

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

QUARTERLY REPORT

SUMMARY OF KEY FINANCIAL INFORMATION FOR THE FOURTH (4TH) QUARTER ENDED 31 DECEMBER 2013

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended 31/12/2013 RM'000	Preceding Year Corresponding Quarter Ended 31/12/2012 RM'000	Current Year To Date Ended 31/12/2013 RM'000	Preceding Year Corresponding Period Ended 31/12/2012 RM'000
1. Revenue	21,488	23,266	94,903	75,292
2. Gross Profit	3,918	2,876	6,123	4,990
3. Profit/(Loss) before taxation	(517)	1,604	(8,012)	(6,906)
4. Profit/(Loss) after taxation	(522)	1,584	(8,017)	(6,972)
5. Profit/(Loss) for the period	(522)	1,584	(8,017)	(6,972)
6. Profit/(Loss) attributable to owners of the Company	(522)	1,584	(8,017)	(6,972)
7. Basic Profit/(Loss) per share (sen)	(0.49)	1.48	(7.48)	(6.50)
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 Company (RM)			0.66	0.74

Additional Information

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended 31/12/2013 RM'000	Preceding Year Corresponding Quarter Ended 31/12/2012 RM'000	Current Year To Date Ended 31/12/2013 RM'000	Preceding Year Corresponding Period Ended 31/12/2012 RM'000
1. Gross income from short term investments	18	110	194	544
2. Gross borrowing costs	(231)	(11)	(403)	(227)

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**UNAUDITED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2013**

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended 31/12/2013 RM'000	Preceding Year Corresponding Quarter Ended 31/12/2012 RM'000	Current Year To Date Ended 31/12/2013 RM'000	Preceding Year Corresponding Period Ended 31/12/2012 RM'000
Revenue	21,488	23,266	94,903	75,292
Cost of sales	(17,570)	(20,390)	(88,780)	(70,302)
Gross Profit	<u>3,918</u>	<u>2,876</u>	<u>6,123</u>	<u>4,990</u>
Other operating income	(144)	-	233	186
Operating expenses	<u>(2,575)</u>	<u>(2,014)</u>	<u>(9,532)</u>	<u>(10,403)</u>
Profit/(Loss) from operations	1,199	862	(3,176)	(5,227)
Income from short term investments	18	110	194	544
Depreciation & Amortisation	(1,137)	(920)	(3,806)	(3,507)
Borrowing costs	(231)	(11)	(403)	(227)
Allowances and non cash expenses	(226)	1,729	(226)	2,648
Share of loss of equity-accounted investees	<u>(140)</u>	<u>(166)</u>	<u>(595)</u>	<u>(1,137)</u>
Profit/(Loss) before taxation	(517)	1,604	(8,012)	(6,906)
Taxation	(5)	(20)	(5)	(66)
Profit/(Loss) for the period	<u>(522)</u>	<u>1,584</u>	<u>(8,017)</u>	<u>(6,972)</u>
Other comprehensive income, net of taxation	-	-	-	-
Total comprehensive Profit/(Loss) for the period	<u>(522)</u>	<u>1,584</u>	<u>(8,017)</u>	<u>(6,972)</u>
Profit/(Loss) attributable to :				
Owners of the Company	(522)	1,584	(8,017)	(6,972)
Non-controlling interest	-	-	-	-
Profit/(Loss) for the period	<u>(522)</u>	<u>1,584</u>	<u>(8,017)</u>	<u>(6,972)</u>
Total comprehensive Profit/(Loss) attributable to:				
Owners of the Company	(522)	1,584	(8,017)	(6,972)
Non-controlling interest	-	-	-	-
Total comprehensive Profit/(Loss) for the period	<u>(522)</u>	<u>1,584</u>	<u>(8,017)</u>	<u>(6,972)</u>
Profit/(Loss) per ordinary share (sen)				
Basic	(0.49)	1.48	(7.48)	(6.50)
Diluted	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The unaudited condensed Statements of Comprehensive Income should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2012

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**UNAUDITED CONDENSED STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2013**

	Unaudited As At 31/12/2013 RM'000	Audited As At 31/12/2012 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	5,566	7,944
Investment in jointly-controlled entity	1,268	1,863
Goodwill on consolidation	657	657
Intangible assets	4,042	3,565
Deferred income tax assets	3,902	3,902
	15,435	17,931
Current assets		
Inventories	17,624	15,932
Receivables	31,112	40,763
Deposits, cash and bank balances	22,191	17,842
	70,927	74,537
Total assets	86,362	92,468
EQUITY		
Capital and reserves attributable to the Company's equity holders		
Share capital	107,241	107,241
Reserves	(35,960)	(27,943)
Shareholder's fund / Total equity	71,281	79,298
LIABILITIES		
Current liabilities		
Payables	12,072	12,282
Hire Purchase	91	91
Bank borrowings	2,711	500
	14,874	12,873
Non Current liabilities		
Hire Purchase	207	297
	207	297
Total liabilities	15,081	13,170
Total equity and liabilities	86,362	92,468

The unaudited condensed Statements of Financial Position should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2012.

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2013**

	<u>Non-distributable</u>		<u>Distributable</u> Reserves	
	Share Capital RM'000	Other Reserves RM'000	Attributable To Revenue RM'000	Total Equity RM'000
<u>12 months ended 31 December 2012</u>				
At 1 January 2012 (audited)	107,241	1,897	(22,868)	86,270
Comprehensive loss for the financial period	-	-	(6,972)	(6,972)
At 31 December 2012 (Unaudited)	<u>107,241</u>	<u>1,897</u>	<u>(29,840)</u>	<u>79,298</u>
<u>12 months ended 31 December 2013</u>				
At 1 January 2013 (audited)	107,241	1,897	(29,840)	79,298
Comprehensive loss for the financial period	-	-	(8,017)	(8,017)
At 31 December 2013 (Unaudited)	<u>107,241</u>	<u>1,897</u>	<u>(37,857)</u>	<u>71,281</u>

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 2012

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2013**

	12 Months Ended	
	Unaudited	Audited
	31/12/2013	31/12/2012
	RM'000	RM'000
Cash flow used in operating activities		
Net loss before taxation	(8,012)	(6,906)
Adjustments for:		
Depreciation & Amortisation of PPE	3,806	3,507
Borrowing costs	403	227
Income from Short term investments	(194)	(544)
Allowances and other non cash items	226	(2,648)
Share of loss of equity-accounted investees	595	1,137
Operating loss before working capital changes	(3,176)	(5,227)
Movements in working capital		
Inventories	(1,692)	1,493
Receivables	9,392	(3,803)
Payables	(215)	303
Cash flow from/(used in) operations	4,309	(7,234)
Taxation paid	(56)	(82)
Taxation refund	85	-
Borrowing costs paid	(403)	(227)
Income from Short term investments received	194	544
Net cash flow from/(used in) operating activities	4,129	(6,999)
Cash flow used in investing activities		
Acquisition of property, plant & equipment	(1,443)	(3,656)
Proceeds from disposal of property, plant & equipment	19	-
Increase in development cost	(477)	(593)
Investment in associated company	-	(3,000)
	(1,901)	(7,249)
Cash flow from/(used in) financing activities		
Bank borrowings	2,211	(500)
Hire purchase	(90)	(55)
	2,121	(555)
Net movement in cash and cash equivalents	4,349	(14,803)
Cash and cash equivalents at beginning of financial period	17,842	32,645
Cash and cash equivalents at end of financial period	22,191	17,842
Cash and cash equivalents consist of:		
Cash & bank balances	9,238	9,087
Deposits	12,953	8,755
	22,191	17,842

Included in the cash and cash equivalents is RM3.365 million which is placed in the short term deposit as security for Bank Guarantees issued.

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2012

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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 year ended 31 December 2013 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 2012.

For the periods up to and including the year ended 31 December 2012, the Group prepared its financial statement in accordance with Malaysian Financial Reporting Standards ("MFRS") and International Financial Reporting Standards ("IFRS")

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 2012 was not qualified.

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 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 Dividends

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 December 2013	Information & Communication Technology RM '000	Investment Holding And Others RM '000	Total RM '000
<u>Revenue</u>			
Total Revenue	94,903	-	94,903
<u>Results</u>			
Loss from operations before depreciation, non-cash item & borrowing costs	1,370	(4,546)	(3,176)
Depreciation	(3,696)	(110)	(3,806)
Non-cash item	-	(226)	(226)
Loss from operations	(2,326)	(4,882)	(7,208)
Income from short term borrowings, net			(209)
Share of loss of equity-accounted investees			(595)
Loss before taxation			(8,012)
Taxation			(5)
Net loss for the period			(8,017)
<u>Other information</u>			
Total asset	79,421	6,941	86,362

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 2012.

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 December 2013.

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 December 2013 are as follows:

- (a) Bank guarantees issued to mainly trade customers decreased from RM8,665,603 to RM5,886,136 as at 31 December 2013.

A.13 Material Litigation

Infornential Sdn Bhd ("ISB") v. Theta Edge Berhad ("THETA") & 4 ors

On 17 May 2012, a Writ of Summons and Statement of Claim was served on Theta by ISB to claim the following:-

- (i) A declaration that the 1st, 2nd, 3rd, 4th and 5th defendants or any of them have together conspired to act fraudulently against ISB to deprive ISB from recovering on its judgment against Lityan Systems Sdn. Bhd. ("LSSB") obtained in Kuala Lumpur High Court Suit No S1-22-1665-2004;
- (ii) A declaration that the 1st, 2nd, 3rd, 4th and 5th defendants or any of them have breached Section 257 of the Companies Act, 1965;
- (iii) Damages in the sum of RM2,105,585.23 outstanding as at 3 May 2012;
- (iv) Aggravated and/or exemplary damages;
- (v) Interest at the rate of 4% per annum on any judgment sum from the date this Writ of Summons is filed until full settlement;
- (vi) Costs;
- (vii) Such further and other relief as the Honourable Court deems fit.

The Court had on 23 January 2013 dismissed the Defendants' Application to strike out the civil suit with cost awarded to the Plaintiff in the sum of RM5,000.00 only. The Court has given new trial dates on 24 April 2014 and 25 April 2014 to continue with the trial. The solicitors for the Company is of the opinion that the Writ of Summons has no legal basis and that the Defendant has a strong and credible defense. No losses are expected to arise from the Writ of Summons and it is not expected to have any material financial or operational impact on the Company

A.14 Capital Commitments

There were no major capital commitments for the Group as at the date of this report.

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 31 Dec 2013 RM '000	Balance due from / (to) as at 31 Dec 2013 RM '000
Lembaga Tabung Haji	Sales for Equipment and Services rendered	16,874	786
	Rental & Utility expenses	(273)	-
TH Plantations Berhad	Sales for Equipment and Services rendered	1,458	975
THP Development Consultancy Sdn Bhd	Sales for Equipment and Services rendered	1,065	-
TH Heavy Engineering Berhad (formerly known as Ramunia Holdings Berhad)	Sales for Equipment and Services rendered	4,263	2,219
TH Properties Sdn Bhd	Leasing of Computer Equipment	362	59
TH Saribas Sdn Bhd	ICT Services rendered	21	-
THP Pelita Sadong Sdn Bhd	ICT Services rendered	7	-

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

B.1 Review of performance

The Group reported a revenue of RM 94.9 million and loss before taxation of RM 8.0 million for the year ended 31 December 2013 as compared to the revenue and loss before taxation for the same period in the previous year of RM 75.3 million and RM 7.0 million respectively.

The Group's higher revenue for the current year to date of approximately RM19.6 million or 26.0% was mainly contributed from the completion of some short term projects and increased in supply of IT equipments.

Due to the higher revenue and cost reduction efforts, the Group recorded a lower operating loss of RM3.2 million as compared to the RM5.2 million in the preceding year. However, the gross margins generated was still insufficient to cover the overheads due to the thin margins from mainly trading revenue as well as the additional costs incurred due to a project.

B.2 Material changes in quarterly results

The Group's revenue for the current quarter decreased by RM 19.5 million to RM 21.5 million as compared to that of RM 41.0 million for the immediate preceding quarter. The Group reported loss before taxation of RM 0.5 million for the current period as compared to the loss before taxation of RM 2.6 million in the immediate preceding quarter.

B.3 Prospects

The financial year 2013 was a challenging year for the Group with efforts to increase the revenue and order book value as well as to reduce losses. The improvement at the operating level resulting in a lower operating loss for the year indicates that the Group is moving in the right direction.

Nevertheless, the Group sees that the year 2014 will yet be another challenging year despite the pick up in the momentum in the industry as well as projects. The Group expects that the results for the financial year 2014 will be an improvement compared to year 2013.

There are no changes to the Group's strategies and action plans but it will be strongly focusing and emphasizing on execution and productivity to realize the action plans for the current financial year. The Group will also continue to leverage on the support of its major shareholder and its Group of companies.

While the Group's continued action plans are to improve its profitability and increasing its customer base of its current businesses, its medium to long term plans includes building new businesses and developing new intellectual properties for sustainable income within the dynamic evolving ICT landscape. Some of the initiatives will bear results in the medium to long term.

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 to increase its revenues and profitability in view of the growth and expansion of the domestic telecommunication industry.

The Group continuously to vigilantly review strategic and viable 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.

The ICT spending in Malaysia is expected to be cross the RM30 billion mark in year 2014 according to IDC. This will also see the Government playing an active role in the ICT ecosystem driving the various initiatives such as the communications and content infrastructure focus under the Economic Transformation Programs as well as the Digital Malaysia initiatives to drive digital adoption and solidify an innovative Digital Economy. However, the ICT business environment remains a challenge for the Industry as a whole and the Theta Group with the increased number of players, diminishing margins and evolving landscape.

The growth of the telecommunication and communication industry on the other hand is expected to remain strong with the roll-out of the long term evolution network (LTE) which will increase not only the internet speed, but also the data traffic, accessibility and mobility of internet to more users and businesses in tandem with the expected increase of smartphone and tablet adoptions.

The business and society landscape are being revolutionized by emerging technologies from the converging forces of social, mobility, cloud and data which will form the basis of the future technology platform.

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 31/12/2013 RM'000	Current Year To Date Ended 31/12/2013 RM'000
Depreciation	1137	3,806
Income from short term investments	18	194
Borrowing costs	231	403
Bad debts written off	226	226

B.6 Taxation

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended 31/12/2013 RM '000	Preceding Year Corresponding Quarter Ended 31/12/2012 RM '000	Current Year To Date Ended 31/12/2013 RM '000	Preceding Year Corresponding Period Ended 31/12/2012 RM '000
Corporate Income Tax				
Current Year	5	7	5	53
Under/(over) provision for previous period	-	13	-	13
	<u>5</u>	<u>20</u>	<u>5</u>	<u>66</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 21 February 2014 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:

Option Date	Option Expiry Date	Exercise Price	Number Of Options Over Ordinary Shares of RM1.00			
			Granted as at 14/6/2011	Exercised	Lapsed/Cancelled	As at 31/12/2013
1/6/2011	31/5/2016	RM1.05	5,909,000	-	(2,713,000)	3,196,000

(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	943	3 months	94%	Completed
Working capital requirements	29,487	29,544	24 months	100%	Completed
Total	30,487	30,487		100%	

B.10 Group borrowings

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

Short Term Borrowings

Unsecured	31/12/2013 RM '000	31/12/2012 RM '000
Trust Receipts	1,711	-
Revolving Credit	1,000	500
Total	2,711	500

Hire Purchase

	31/12/2013 RM '000	31/12/2012 RM '000
Repayable within 12 months	91	91
Payable more than 12 months	207	297
Total	298	388

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 21 February 2014, 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 A13 to the Interim Financial Statements MFRS134, there were no changes in material litigations as at 21 February 2014, the latest practicable date which shall not be earlier than seven (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 Profit/(Loss) per share

The basic profit/(loss) per share for the quarter and year to date ended 31 December 2013 are computed as follows:

	Individual Quarter		Cumulative Quarter	
	Current Quarter 31/12/2013	Preceding Year Corresponding Quarter 31/12/2012	Current Year To Date 31/12/2013	Preceding Year Corresponding Period 31/12/2012
Net profit/(loss) (RM'000)	(517)	1,584	(8,017)	(6,972)
Weighted average number of ordinary shares in issue ('000)	107,241	107,241	107,241	107,241
Basic LPS (sen)	(0.48)	1.48	(7.48)	(6.50)
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.

	31/12/2013 RM'000	31/12/2012 RM'000
Breakdown of accumulated losses of the Group		
- Realised	(70,913)	(49,482)
- Unrealised*	3,902	3,902
Less: Consolidation adjustments	29,154	15,740
Total Group Retained Losses	(37,857)	(29,840)

*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 28 February 2014.