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

QUARTERLY REPORT

SUMMARY OF KEY FINANCIAL INFORMATION FOR THE FIRST (1ST) QUARTER ENDED 31 MARCH 2012

	Individual Quarter		Cumulati	Cumulative Quarter		
	Current Year Quarter Ended 31/3/2012 RM'000	Preceding Year Corresponding Quarter Ended 31/3/2011 RM'000	Current Year To Date Ended 31/3/2012 RM'000	Preceding Year Corresponding Period Ended 31/3/2011 RM'000		
1. Revenue	19,370	21,235	19,370	21,235		
2. Gross Profit	1,656	4,891	1,656	4,891		
3. Profit/(loss) before tax and exceptional items	(1,492)	804	(1,492)	804		
4. Profit/(loss) after tax and before exceptional items	(1,494)	804	(1,494)	804		
5. Profit/(loss) for the period	(1,494)	804	(1,494)	804		
6. Profit/(loss) attributable to owners of the Company	(1,494)	804	(1,494)	804		
7. Basic profit/(loss) per share (sen)	(1.39)	1.27	(1.39)	1.27		
8. Proposed/Declared dividend per share (sen)	-	-	-	-		
			As At End Of Current Quarter	As At Preceding Financial Year End		
8. Net assets per share attributable to owners of the Cor	mpany (RM)		0.79	0.80		

Additional Information

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended 31/3/2012 RM'000	Preceding Year Corresponding Quarter Ended 31/3/2011 RM'000	Current Year To Date Ended 31/3/2012 RM'000	Preceding Year Corresponding Period Ended 31/3/2011 RM'000
1. Gross income from short term investments	185	40	185	40
2. Gross borrowing costs	(44)	(182)	(44)	(182)

THETA EDGE BERHAD (260002-W)

(Incorporated in Malaysia)

QUARTERLY REPORT

UNAUDITED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2012

	Individu	al Quarter Preceding Year	Cumulati	Cumulative Quarter Preceding Year		
	Current Year Quarter Ended 31/3/2012 RM'000	Corresponding Quarter Ended 31/3/2011 RM'000	Current Year To Date Ended 31/3/2012 RM'000	Corresponding Period Ended 31/3/2011 RM'000		
Revenue	19,370	21,235	19,370	21,235		
Cost of sales	(17,714)	(16,344)	(17,714)	(16,344)		
Gross Profit	1,656	4,891	1,656	4,891		
Income from short term investments Other operating income Operating expenses	185 77 (2,657)	40 - (3,331)	185 77 (2,657)	40 - (3,331)		
Profit/(loss) from operations	(739)	1,600	(739)	1,600		
Depreciation Borrowing costs Employee costs pursuant to grant of ESOS Allowances and non cash expenses	(764) (44) - 55	(614) (182) - -	(764) (44) - 55	(614) (182) - -		
Profit/(loss) before taxation	(1,492)	804	(1,492)	804		
Taxation	(2)		(2)			
Profit/(loss) after tax and before exceptional item	(1,494)	804	(1,494)	804		
Exceptional Item				<u> </u>		
Profit/(loss) for the period	(1,494)	804	(1,494)	804		
Other comprehensive income, net of taxation						
Total comprehensive profit/(loss) for the period	(1,494)	804	(1,494)	804		
Profit/(loss) attributable to : Owners of the Company	(1,494)	804	(1,494)	804		
Non-controlling interest Profit/(loss) for the period	(1,494)	804	(1,494)	804		
Total comprehensive profit/(loss) attributable to: Owners of the Company Non-controlling interest	(1,494)	804	(1,494)	804		
Total comprehensive profit/(loss) for the period	(1,494)	804	(1,494)	804		
Profit/(loss) per ordinary share (sen) Basic Diluted	(1.39) -	1.27 -	(1.39) -	1.27 -		
		_	_			

THETA EDGE BERHAD (260002-W)

(Incorporated in Malaysia)

QUARTERLY REPORT

UNAUDITED CONDENSED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2012

	Unaudited As At 31/3/2012 RM'000	Audited As At 31/12/2011 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	9,256	7,476
Goodwill on consolidation	657	657
Intangible assets	3,164	2,972
Deferred income tax assets	3,902	3,902
	16,979	15,007
Current assets	-,	-,
Inventories	17,973	17,560
Receivables	40,477	33,690
Deposits, cash and bank balances	23,176	33,086
	81,626	84,336
	,	,
Total assets	98,605	99,343
Capital and reserves attributable to the Company's equity Share capital Reserves Shareholder's fund / Total equity	107,241 (22,465) 84,776	107,241 (20,971) 86,270
LIABILITIES Current liabilities		
Payables	10,297	11,544
Hire Purchase	20	20
Bank overdrafts	249	441
Bank borrowings	3,200	1,000
	13,766	13,005
Non Current liabilities		
Hire Purchase	62	60
nile Pulchase	63 63	68 68
	03	00
Total liabilities	13,829	13,073
Total equity and liabilities	98,605	99,343

The unaudited condensed Statements of Financial Position should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2011.

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

QUARTERLY REPORT

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2012

	Share Capital RM'000	•	Other Reserves RM'000	Distributable Reserves Attributable To Revenue RM'000	Total RM'000	Minority Interest RM'000	Total Equity RM'000
3 months ended 31 March 2011							
At 1 January 2011 (audited)	63,104	-	-	(10,073)	53,031	-	53,031
Comprehensive income for the financial period	-	-	-	804	804	-	804
At 31 March 2011 (Unaudited)	63,104		-	(9,269)	53,835		53,835
3 months ended 31 March 2012							
At 1 January 2012 (audited)	107,241	-	1,897	(22,868)	86,270	-	86,270
Comprehensive loss for the financial period	-	-	-	(1,494)	(1,494)	-	(1,494)
At 31 March 2012 (Unaudited)	107,241		1,897	(24,362)	84,776	_	84,776

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2011

THETA EDGE BERHAD (260002-W)

(Incorporated in Malaysia)

QUARTERLY REPORT

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2012

	3 Months Unaudited 31/3/2012 RM'000	s Ended Audited 31/12/2011 RM'000	
Cash flow used in operating activities	KIVI 000	KIVI 000	
Receipts from customers Payments to suppliers, contractors and employees Income tax paid Income tax refund Borrowing costs Net cash used in operating expenses	11,912 (21,420) (2) - (44) (9,554)	67,552 (69,474) (40) 49 (244) (2,157)	
Cash flow from/(used in) investing activities Purchase of property, plant & equipment Proceeds from disposal of property, plant and equipment Acquisition of a subsidiary Income received from short term investments Net cash (used in)/from investing activities	(2,544) - - 185 (2,359)	(1,051) 3 3,299 592 2,843	
Cash flow from financing activities			
Repayment of bank borrowings Proceeds from bank borrowing Proceeds from rights issue Net cash from financing activities	(5) 2,200 - 2,195	(6,847) - 30,487 23,640	
Net movement in cash and cash equivalents Cash and cash equivalents at beginning of financial period Cash and cash equivalents at end of financial period	(9,718) 32,645 22,927	24,326 8,319 32,645	
Cash and cash equivalents consist of:			
Cash & bank balances Deposits	2,569 20,607	9,718 23,368	
Bank overdrafts	(249)	(441)	
	22,927	32,645	

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2011.

The Statements of Cash Flows for the financial year ended 31 December 2011 had been reclassed for comparative purposes.

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

This interim financial report is based on the unaudited financial statements for the quarter ended 31 March 2012 and has been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad and MFRS134, *Interim Financial Reporting* in Malaysia. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2011.

These are the Group's interim financial statements for part of the period covered by the Group's first MFRS framework annual financial statements and RS1, *First-time Adoption of Malaysian Financial Reporting Standards* has been applied.

The adoption of the MFRSs 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

The auditors' report on the financial statement for the financial year ended 31 December 2011 was not qualified.

A.3 Seasonality and cyclicality 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 current quarter under review and financial year to date.

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 current quarter under review and financial year to date.

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 current financial year to date.

A.7 <u>Dividends</u>

No dividends have been declared and paid during the current quarter under review and financial year to date.

A.8 Segmental reporting

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

Group Financial year ended 31 March 2012	Information& Communication Technology RM '000	Investment Holding And Others RM '000	Total RM '000
Revenue			
Total Revenue	19,370		19,370
Results Profit/(loss) from operations before depreciation, non-cash item & borrowing costs	505	(1,429)	(924)
Depreciation Non-cash item Loss from operations	(735) 55 (175)	(29) - (1,458)	(764) 55 (1,633)
Income from short term borrowings, net Loss before taxation			<u>141</u> (1,492)
Taxation Net loss for the period			(2) (1,494)
Other information Total assets	74,911	23,694	98,605

Analysis by geographical segments has not been presented as the operations of the Group are 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 previous financial statements ended 31 December 2011.

A.10 Subsequent events

There were no material events subsequent to the end of the current quarter.

A.11 Changes in the composition of the Group

There were no changes in the composition of the Group for the current quarter and financial year ended 31 March 2012.

A.12 Changes in contingent liabilities and contingent assets

- (A) There were no contingent assets for the current financial year to date.
- (B) The changes in the Group's contingent liabilities since 31 March 2012 are as follows:
 - (a) Bank guarantees issued to mainly trade customers decreased from RM 5,412,085 to RM 5,390,727 as at 31 March 2012.
 - (b) On 21 November 2001, MSC Trustgate.com Sdn Bhd (MSC) 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. Full trial was conducted on 5th to 7th January 2011. On 28 January 2011, the High Court gave its decision in favour of the Company and dismissed the claim by MSC with costs.MSC 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 MSC and also granted an extension of time to MSC to file their appeal record. The matter now is pending hearing of the appeal proper at the Court of Appeal which has been fixed for 20 June 2012.

Based on the facts of the matter and opinion from the solicitors, the Company is of the view that the appeal by MSC Trustgate will very likely be dismissed by the Court of Appeal.

A.13 Material Litigation

(a) Lityan Applications Sdn Bhd ("LASB") vs. Pertubuhan Keselamatan Sosial ("PERKESO")

On 31 December 1999, Lityan Application Sdn Bhd (LASB) entered into an Agreement with PERKESO with a contract value of RM15,393,348.00 for the provision of the Proposed Development of the Registration, Contributions and Benefit Payment System. In July 2004, a dispute arose regarding the non-compliance of the application software system development under the Agreement. PERKESO had on 9 August 2004 terminated the Agreement on the basis that LASB had failed to fulfill its obligations under the Agreement and PERKESO had imposed Liquidated Damages against LASB. LASB had on 23 August 2004 disputed the termination and made a claim for the remaining amounts due under the said contract. PERKESO had on 3rd November 2004 made a further claim against LASB for all the monies paid to develop the application. LASB had on 7 December 2004 made a counter claim for RM9,190,874.80 against PERKESO for 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 of Arbitrators in view of the nature of dispute, the Company has on 15 March 2010, been informed by its Solicitors that the Arbitration proceedings have commenced with the appointment of an Arbitrator, agreed by both Parties. Arbitration stated on 1st June 2011 and completed in November 2011. All submissions have been filed and the matter now is pending a decision by the arbitrator by the end of May 2012.

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 31 March 2012 are as follows:

	KINI 000
Approved and not contracted for	-
Approved and contracted for	278
	278

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 year ended 31 Mar 2012 RM '000	Balance due from / (to) as at 31 Mar 2012 RM '000
LembagaTabung Haji	Sales for Equipment and Services rendered	3,005	1,412
	Rental & Utility expenses	364	(128)
TH Plantations Berhad	Sales for Equipment and Services rendered	845	557
Ramunia Holdings Berhad	Sales for Equipment and Services rendered	53	-
TH Properties Sdn Bhd	Leasing of Computer Equipment	53	53

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

B.1 Review of performance

The Group reported a revenue of RM19.4 million and loss before taxation of RM1.5 million for the quarter ended 31 March 2012 as compared to the revenue and profit before taxation for the same period in the previous year of RM21.2 million and RM0.8 million respectively.

The Group's higher revenue for the previous period was mainly due to the delivery of hardware and software for the eTanah project with the Ministry of Natural Resource and Environment in accordance to the contract milestones whilst the Group's revenues for the current period are mainly from the trading of computer equipments. The loss before taxation for the current period was mainly due to the small margins derived from the trading revenue which is insufficient to cover the group overheads

B.2 <u>Material changes in quarterly results</u>

The Group's revenue for the current quarter increased by RM3.4 million to RM19.4 million as compared to that of RM16.0 million revenue for the immediate preceding quarter. The higher revenue for the period was derived from the trading of computer equipments. The Group reported loss before taxation of RM1.5 million for the current period as compared to the loss before taxation of RM2.2 million in the immediate preceding quarter. The higher loss before taxation in the previous period was mainly due to the recognition of employees cost pursuant to the Employees Share Option Scheme ("ESOS") of RM 0.8 million.

B.3 Prospects

The Board expects that the financial year 2012 will remain challenging. Barring any unforeseen circumstances, the Board expects improved performance for the financial year ending 2012 as compared to financial year 2011.

According to International Data Corporation's ("IDC") 2012 projections, the ICT spending in Malaysia is expected to grow at a rate of 10.1% where key transformative steps taken by the Government is expected to produce disruptive IT technologies which will become the mainstream and playing critical role in the development the country. However, the ICT business environment remains a challenge for the Group and industry with the increased number of players, diminishing margins and evolving landscape.

With the dynamic evolving ICT landscape, the Group is realigning its business focus to key areas which will create differentiation, branding and long term sustainable income. The Group identified specific niche areas for development and ownership of new intellectual properties (IPs) enhancing

existing IP/domain knowledge and building specialized infrastructure and managed services. These areas include amongst others the development of Geographical Information System ("GIS"), Enterprise Hajj Registration and Management System ("EHRAMS"), Accounting for Government agencies and State Treasuries.

The Group also identified the provision of specialized engineering services, managed services and provision of satellite communication in the telecommunication segment as an area of focus in view of the growth and expansion of the domestic telecommunication industry into achieving higher coverage, enhancing consumer experience, convergence as well as reshaping the communications systems.

Some of these initiatives are expected to only bear results in the medium to long term. Various initiatives internally are being reviewed with the objective to reduce overall costs to improve the financial performance for the current financial year, which includes reducing redundancies and discontinuing loss making business units.

The Group continuously to vigilantly review strategic mergers and acquisitions opportunities as well as synergistic partnership prospects to expand the Group's revenue base and for immediate growth which would provide it with a more level playing field in the current competitive industry landscape.

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	Current Year To
	Ended	Date
		Ended
	31/3/2012	31/3/2012
		RM'000
	RM'000	
Depreciation	764	764
Income from short term investments	185	185
Borrowing costs	44	44

B.6 Taxation

	Individual Quarter		Cumulative Quarter		
	Current Year	Preceding Year	Current Year	Preceding Year	
	Quarter	Corresponding	To Date	Corresponding	
	Ended	Quarter Ended	Ended	Period Ended	
	31/3/2012	31/3/2011	31/13/2012	31/3/2011	
	RM '000	RM '000	RM '000	RM '000	
Corporate Income					
Тах					
Current Year	2	-	2	-	
Under/(over) provision					
for previous period	<u>-</u>	<u> </u>	<u>-</u>	<u> </u>	
	2	<u>-</u>	2	-	

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 1 May 2012 the latest practicable date which shall not be earlier than seven (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:

			Number Of Options Over Ordinary Shares of RM1.00			
Option Date	Option Expiry Date	Exercise Price	Granted as at 14/06/2011	Exercised	Lapsed/ Cancelled	As at 31/3/2012
01/06/2011	31/5/2016	RM1.05	5,909,000	-	(569,000)	5,340,000

(a) 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	943	3 months	94%	Completed
Working capital requirements	29,487	9,208	24 months	31%	In progress
Total	30,487	10,151		33%	

B.10 Group borrowings

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

Short Term Borrowings				
A) Secured		31/3/2012 RM '000	31/3/2011 RM '000	
Revolving credit		3,200		
	Sub-total	3,200	<u>-</u>	
B) Unsecured		31/3/2012 RM '000	31/3/2011 RM '000	
Bank Overdrafts	_	249	195	
	Sub-total	249	195	
	Total	3,449	195	
Hire Purchase				
		31/3/2012 RM '000	31/3/2011 RM '000	
Repayable within 12 months		20	-	
Payable more than 12 months	_	63		
	Total	83		

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 1 May 2012, the latest practicable date which shall not be earlier than seven (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 MFRS134, there were no changes in material litigations as at 1 May 2012, the latest practicable date which shall not be earlier than seven (7) days from the date of issue of this quarterly report.

B.14 <u>Dividends</u>

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 Profit/(loss) per share

The basic loss per share for the quarter and year to date ended 31 March 2012 are computed as follows:

Net profit/(loss) (RM'000)		
Weighted average number of ordinary shares in issue ('000)		
Basic LPS (sen)		
Diluted LPS (sen)		

Individual Quarter		Cumulative Quarter		
Current Quarter	Preceding Year Corresponding Quarter	Current Year To Date	Preceding Year Corresponding Period	
31/3/2012	31/3/2011	31/3/2012	31/3/2011	
(1,494)	804	(1,494)	804	
107,241	63,104	107,241	63,104	
(1.39)	1.27	(1.39)	1.27	
-	-	-	-	

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.

	31/3/2012 RM'000	31/12/2011 RM'000
Breakdown of retained profits /(accumulated losses) of the Group - Realised - Unrealised* Less: Consolidation adjustments	(56,519) 3,902 28,255	(40,718) 3,902 13,948
Total Group Retained Losses	(24,362)	(22,868)

^{*}Unrealised retained profits/accumulated losses 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 8 May 2012.