Ordinary Shares of RM1.00			
			Granted	Exercised	Lapsed/ Cancelled	As at 30/09/2011
01/06/2011	31/5/2016	RM1.05	5,909,000	-	(106,000)	5,803,000

(b) Rights Issue

On 8 July 2011, the Company announced the completion of the Renounceable Rights Issue together with free warrants with the listing and quotation of 30,487,336 Rights Shares together with 30,487,336 Warrants on the Main Market of Bursa Securities. The proceeds raised RM30.5 million is utilized as follows:

Purpose	Proposed Utilisation	Actual Utilisation	Timeframe	Utilisation	Explanation
	RM'000	RM'000		%	
Expenses relating to the Rights Issue	1,000	791	3 months	79%	Completed
Working capital requirements	29,487	2,210	24 months	7%	In progress
Total	30,487	3,001		10%	

B.10 Group borrowings

Details of the Group's borrowings as at the end of the reporting period are as follows:

Short Term Borrowings

	30/09/2011 RM '000	30/09/2010 RM '000
A) Secured		
Bills Payable	-	13,213
Bank Overdrafts	-	1,659
Sub-total	-	14,871
B) Unsecured		
Bank Overdrafts	957	197
Sub-total	957	197
Total	957	15,068

Hire Purchase

	30/09/2011 RM '000	30/09/2010 RM '000
Repayable within 12 months	20	-
Payable more than 12 month	73	-
Total	93	-

All the borrowings are denominated in Ringgit Malaysia.

B.11 Off balance sheet financial instruments

There were no financial instruments with off balance sheet risk as at 17 November 2011, the latest practicable date which shall not be earlier than 7 days from the date of issue of this quarterly report.

B.12 Changes in fair value of financial instruments

The carrying amounts of the financial instruments of the Group as at the balance sheet date approximate their fair values due to relatively short term maturity of these financial instruments.

B.13 Changes in material litigations

Other than those indicated in Note 12 and 13 to the Interim Financial Statements FRS134, there were no changes in material litigations as at 17 November 2011, the latest practicable date which shall not be earlier than 7 days from the date of issue of this quarterly report.

B.14 Dividends

No dividends have been paid, declared or proposed since the end of the Company's previous financial year. The Directors do not recommend any interim dividend for the period under review.

B.15 Loss per share

The basic loss per share for the quarter and year to date ended 30 September 2011 are computed as follows:

	Individual Quarter		Cumulative Quarter	
	Current Quarter 30/9/2011	Preceding Year Corresponding Quarter 30/9/2010	Current Year To Date 30/9/2011	Preceding Year Corresponding Period 30/9/2010
Net loss(RM'000)	(2,447)	(980)	(10,509)	(5,014)
Weighted average number of ordinary shares in issue ('000)	85,693	63,104	85,693	63,104
Basic LPS (sen)	(2.86)	(1.55)	(12.26)	(7.94)
Diluted LPS (sen)	-	-	-	-

Diluted LPS is not computed due to the anti-dilutive effect.

B.16 Realised and Unrealised Retained Profits

In relation to the Directive by BMSB on 25 March 2010, the determination of realized and unrealized profits is based on the Guidance of Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to BMSB Listing Requirements, issued by the Malaysian Institute Of Accountants on 20 December 2010.

	Accumulated Quarter Ended	
	30/9/2011 RM'000	31/12/2010 RM'000
Breakdown of retained profits /(accumulated losses) of the Group		
- Realised	(24,484)	5,166
- Unrealised*	3,902	3,902
Less: Consolidation adjustments	-	(19,141)
Total Group Retained Losses	(20,582)	(10,073)

*Unrealised retained profit comprise mainly of the recognised deferred tax asset of which probable tax profit will be available against which the deductible temporary differences can be utilized.

B.17 Authorisation for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 24 November 2011.