BitStrat Holdings Limited

比特策略控股有限公司

(formerly known as UTS MARKETING SOLUTIONS HOLDINGS LIMITED)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

2025

ANNUAL REPORT

CONTENTS

CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Luo Zuchun *(Chairman)* (appointed on 26 June 2025)
Mr. Lee Koon Yew
Mr. Ng Chee Wai (retired on 26 June 2025)
Mr. Kwan Kah Yew (resigned on 26 June 2025)

Non-Executive Director

Mr. Chen Jiajun (redesignated as Non-Executive Director on 31 October 2025)

Independent Non-Executive Directors

Ms. Liu Mei (appointed on 26 June 2025)
Mr. Cheuk Ho Kan (appointed on 26 June 2025)
Mr. Cai Runjia (appointed on 26 June 2025)
Mr. Kow Chee Seng (resigned on 26 June 2025)
Mr. Chan Hoi Kuen Matthew (retired on 26 June 2025)
Ms. Tan Yee Vean (retired on 26 June 2025)

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEADQUARTERS IN MALAYSIA

23rd Floor, Plaza See Hoy Chan
Jalan Raja Chulan
50200, Kuala Lumpur
Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1802, 18/F
Ruttonjee House
Ruttonjee Centre
11 Duddell Street
Central, Hong Kong

COMPANY SECRETARY

Mr. Siu Chun Pong Raymond

AUTHORISED REPRESENTATIVES

Mr. Cheuk Ho Kan
Mr. Siu Chun Pong Raymond

AUDIT COMMITTEE

Mr. Cheuk Ho Kan *(Chairman)* (appointed on 26 June 2025)
Ms. Liu Mei (appointed on 26 June 2025)
Mr. Cai Runjia (appointed on 26 June 2025)
Mr. Kow Chee Seng (resigned on 26 June 2025)
Mr. Chan Hoi Kuen Matthew (ceased on 26 June 2025)
Ms. Tan Yee Vean (ceased on 26 June 2025)

REMUNERATION COMMITTEE

Mr. Cai Runjia *(Chairman)* (appointed on 26 June 2025)
Mr. Luo Zuchun (appointed on 26 June 2025)
Ms. Liu Mei (appointed on 26 June 2025)
Mr. Chan Hoi Kuen Matthew (ceased on 26 June 2025)
Mr. Kow Chee Seng (resigned on 26 June 2025)
Mr. Lee Koon Yew (resigned on 26 June 2025)
Ms. Tan Yee Vean (ceased on 26 June 2025)

NOMINATION COMMITTEE

Ms. Liu Mei *(Chairman)* (appointed on 26 June 2025)
Me. Luo Zuchun (appointed on 26 June 2025)
Mr. Cai Runjia (appointed on 26 June 2025)
Ms. Tan Yee Vean (ceased on 26 June 2025)
Mr. Kow Chee Seng (ceased on 26 June 2025)
Mr. Chan Hoi Kuen Matthew (ceased on 26 June 2025)
Mr. Kwan Kah Yew (resigned on 26 June 2025)

AUDITOR

RSM Hong Kong
Certified Public Accountants
Registered Public Interest Entity Auditor
29/F, Lee Garden Two
28 Yun Ping Road
Causeway Bay, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

PRINCIPAL BANKERS

The Bank of East Asia
CIMB Bank Berhad

STOCK CODE

6113

WEBSITE

http://www.bitstrat.hk

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors (the "**Board**") of BitStrat Holdings Limited (the "**Company**"), I am pleased to present the annual report of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 December 2025 (the "**Reporting Period**").

The Group recorded a net loss for the Reporting Period amounted to approximately RM2.59 million as compared to a net profit of approximately RM13.29 million for the year ended 31 December 2024.

The overall average number of workstations ordered per month decreased slightly from approximately 1,095 for the year ended 31 December 2024 to 1,084 for the year ended 31 December 2025. Despite the slight decrease in seat orders, the revenue generated per workstation per month remained relatively stable at approximately RM7,114 for the year ended 31 December 2025 (31 December 2024: approximately RM7,082).

Looking ahead, the Group remains committed to reinforcing its leadership in Malaysia's outbound telemarketing industry and further strengthening its position as one of the leading outbound contact service providers by expanding capacity and enhancing operational efficiency. The Group is shifting from traditional structures to more dynamic, performance-linked income streams. This aligns the Group's earnings directly with the success of their telemarketing results, potentially offering higher margins if operational efficiency remains high. The Group is also diversifying to more into the charitable and fundraising sectors, a niche market that often requires specialized, high-empathy contact services different from standard conventional marketing approach.

In the era of rapid technological advancement, the Group will continue to embrace innovations in artificial intelligence (AI), cloud computing, and automation, transforming every challenge into opportunity. We are upgrading our existing information technology systems, developing a comprehensive billing and reconciliation platform, and integrating AI-driven analytics to elevate service quality, personalise customer experiences, and improve operational efficiency. We are confident in delivering superior, competitive services to our clients while creating sustainable long-term value for our shareholders. In addition, the Group is keen to explore business opportunities and investments related to digital currency as well as other high-growth sectors that offer significant strategic and financial upside.

On behalf of the Board, I would like to express my sincere gratitude to the support and recognition of all our shareholders, investors, suppliers, business partners and customers. The management team and all staff members of the Group will continue striving for better results for the Group and bringing value to the Company and returns to the shareholders in the long run.

Luo Zuchun
Chairman and Executive Director

Hong Kong, 27 March 2026

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the provision of outbound telemarketing services and contact centre facilities for promotion of financial products and its related activities issued by authorised financial institutions, card companies or organisations worldwide. The Group is also engaged in investing activities in Hong Kong.

As at 31 December 2025, the Group was operating nine contact centres located within the central business district of Kuala Lumpur, Malaysia and one branch contact center in the State of Melaka, Malaysia.

The Group recorded a net loss for the year ended 31 December 2025 amounted to approximately RM2.59 million, representing a decrease of approximately RM15.88 million as compared to approximately a net profit of RM13.29 million for the year ended 31 December 2024.

The reversal from net profit position to net loss position was mainly attributable to the recognition of an impairment loss of Bitcoin of approximately RM4.92 million and the increase in the Group's other operating expenses to approximately RM22.45 million due to the increase in costs associated with the analytical review for the purpose of enhancing the telemarketing services performance and workforce deployment of the Group.

FINANCIAL REVIEW

Revenue

	2025 **RM'000**	2024 RM'000
Industry Sector		
Insurance	**56,702**	54,631
Banking and financial	**10,009**	11,279
Others	**25,822**	27,154
Total	**92,533**	93,064

For the year ended 31 December 2025, the Group recorded revenue of approximately RM92.53 million, representing a slight decrease of approximately 0.57% as compared with approximately RM93.06 million for the year ended 31 December 2024.

The overall average number of workstations ordered per month decreased slightly from approximately 1,095 for the year ended 31 December 2024 to 1,084 for the year ended 31 December 2025.

However, despite the slight decrease in seat orders, the revenue generated per workstation per month remained relatively stable at RM7,114 for the year ended 31 December 2025 (31 December 2024: RM7,082).

MANAGEMENT DISCUSSION AND ANALYSIS

Other income

For the year ended 31 December 2025, other income decreased by approximately RM0.89 million as compared to the prior year mainly due to lower imputed interest income from financial assets at amortised costs.

Other gains and losses

For the year ended 31 December 2025, other losses increased by approximately RM5.70 million from losses of approximately RM0.24 million for the year ended 31 December 2024 to losses of approximately RM5.94 million for the year ended 31 December 2025, mainly due to the recognition of an impairment loss of Bitcoin of approximately RM4.92 million and higher foreign exchange losses of RM0.81 million.

Staff Costs

For the year ended 31 December 2025, staff costs slightly increased by approximately RM0.28 million or 0.48% from approximately RM58.21 million for the year ended 31 December 2024 to approximately RM58.49 million for the year ended 31 December 2025.

The average number of staff slightly decreased from a monthly average of 1,297 for the year ended 31 December 2024 to 1,258 for the year ended 31 December 2025.

Overall staff costs per staff per month remained relatively stable at approximately RM3,875 for the year ended 31 December 2025 as compared to approximately RM3,740 for the year ended 31 December 2024.

Depreciation

For the year ended 31 December 2025, depreciation charges increased by approximately RM0.95 million or 18.79% from RM5.03 million for the year ended 31 December 2024 to approximately RM5.98 million for the year ended 31 December 2025, mainly due to new lease agreement for the use of new office premises entered into by the Group during the year.

Other operating expenses

For the year ended 31 December 2025, other operating expenses increased by approximately RM8.92 million or 65.95%, from approximately RM13.53 million for the year ended 31 December 2024 to approximately RM22.45 million for the year ended 31 December 2025.

The increase was primarily due to the increase in costs associated with the analytical review for the purpose of enhancing the telemarketing services performance and workforce deployment of the Group.

Finance costs

For the year ended 31 December 2025, finance costs increased by approximately RM0.07 million from approximately RM0.32 million for the year ended 31 December 2024 to approximately RM0.39 million for the year ended 31 December 2025.

Income tax expenses

The Group reported an income tax expense provision of RM3.45 million and RM4.90 million from the assessable profits for the years ended 31 December 2025 and 2024 respectively.

Net profit and net profit margin

As a result of the above factors, the Group recorded loss after tax of approximately RM2.59 million for the year ended 31 December 2025 (profit after tax of approximately RM13.29 million for the year ended 31 December 2024), with net profit margin of approximately -2.80% (2024: approximately 14.28%).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Financial resources

The Group generally meets its working capital requirements and capital expenditures on plant and equipment from its internally generated funds. For the year ended 31 December 2025, the Group generated net cash inflow from operating activities of approximately RM15.04 million (2024: approximately RM14.71 million). The Group was able to fulfill its repayment obligations when they became due. The Group has not experienced any material difficulties in rolling over its banking facilities.

Banking facilities and lease liabilities

As at 31 December 2025, the Group had available and unutilised facilities from the banks amounting to approximately RM5.10 million (2024: approximately RM16.10 million). The carrying amount of the Group's facilities are denominated in Malaysian Ringgit.

The Group's average effective interest rate for the banking facilities was 5.71% (2024: 9.02%). The banking facilities are secured by pledged bank deposits.

As at 31 December 2025, the Group had an aggregate amount of current and non-current lease obligations of approximately RM11.86 million (2024: approximately RM5.11 million), denominated in Malaysian Ringgit and Hong Kong dollar. The average effective interest rate for the leases was 4.70% (2024: 4.81%). The carrying amount of lease obligations amounted to approximately RM3.05 million (2024: approximately RM1.97 million) and is secured by the lessor's retention of title to the leased assets.

Capital Structure

As at 31 December 2025, the Group's total equity and liabilities amounted to approximately RM40.70 million and RM56.73 million respectively (2024: approximately RM42.98 million and RM20.63 million respectively).

Pledge of Assets

As at 31 December 2025, the Group's bank facilities, denominated in Malaysian Ringgit, were secured by the pledged bank deposits of approximately RM1.35 million (2024: approximately RM4.85 million).

Gearing Ratio

The gearing ratio of the Group as at 31 December 2025 was 29.14% (2024: 11.89%) which is calculated based on the total debt divided by equity attributable to equity holders of the Company. Total debt represents lease liabilities. The Group has a strong liquidity position to meet its operational needs.

MANAGEMENT DISCUSSION AND ANALYSIS

RISK FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITIONS

The Company has identified and determined the major risk factors which may significantly affect the operation results and financial conditions of the Group through risk management process, which include the following:

Risk in the ability to secure sufficient labour and control staff cost

Contact service industry is a service-oriented and labour intensive business. Any shortage in staff, or increase in staff costs may materially and adversely affect our business, results of operations, financial condition and prospects.

As at 31 December 2025, the Group had 1,243 employees. Total staff costs incurred by the Group for the year ended 31 December 2025 was approximately RM58.49 million (2024: approximately RM58.21 million), representing approximately 63.21% of the Group's revenue for the year ended 31 December 2025 (2024: 62.55%).

To manage such risk, the Group has endeavored to attract and retain sufficient number of staff, in particular our telemarketing sales representatives by offering performance-linked commission and incentive based on pre-determined sales target.

In addition, appropriate corrective actions and re-training measures have been taken to further improve the quality of the services provided by our telemarketing sales representatives.

Delay in settlement of bills from the top five clients

The majority of the Group's revenue is derived from a limited number of clients. Sales to the five largest clients accounted for 64.25% of the total revenue for the year ended 31 December 2025 (2024: 71.08%). All the five largest clients are insurance companies or charitable organisation.

The Group may be subject to the risk of delay in payment from our clients. If settlements of bills are not made in full or in a timely manner, the cash position and financial conditions of the Group will be adversely affected.

To manage such risk, the Group monitors the trade receivables collection status from time to time in order to ensure that the outstanding amounts due from our clients can be fully recovered. As at 31 December 2025, the Group has recorded trade receivables of approximately RM19.72 million. Up to the date of this report, approximately RM19.57 million or 99.23% of the outstanding trade receivables balances as at 31 December 2025 have been subsequently settled.

Fluctuation in the price of cryptocurrencies

The cryptocurrency market is subject to volatility and the price of cryptocurrencies may show real time fluctuations. Due to the fluctuations in cryptocurrency prices (primarily Bitcoins), the impact of the fair value of Bitcoins on our financial performance may vary accordingly.

For the year ended 31 December 2025, the recognition of an impairment loss of Bitcoin was amounted to approximately RM4.92 million.

To manage such risk, the Group monitors the price of Bitcoins on an ongoing basis. The Group also reviews strategy for acquisition and disposal of Bitcoin holdings to manage liquidity needs and risk exposure from time to time.

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL COMMITMENTS

As at 31 December 2025, the Group did not have any significant capital commitments contracted for but not yet incurred item (31 December 2024: nil).

CONTINGENT LIABILITIES

As at 31 December 2025, the Group did not have any significant contingent liabilities (31 December 2024: nil).

ADVANCE TO ENTITIES

On 31 January 2019, UTS Marketing Solutions Sdn. Bhd. ("**UTSM**"), a wholly-owned subsidiary of the Group, entered into an agreement with Exsim Development Sdn. Bhd. ("**Exsim**") and Mightyprop Sdn. Bhd. ("**Mightyprop**") to acquire 2% of the entire issued capital of Mightyprop from Exsim with a consideration at nominal value of RM2. In addition, UTSM agreed to provide an advance of RM12,000,000 to Mightyprop (the "**Advance**"). In July 2019, an agreement was entered into by UTSM with Exsim and Mightyprop, pursuant to which the proposed acquisition of 2% shareholding in Mightyprop would not be proceeded due to non-fulfillment of certain conditions precedent.

Several extensions agreement were subsequently entered into on the deferment repayment of the advance and Mightyprop had settled RM3,000,000 each during December 2024 and June 2025 respectively. The remaining balance of approximately RM6,000,000 has become due and payable on or before 30 September 2025 and the same was fully repaid on 2 October 2025.

The financial advances to entities under Rule 13.20 of the Listing Rules and the details of the above transactions have been disclosed in the Company's announcements dated 31 January 2019, 23 April 2019, 8 July 2019, 8 July 2020, 10 July 2020, 30 December 2020, 28 June 2021, 30 December 2021, 24 June 2022, 18 October 2022, 10 November 2022, 3 July 2023, 27 July 2023 and 3 July 2024 respectively.

As at 31 December 2025, there was no circumstance giving rise to the disclosure under Rule 13.13 of the Listing Rules.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2025, the Group had 1,243 (31 December 2024: 1,225) employees. Total staff costs incurred by the Group for the year ended 31 December 2025 were approximately RM58.49 million (2024: approximately RM58.21 million).

The employees of the Group are remunerated according to their job scope and responsibilities. Performance-linked commission and allowances on top of fixed salary were given to the employees to motivate productivity and stimulate better performance. The employees are also entitled to annual discretionary performance bonus, salary increment and promotion based on regular performance reviews and annual appraisals.

INTEREST RATE RISK

As at 31 December 2025, the Group's pledged bank deposits and lease liabilities bore interest at fixed interest rates and therefore were subject to fair value interest rate risk. The Group's exposure to cash flow interest rate risk that arises from its bank deposits. These deposits bore interests at variable rates that are subject to the then prevailing market condition. The Board believes that the Group does not have significant interest rate risk exposures.

MANAGEMENT DISCUSSION AND ANALYSIS

FOREIGN CURRENCY EXPOSURE

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities such as Hong Kong dollars ("**HK$**"), Malaysian Ringgit ("**RM**"), United States dollars ("**US$**") and Renminbi. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

SIGNIFICANT INVESTMENTS HELD

During the year ended 31 December 2025, the Group purchased through open market transactions an aggregate of approximately 43.41 units of Bitcoin at the aggregate consideration of approximately RM21,046,000 (equivalent to approximately US$5,001,000). As of 31 December 2025, the recoverable amount of cryptocurrencies was RM15,609,000 and an impairment loss of approximately RM4,920,000 was recognized. For further details, please refer to note 19 to the consolidated financial statements.

Save as disclosed in the paragraph headed "Material Acquisitions or Disposals" or otherwise in this report, as at 31 December 2025, the Group did not hold any significant investments.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, there was no specific plan for material investments or capital assets as at 31 December 2025.

MATERIAL ACQUISITIONS OR DISPOSALS

Purchases of Cryptocurrency

On 28 August 2025, BitNova Limited, a wholly-owned subsidiary of the Company, purchased 10 units of Bitcoin through an open market transaction at an aggregate consideration of approximately US$1.13 million (equivalent to approximately RM4.78 million) (excluding transaction costs) (the "**First Acquisition**").

The First Acquisition constituted a discloseable transaction on the part of the Company under the Listing Rules. For details, please refer to the announcement of the Company dated 28 August 2025.

On 15 September 2025, the Group further acquired in an open market transaction, an additional approximately 33.41 units of Bitcoin at an aggregate consideration of approximately US$3.86 million (equivalent to approximately RM16.25 million or HK$30.02 million) (the "**Further Acquisition**").

The First Acquisition and the Further Acquisition, calculated on an aggregate basis, constituted discloseable transaction on the part of the Company under the Listing Rules. For details, please refer to the announcement of the Company dated 15 September 2025.

Tentative Acquisition of Corporate Nominee Membership

On 25 November 2025, the Company and The Bank of Nova Scotia (the "**Vendor**") entered into the sale and purchase agreement, pursuant to which the Company agreed to purchase the corporate nominee membership of Hong Kong Golf Club at a consideration of HK$14,200,000 (equivalent to approximately RM7,553,191) from the Vendor. The said acquisition was subsequently terminated in February 2026. For details, please refer to the announcements of the Company dated 25 November 2025 and 1 March 2026.

Save as disclosed above, during the year ended 31 December 2025, the Group did not have any material acquisitions and disposals of subsidiaries, affiliated companies, associates or joint ventures.

MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK AND FUTURE PROSPECTS

The Group's strategic objective remains unchanged and will continue focusing on the business strategies as set out in the section headed "Business — Business Strategies" of the Prospectus.

The Group continues to remain cautious and maintain its efforts to improve productivity and expects the overall outlook for the year 2026 to remain stable and resilient without material deviation from its existing outbound telemarketing workstations ordered from its existing clients.

The Group had also been constantly identifying potential opportunities to increase its number of workstations ordered beyond its current customer base by either working with new database owners, new insurers or takaful operators in order to improve the Group's financial performance. In addition, the Group is keen to explore business opportunities and investments related to digital currency as well as other high-growth sectors that offer significant strategic and financial upside.

DIVIDENDS

The Board has resolved not to declare any final dividend for the year ended 31 December 2025.

ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held on Friday, 29 May 2026 in accordance with the Listing Rules and the articles of association of the Company.

RETIREMENT BENEFIT SCHEMES

Hong Kong

The Group participates in the mandatory provident fund scheme (the "**MPF Scheme**") established under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong). The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at the rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

The Group's contribution under the MPF Scheme for the year ended 31 December 2025 amounted to approximately RM6,000 (2024: Nil).

Malaysia

The Group contributes to Employees Provident Fund for their employees in accordance with the statutory requirements prescribed by the relevant Malaysian laws and regulations. The Group is required to contribute certain percentage (6%–13%) of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

For the year ended 31 December 2025, the total amount contributed by the Group to the retirement benefit scheme was approximately RM6.38 million (2024: approximately RM6.44 million).

During the years ended 31 December 2025 and 2024, the Group had no forfeited contributions under its retirement benefit scheme which may be used to reduce the existing level of contributions.

MANAGEMENT DISCUSSION AND ANALYSIS

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this report, there had been no material event subsequent to 31 December 2025 which requires adjustment to or disclosure in this report.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors or the controlling shareholders of the Company nor any of their respective close associates that compete or might compete, either directly or indirectly, with the business of the Group and any other conflicts of interest which any such person had or might have with the Group during the year ended 31 December 2025.

CHANGE OF COMPANY NAME

During the extraordinary general meeting of the Company held on 26 June 2025, a special resolution has been passed to change the company name of the Company to "BitStrat Holdings Limited" with its dual foreign name in Chinese "比特策略控股有限公司". The change of company name became effective on 2 July 2025. Consequential amendments have been made to the memorandum and articles of association of the Company.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

Save as disclosed above, there had been no material changes on the business operation of the Group since 31 December 2025.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Share Option Scheme**") on 14 June 2017 and the same became effective from 12 July 2017, the date on which the Shares were listed and commenced trading on the Stock Exchange. No option was granted, exercised, cancelled or lapsed during the year ended 31 December 2025. As at 1 January 2025 and 31 December 2025, the number of options available for grant was 40,000,000 and 40,000,000 respectively, representing 10% of the entire issued share capital of the Company.

The Share Option Scheme is a share incentive scheme and is established to enable the Company to grant options to the eligible participants as incentives or rewards for the contribution they had or may have made to the Group. The Share Option Scheme will provide the eligible participants the opportunity to have personal stake in the Company with the view to achieve the following objectives:

(a) motivate the eligible participants to optimise their performance efficiency for the benefit of the Group; and

(b) attract and retain or otherwise maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

Subject to the restrictions under the Listing Rules, eligible participants of the Share Option Scheme include (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any directors (including independent non-executive directors) of the Company or any of its subsidiaries; (iii) any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), contractors, suppliers, service providers, agents, customers and business partners of the Company or any of its subsidiaries; and (iv) any such other persons who in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries. Subject to the requirements under the Listing Rules relating to the grant of share options to the Directors, chief executive or substantial shareholders, unless approved by the shareholders at general meeting in the manner prescribed in the Listing Rules, the maximum entitlement of each eligible participant is that the total number of shares issued and to be issued upon exercise of the outstanding options granted and to be granted to such grantee (including both exercised, cancelled and outstanding options) under the Share Option Scheme and other scheme(s) of the Group in any 12-month period must not exceed 1% of the issued share capital of the Company as at the date of grant.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2025.

DIRECTORS AND MANAGEMENT PROFILES

The biographical details of the Directors and the senior management of the Group as at the date of this annual report are as follows:

DIRECTORS

Executive Directors

Mr. Luo Zuchun (羅祖春), aged 44, is the Chairman of the Board, an executive Director and the chief executive officer of the Company.

Mr. Luo is an entrepreneur with extensive management experience, particularly in the fields of technology and digital currency with rich expertise in application-specific integrated circuit (ASIC) chip design and high-performance computing (HPC). He is the founder of Microhash International Pte. Ltd., a Singapore-based company principally engaged in financial advisory services and digital currency-related business. Mr. Luo was a sales manager in Guangdong Xintianjing Industrial Co., Ltd.* (廣東新天景實業有限公司), a company principally engaged in trading of steel and building materials, from January 2009 to July 2015. Since July 2015, he has been serving as the general manager of Shenzhen Yongyi Technology Co., Ltd.* (深圳永意科技有限公司), a company principally engaged in ASIC chip design and HPC.

Mr. Luo obtained a Master of Arts in Marketing from the Charisma University in 2021.

Mr. Lee Koon Yew, aged 70, is an executive Director of the Company.

Mr. Lee has more than 28 years of experiences in the insurance industry. During the period between 1981 and 1995, he worked in Hong Leong Assurance Berhad and his last position was assistant general manager responsible for the general management of the said company.

From September 1995 to December 2006, Mr. Lee became the Country Manager & Principal Officer of Chubb Insurance Malaysia Berhad (formerly known as ACE Synergy Insurance Bhd), responsible for the overall management of the said company. After working in the said company for 11 years, he joined Tahan Insurance Berhad as the chief executive officer and was responsible for the overall management of the said company. He then joined our Group in December 2009.

Mr. Lee was the chairman of Insurance Services Malaysia from 2005 to 2009. He was also the chairman of General Insurance Association of Malaysia (PIAM), the director of Malaysian Ratings Corp. Bhd. and the director of Malaysian Insurance Institute during the period from 2008 to 2009.

Mr. Lee obtained a Bachelor of Commerce degree from the University of Canterbury in May 1980.

DIRECTORS AND MANAGEMENT PROFILES

DIRECTORS *(continued)*

Non-executive Director

Mr. Chen Jiajun (陳家俊), aged 33, is a non-executive Director.

Mr. Chen has extensive investment experience and has a wide variety of investments in different industries. Mr. Chen served at Shenzhen Kingkey Banner Commercial Management Ltd. (深圳市京基百納商業管理有限公司) as vice-president from May 2015 to May 2018 and president from May 2018 to January 2019. Mr. Chen currently also serves as a Director of University of Southern California China Alumni Club.

Mr. Chen has been appointed as (i) a non-independent director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd.* (深圳市京基智農時代股份有限公司), the shares of which are listed on Shenzhen Stock Exchange (stock code: 000048.SZ), from 23 June 2020 to 27 October 2022; (ii) an executive director of Jakota Capital (Holding) Group (formerly known as Kingkey Financial International (Holdings) Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1468.HK) from 28 August 2020 to 8 March 2024; (iii) an executive director of Allegro Culture Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 550.HK), from 1 September 2023 to 20 May 2024; and (iv) an executive director of Coolpad Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2369.HK), since 17 January 2019.

Mr. Chen holds a master's degree in Science of Finance from the University of Southern California.

Independent Non-executive Directors

Ms. Liu Mei (劉美), aged 38, is an independent non-executive Director.

Ms. Liu is currently a practicing lawyer at Beijing Zhongwen (Shenzhen) Law Firm. She holds dual professional qualifications in law and finance, with extensive expertise in corporate governance of listed companies, capital market regulation, and corporate compliance. With over 15 years of hands-on experience across law firms, commercial banks, and financial institutions, Ms. Liu specialises in capital market legal affairs and financial risk control. She has led the legal structuring and risk assessment for numerous investment projects.

Ms. Liu obtained a Master of Business Administration with a concentration in Financial Markets Risk Management from the University of Illinois in 2016 and dual degrees in Economics and Management from Southwestern University of Finance and Economics in 2010.

Mr. Cheuk Ho Kan (卓灝勤), aged 38, is an independent non-executive Director.

Mr. Cheuk Ho Kan obtained a degree of Bachelor of Commerce (Honours) in Accountancy from Hong Kong Baptist University in 2010. Mr. Cheuk has more than 15 years of experience in various areas including accounting, auditing, financial management, taxation, financing and corporate management. Mr. Cheuk is a member of the Hong Kong Institute of Certified Public Accountants and he is also a practicing accountant in Hong Kong. Mr. Cheuk has previously worked at international accounting firms, multinational enterprises, and state-owned companies.

Mr. Cheuk has been appointed as an independent non-executive director of Coolpad Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2369.HK), since 8 January 2024.

DIRECTORS *(continued)*

Independent Non-executive Directors *(continued)*

Mr. Cai Runjia (蔡潤佳), aged 41, is an independent non-executive Director.

Mr. Cai has over 18 years of experience in the computer hardware and software industry. Since December 2017, he has served as the General Manager of Shenzhen Aisike Technology Co., Ltd.* (深圳市愛思科技術科技有限公司), responsible for the overall operations and technology research and development of the company. Prior to that, he served as General Manager of various private companies, focusing on fields such as computer hardware system design, research and development of computing power technology, and intelligent device development.

Mr. Cai possesses a Master of Business Administration degree from International American University in the United States of America, majoring in Management Information Systems.

SENIOR MANAGEMENT

Ms. Su Yan, aged 37, is the Vice President of our Group, and is mainly responsible for the overall executive management and business development of the Group.

Ms. Su has over 13 years of experience in operation and executive management. Prior to joining the Group in August 2025, Ms. Su worked in a number of enterprises in China. From March 2019 to July 2025, she served as the Operation Director of Shenzhen Yongyi Technology Co., Ltd., where she managed the production operation of application-specific integrated circuit (ASIC) chips and high-performance computing servers. From April 2014 to December 2018, she had been the assistant to chief operating officer of two enterprises, namely Yunxiangyun (Beijing) Technology Co., Ltd and Shenzhen AiwaTa Technology Co., Ltd.

Ms. Su obtained a Bachelor of Management from Inner Mongolia Normal University in China in July 2012.

Ms. Lim Soh Ting, aged 44, is the Deputy Chief Executive Officer of our Group's business in Malaysia and is mainly responsible for project management and liaising with clients and their database owners on all matters related to the projects.

Ms. Lim was appointed as the Deputy Chief Executive Officer in July 2025, bringing over two decades of extensive experience in sales management, project execution, and strategic leadership. She began her career in October 2002 at Teledirect Telecommerce Sdn Bhd, where she demonstrated rapid career progression. Starting as a Telesales Executive, she climbed the ranks to Team Leader and Management Trainee before serving as Project Executive, where she spearheaded project and client management initiatives until February 2008. She subsequently joined Hewlett Packard Corporation Berhad in March 2008 as an Inside Sales Supervisor, leading the company's inside sales operations. Ms. Lim joined our Group in April 2011 as Campaign Manager. Her consistent track record of operational excellence led to a series of senior leadership appointments, including Senior Account Director (2016) and General Manager (2022). In her current role as Deputy CEO, she continues to drive the Group's strategic growth and high-level client relations in Malaysia.

Ms. Lim obtained a life insurance agent certificate from the Malaysian Insurance Institute in September 2004.

SENIOR MANAGEMENT *(continued)*

Mr. Woo Kai Meng, aged 51, is the Head of Information Technology of our Group's business in Malaysia, responsible for overseeing the operation and management of information technology of our Group's business in Malaysia.

Mr. Woo has more than 18 years of experience in information technology operations. Prior to joining the Group, In September 2001, Mr. Woo served as a senior executive in ACE Synergy Insurance Berhad and was promoted as an assistant manager in September 2007, responsible for project management. After that, Mr. Woo joined our Group in April 2010 as the head of information technology.

Mr. Woo obtained a Bachelor of Business degree from the University of Southern Queensland, Australia through distance learning in March 1998.

COMPANY SECRETARY

Mr. Siu Chun Pong, Raymond (蕭鎮邦), aged 46, was appointed as a joint company secretary of the Company in February 2018. Mr. Siu is now acting as the sole company secretary of the Company.

Mr. Siu has been a practising solicitor of The High Court of Hong Kong since 2005. Mr. Siu has over 20 years of experience in corporate finance and regulatory compliance. He is the founder and a partner of Raymond Siu & Lawyers, a solicitors' firm in Hong Kong. Prior to setting up and running his own solicitors' firm, he has been a partner of F. Zimmern & Co., Solicitors & Notaries from July 2012 to August 2017. Mr. Siu is now (i) an independent director of Reitar Logtech Holdings Limited, a company listed on NASDAQ (stock code: RITR) and (ii) an independent director of Mint Incorporation Limited, a company listed on NASDAQ (stock code: MIMI).

Mr. Siu graduated from The University of Hong Kong with a Bachelor of Laws degree and University College London with a Master of Laws degree.

CORPORATE GOVERNANCE REPORT

The board (the "Board") of directors (the "Directors") and management of the Company are committed to achieving and maintaining high standards of corporate governance to enhance corporate performance, transparency and accountability through a set of corporate governance principles and practices.

The culture of the Group is that the directors and management of the Group are required to develop its business and operation within the boundary of the applicable laws and regulations and the general standards and expectations of the business community and society. The Group is required to operate based on sound governance and utmost integrity and prohibit all kinds of damaging, corruptive, collusive, unethical and discriminative acts or practices.

The Directors are of the opinion that during the year ended 31 December 2025, the Company has complied with the code provisions as set out in the Corporate Governance Code (the "CG Code") under Appendix C1 to the Listing Rules, save and except for code provision C.2.1 and code provision D.2.5 of the CG Code.

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. With effect from 26 June 2025, Mr. Luo Zuchun has been appointed as the chairman of the Board and the chief executive officer of the Company and therefore the roles of the chairman of the Board and the chief executive officer of the Company are not separate. Considering that Mr. Luo Zuchun will play pivotal role in the business development of the Group in accordance with its business plans, all the Directors will meet regularly and all major decisions of the Company will be made in consultation with the members of the Board, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Company and believe this structure will enable the Company to make and implement decisions effectively.

Details regarding deviation from code provision D.2.5 are set out in the paragraph headed "Risk Management, Internal Control and their Effectiveness" of this section.

Furthermore, the Board has adopted the CG Code, the requirement under which shall apply to the Company's corporate governance report for the year ended 31 December 2025.

The Company's corporate governance structure includes the Board and three board committees under the Board, namely the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee"). The Board stipulates the terms of reference of all Board committees and specifies therein clearly the powers and responsibilities of the board committees.

THE BOARD

The Board plays a central supporting and supervisory role in the Group and is responsible for promoting the success of the Group by directing and supervising its affairs in a responsible and effective manner. Each Director has a fiduciary duty towards the Company.

The Board oversees the overall management of the Company and makes decisions on important matters, including but not limited to the approval, review and monitoring of the overall business strategies and policies, corporate governance practices, business development, risk management, compliance with legal and regulatory requirements, the code of conduct and compliance manual applicable to employees and Directors, annual budgets, financial results, investment proposals, material acquisition, disposals and capital transactions, internal control, material funding decisions and major commitments relating to the Group's operations and training and continuous professional development of Directors and senior management. The Board is required to make decisions in the best interests of the Company and its shareholders as a whole. The Board expects to conduct a board performance review before publication of the annual report for the year ending 31 December 2026.

Decisions on the Group's day-to-day management and operations of the Company are delegated to the management of the Group. This delegation of authority includes responsibility for operating the Group's business within the parameters set by the Board, keeping the Board informed of material developments of the Group's business, identifying and managing operation and other risks and implementing the policies and processes approved by the Board.

CORPORATE GOVERNANCE REPORT

BOARD COMPOSITION

As at 31 December 2025, the Board comprised 6 members, including two executive Directors, Mr. Luo Zuchun (Chairman) (appointed on 26 June 2025) and Mr. Lee Koon Yew, one non-executive Director, Mr. Chen Jiajun (appointed on 26 June 2025 as executive Director and redesignated as non-executive Director on 31 October 2025), and three independent non-executive Directors, Ms. Liu Mei (appointed on 26 June 2025), Mr. Cheuk Ho Kan (appointed on 26 June 2025) and Mr. Cai Runjia (appointed on 26 June 2025). Other than being members of the Board, there is no other relationship between the members of the Board. The Board believes that the composition of executive and non-executive Directors is reasonable and adequate to provide sufficient checks and balances that serve to safeguard the interests of the Company and its shareholders as a whole.

The Board comprises six Directors, five of them are male and one of them is female. Three of them are in the age group of 30–39, two of them are in the age group of 40-49 and the remaining one of them is in the age group 70–79.

Each Director has different professional qualifications, knowledge, skills, industry experience and expertise, which enable them to make valuable and diversified contribution and guidance to the Group's business development and operations. The Directors' biographical details are set out in the section headed "Directors and Management Profiles" of this report.

During the year ended 31 December 2025, the Board had at all times met the relevant requirements under the Listing Rules relating to the appointment of at least three independent non-executive Directors (representing not less than one-third of the Board), with at least one independent non-executive Director possessing appropriate accounting and related financial management expertise. The independence of the independent non-executive Directors is assessed according to the relevant rules and requirements under the Listing Rules. The Company has received from each of the independent non-executive Directors a confirmation of his independence in accordance with Rule 3.13 of the Listing Rules and the Company is of the view that all independent non-executive Directors meet the independence guidelines and are independent in accordance with the relevant rules and requirements.

The Nomination Committee has reviewed the Board's structure, size, diversity and composition to ensure that it has a balance of expertise, skills, independence and experience appropriate to the requirements of the Group's business development and operations.

To comply with the Board diversity requirement under the Listing Rules, the Company has appointed Ms. Liu Mei as an independent non-executive Director on 26 June 2025.

The senior management comprises 1 male and 2 female.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the year under review, up to 26 June 2025., Mr. Ng Chee Wai, the Chairman of the Board, took a leading role in the management of the Group and was responsible for the effective functioning of the Board. He was also responsible for the overall strategic development of the Group. Mr. Lee Koon Yew acted as the chief executive officer of the Company and was responsible for managing the Group's overall daily operations. The Group's senior management team was responsible for implementation of business strategy and management of the day-to-day operations of the Group's business.

From 26 June 2025 onwards, Mr. Luo Zuchun has been appointed as the chairman of the Board and the chief executive officer of the Company. Mr. Luo has played a pivotal role in the business development of the Group in accordance with its business plans.

APPOINTMENT, RE-ELECTION AND REMOVAL

The appointment, re-election and removal of Directors are governed by the articles of association of the Company (the "Articles"). The Board may from time to time appoint a Director either to fill a casual vacancy or as an addition to the Board.

The Nomination Committee will make recommendations to the Board on the appointment of Directors and senior management. Potential new directors are selected on the basis of their qualifications, skills and experience that the Directors consider will make a positive contribution to the performance and diversity of the Board.

At each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire by rotation in accordance with the Articles.

Each of Mr. Luo Zuchun and Mr. Lee Koon Yew has entered into a service agreement as executive Director with the Company for a term of three years commencing from 26 June 2025 and is subject to retirement by rotation at the annual general meetings of the Company.

Mr. Chen Jiajun has entered into a letter of appointment as non-executive Director with the Company for a term of three years commencing from 31 October 2025 and is subject to retirement by rotation at the annual general meetings of the Company.

Each of Ms. Liu Mei, Mr. Cheuk Ho Kan and Mr. Cai Runjia has entered into a letter of appointment as an independent non-executive Director with the Company for a term of three years commencing from 26 June 2025 and is subject to retirement by rotation at the annual general meetings of the Company.

NOMINATION POLICY

The company secretary of the Company shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members. The factors which would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate for director include, inter alia, reputation for integrity, professional qualifications, skills, knowledge and experience that are relevant to the Group's business and corporate strategy, willingness to devote adequate time to discharge duties as Board member, diversity of the Board, and such other perspectives appropriate to the Group's business. The Nomination Committee shall make recommendations for the Board's consideration and approval.

DIVERSITY OF THE BOARD

The Company has a board diversity policy to achieve board diversity taking into account a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee evaluates and monitors the implementation of the board diversity policy to ensure the effectiveness of the board diversity policy.

CORPORATE GOVERNANCE REPORT

NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

During the year ended 31 December 2025, 3 Board meetings were held and 13 written resolutions of the Directors were passed. Notices of regular Board meetings for the purpose of approving the annual results and interim results were given to all Directors at least 14 days before each meeting, and all Directors were given the opportunity to include matters in the agenda for discussion at the Board meetings. The agenda and meeting materials, including relevant background information and supporting analysis, were normally sent to all Directors at least three days before the regular Board meetings (and so far as practicable for such other Board meetings) to ensure that the Directors would have sufficient time and attention to the affairs of the Company. Their individual attendance of the 3 Board meetings was as follows:

	Attendance Rate
Mr. Ng Chee Wai (retired on 26 June 2025)	1/1
Mr. Luo Zuchun (appointed on 26 June 2025)	2/2
Mr. Lee Koon Yew	3/3
Mr. Kwan Kah Yew (resigned on 26 June 2025)	1/1
Mr. Chen Jiajun (appointed on 26 June 2025)	2/2
Mr. Kow Chee Seng (resigned on 26 June 2025)	1/1
Mr. Chan Hoi Kuen Matthew (retired on 26 June 2025)	1/1
Ms. Tan Yee Vean (retired on 26 June 2025)	1/1
Ms. Liu Mei (appointed on 26 June 2025)	2/2
Mr. Cheuk Ho Kan (appointed on 26 June 2025)	2/2
Mr. Cai Runjia (appointed on 26 June 2025)	2/2

The annual general meeting and an extraordinary general meeting of the Company were held on 26 June 2025. All relevant Directors attended the annual general meeting and the extraordinary general meeting.

PRACTICES AND CONDUCT OF MEETINGS OF THE BOARD AND BOARD COMMITTEES

The company secretary is responsible for ensuring the proper convening and conducting of the Board and Board committee meetings, with relevant notices, agenda and all relevant Board and Board committee papers being provided to the Directors and Board committee members in a timely manner before the meetings.

The company secretary is responsible for keeping minutes of all meetings of the Board and Board committees. Board and Board committee minutes are available for inspection by Directors and Board committee members. All Directors have direct access to the company secretary who is responsible for advising the Board on corporate governance and compliance issues.

Each Director is required to make disclosure of his interests or potential conflicts of interests, if any, in any proposed transactions or issues discussed by Directors at the Board and Board committees' meetings. Any Director shall not vote on any resolution of the Board and Board committees approving any contract or arrangement or any other proposal in which he (or his associates) is materially interested nor shall he be counted in the quorum present at the meeting.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all Directors, and the Directors have confirmed that they have complied with all relevant requirements as set out in the Model Code for the year ended 31 December 2025. The Company will from time to time reiterate and provide reminders to the Directors regarding the procedures, rules and requirements to be complied with by them in relation to Directors' dealings in securities.

ACCOUNTABILITY AND AUDIT AND AUDITOR'S REMUNERATION

The Directors acknowledge their responsibility for the preparation of the financial statements which give a true and fair presentation of the state of affairs of the Company and its subsidiaries (the "Group") for the year ended 31 December 2025. This responsibility has also been mentioned in the Independent Auditor's Report on pages 36 to 41 of this report.

In preparing the financial statements for the year ended 31 December 2025, the Board (i) adopted all applicable accounting and financial reporting standards, including but not limited to the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants; (ii) selected suitable accounting policies and applied them consistently; (iii) made prudent and reasonable judgements and estimates; and (iv) ensured that the financial statements were prepared on a going concern basis.

The Directors are also responsible for ensuring timely publication of the Group's financial statements. The Company aims to present a clear, balanced and understandable assessment of the Group's performance and position through all its publications and communications to the public and is aware of the requirements under the applicable rules and regulations about timely disclosure of inside information. The interim results of the Group for the six months ended 30 June 2025 were published within 2 months after the end of the relevant period to provide stakeholders with transparent and timely financial information of the Group.

The statement by the auditors of the Company about their responsibilities is set out on pages 36 to 41 of this annual report. The remuneration paid or payable to RSM Hong Kong and its network firms in respect of the audit services for the year ended 31 December 2025 were approximately RM460,000 and RM56,000 respectively. The remuneration paid or payable to RSM Hong Kong in respect of the non-audit services related to the review of the Group's interim condensed consolidated financial statements were amounted to RM81,000.

RISK MANAGEMENT, INTERNAL CONTROL AND THEIR EFFECTIVENESS

The Board has the overall responsibility for maintaining sound and effective internal controls and risk management for the Group to safeguard the interests of its stakeholders and the assets of the Group at all times. In this connection, an internal control and risk management system has been established to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage or mitigate rather than eliminate risks of failure to achieve the Group's business objectives.

The Board is responsible for, at least annually, conducting reviews on the adequacy and effectiveness of the Group's internal control and risk management system, and making recommendations to the relevant department management for necessary actions.

During the year ended 31 December 2025, the Board had conducted reviews on the effectiveness of the internal control and risk management system covering all material factors related to financial, operational, compliance controls, various functions for risk management and asset and information security.

Code provision D.2.5 of the CG Code stipulates that an issuer should have an internal audit function. The Company does not have an internal audit function as the Board presently considers that the size, nature and complexity of the Group's business does not require such a function. The Board reviews and will continue to review the need to set up an independent internal audit function on an annual basis. During the year, the Company has appointed an independent internal control consultant to review the internal controls over key processes at both the entity and process levels. The Audit Committee has reviewed the results of the internal control review, together with other relevant information such as meetings with the auditors, management representations, and the Company's actual performance, and has provided advices to the Board as appropriate. The Board considers that the internal control and risks management system of the Group was effective during the year ended 31 December 2025.

CORPORATE GOVERNANCE REPORT

DIVIDEND POLICY

The Company has adopted dividend policy (the "Dividend Policy"), pursuant to which the Company may distribute dividends to the shareholders of the Company by way of cash or shares. Any distribution of dividends shall be in accordance with the Articles and the distribution shall achieve continuity, stability and sustainability. The recommendation of the payment of any dividend is subject to the absolute discretion of the Board. In proposing any dividend pay-out, the Board shall also take into account, inter alia, the Group's earnings per share, the reasonable return in investment of the investors and the shareholders in order to provide incentive to them to continue to support the Group in their long-term development, the financial conditions and business plan of the Group, and the market sentiment and circumstances. The Dividend Policy will be reviewed from time to time and there is no assurance that a dividend will be proposed or declared in any specific periods.

CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors have been informed of the requirement under the code provision C.1.4 of the CG Code regarding the continuous professional development. A summary of the trainings received by each of the Directors during the year ended 31 December 2025 is as follows:

	Reading journals	Attending seminars
Mr. Ng Chee Wai (retired on 26 June 2025)	✓	✓
Mr. Luo Zuchun (appointed on 26 June 2025)	✓	✓
Mr. Lee Koon Yew	✓	✓
Mr. Kwan Kah Yew (resigned on 26 June 2025)	✓	✓
Mr. Chen Jiajun (appointed on 26 June 2025)	✓	✓
Mr. Kow Chee Seng (resigned on 26 June 2025)	✓	✓
Mr. Chan Hoi Kuen Matthew (retired on 26 June 2025)	✓	✓
Ms. Tan Yee Vean (retired on 26 June 2025)	✓	✓
Ms. Liu Mei (appointed on 26 June 2025)	✓	✓
Mr. Cheuk Ho Kan (appointed on 26 June 2025)	✓	✓
Mr. Cai Runjia (appointed on 26 June 2025)	✓	✓

BOARD COMMITTEES

During the year ended 31 December 2025, there were three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee with specific terms of references to assist the Board in discharging its responsibilities.

Audit Committee

For the year ended 31 December 2025, the Audit Committee comprises three independent non-executive Directors, namely Mr. Kow Chee Seng (up to 26 June 2025), Mr. Chan Hoi Kuen Matthew (up to 26 June 2025), Ms. Tan Yee Vean (up to 26 June 2025), Mr. Cheuk Ho Kan (from 26 June 2025 onwards), Ms. Liu Mei (from 26 June 2025 onwards) and Mr. Cai Runjia (from 26 June 2025 onwards). The Audit Committee is chaired by Mr. Kow Chee Seng (up to 26 June 2025) and Mr. Cheuk Ho Kan (from 26 June 2025 onwards), who are both certified public accountants. The principal functions of the Audit Committee are to (i) review and supervise the Group's financial reporting processes and internal control and risk management system and (ii) make recommendations to the Board on the reappointment of the external auditor.

BOARD COMMITTEES *(continued)*

Audit Committee *(continued)*

During the year ended 31 December 2025, the Audit Committee reviewed the Group's annual and interim results and the effectiveness of internal control and risk management system. The Audit Committee had performed the following works:

(a) reviewed the financial report for the year ended 31 December 2024;

(b) reviewed the financial report for the six months ended 30 June 2025;

(c) reviewed the accounting principles and practices adopted by the Group and ensured the compliance with the relevant accounting standards, the Listing Rules and other statutory requirements; and

(d) reviewed the effectiveness of the internal control and risk management system.

During the year ended 31 December 2025, 2 Audit Committee meetings were held. The individual attendance of its members is as follows:

	Attendance Rate
Mr. Kow Chee Seng (resigned on 26 June 2025)	1/1
Mr. Cheuk Ho Kan (appointed on 26 June 2025)	1/1
Mr. Chan Hoi Kuen Matthew (ceased on 26 June 2025)	1/1
Ms. Tan Yee Vean (ceased on 26 June 2025)	1/1
Ms. Liu Mei (appointed on 26 June 2025)	1/1
Mr. Cai Runjia (appointed on 26 June 2025)	1/1

Remuneration Committee

During the year ended 31 December 2025, the Remuneration Committee comprises an executive Director, Mr. Lee Koon Yew (up to 26 June 2025) and Mr. Luo Zuchun (from 26 June 2025 onwards); and three (up to 26 June 2025) and two (from 26 June 2025 onwards) independent non-executive Directors, Mr. Chan Hoi Kuen Matthew (up to 26 June 2025), Mr. Kow Chee Seng (up to 26 June 2025), Ms. Tan Yee Vean (up to 26 June 2025), Mr. Cai Runjia (from 26 June 2025 onwards) and Ms. Liu Mei (from 26 June 2025 onwards). The Remuneration Committee is chaired by Mr. Chan Hoi Kuen Matthew (up to 26 June 2025) and Mr. Cai Runjia (from 26 June 2025 onwards).

The principal functions of the Remuneration Committee are (i) to make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management in order to retain and attract talent to manage the Group effectively; (ii) to determine, with the delegated responsibility, the specific remuneration packages of all executive Directors and senior management; (iii) to assess the performance of the executive Directors; (iv) to approve the terms of the service contracts of the executive Directors; and (v) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. The Directors and their associates do not participate in the decisions in relation to their own remuneration.

During the year ended 31 December 2025 the Remuneration Committee has (i) assessed the Company's policy and structure for the remuneration of the Directors and senior management and (ii) reviewed the existing share option scheme of the Company.

BOARD COMMITTEES *(continued)*

Remuneration Committee *(continued)*

During the year ended 31 December 2025, 1 Remuneration Committee meeting was held and 3 written resolutions of Remuneration Committee were passed. The Remuneration Committee will meet as and when required. The individual attendance of its members is as follows:

	Attendance Rate
Mr. Chan Hoi Kuen Matthew (ceased on 26 June 2025)	1/1
Mr. Cai Runjia (appointed on 26 June 2025)	0/0
Mr. Kow Chee Seng (resigned on 26 June 2025)	1/1
Mr. Lee Koon Yew (resigned on 26 June 2025)	1/1
Ms. Tan Yee Vean (ceased on 26 June 2025)	1/1
Mr. Luo Zuchun (appointed on 26 June 2025)	0/0
Ms. Liu Mei (appointed on 26 June 2025)	0/0

Nomination Committee

During the year ended 31 December 2025, the Nomination Committee comprises an executive Director, Mr. Kwan Kah Yew (up to 26 June 2025) and Mr. Luo Zuchun (from 26 June 2025 onwards); and three (up to 26 June 2025) and two (from 26 June 2025 onwards) independent non-executive Directors, Mr. Kow Chee Seng (up to 26 June 2025), Mr. Chan Hoi Kuen Matthew (up to 26 June 2025), Ms. Tan Yee Vean (up to 26 June 2025), Ms. Liu Mei (from 26 June 2025 onwards) and Mr. Cai Runjia (from 26 June 2025 onwards). The Nomination Committee is chaired by Ms. Tan Yee Vean (up to 26 June 2025) and Ms. Liu Mei (from 26 June 2025 onwards).

The principal functions of the Nomination Committee are to determine the policy for the nomination of Directors, to review the structure of the Board, to assess the independence of the independent non-executive Directors and to make recommendations on relevant matters relating to the appointment or re-appointment of Directors.

During the year ended 31 December 2025, the Nomination Committee has (i) reviewed the structure of the Board and (ii) assessed the independence of the independent non-executive Directors.

During the year ended 31 December 2025, 1 meeting was held by the Nomination Committee and 2 written resolutions of Nomination Committee were passed. The Nomination Committee will meet as and when required. The individual attendance of its members is as follows:

	Attendance Rate
Ms. Tan Yee Vean (ceased on 26 June 2025)	1/1
Ms. Liu Mei (appointed on 26 June 2025)	0/0
Mr. Kow Chee Seng (resigned on 26 June 2025)	1/1
Mr. Chan Hoi Kuen Matthew (ceased on 26 June 2025)	1/1
Mr. Kwan Kah Yew (resigned on 26 June 2025)	1/1
Mr. Luo Zuchun (appointed on 26 June 2025)	0/0
Mr. Cai Runjia (appointed on 26 June 2025)	0/0

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for the corporate governance matters of the Company. The Board has established its terms of reference, pursuant to which the duties of the Board include, inter alia, (i) to develop, review and implement the policies and practices of the Company on corporate governance; (ii) to review, monitor and implement the policies and practices of the Company on compliance with legal and regulatory requirements; (iii) to review, monitor and implement the training and continuous professional development of the Directors and senior management of the Group; (iv) to develop, review, monitor and implement the code of conduct and compliance manual (if any) applicable to Directors and employees; and (v) to review and implement the compliance with the CG Code and disclosure in the Corporate Governance Report.

COMPANY SECRETARY

Mr. Siu Chun Pong Raymond is the company secretary of the Company. The biographical details of Mr. Siu is set out in the section headed "Directors and Management Profiles" of this report. Mr. Siu is not an employee of the Company.

The company secretary took no less than 15 hours of relevant professional training during the year ended 31 December 2025 as required by the Listing Rules.

During the year ended 31 December 2025, Mr. Kwan Kan Yew and Ms. Su Yan were the primary contact persons of the Company with Mr. Siu.

COMMITMENT TO TRANSPARENCY

The Board puts emphasis on creating and maintaining a high level of transparency through timely disclosure of relevant information on the Group's business and activities to shareholders, investors, media and investment public through various channels including the Company's annual general meeting, analysts' briefings, press conferences following the announcements of interim and annual results, regular press releases, timely update of the Company's website as well as the availability of designated investor relationship agent to handle enquiries. The executive Directors and senior management, who together oversee our business operations, are committed to responding to enquiries from regulators, shareholders, investors and business partners.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company regards high quality reporting and communication as an essential element in building successful relationships with its shareholders. The Company always seeks to provide relevant information to existing and potential investors, not only to comply with the various requirements in force but also to enhance transparency and communications with shareholders and the investing public. The Company is committed to ensuring that all shareholders and potential investors have equal opportunities to receive and obtain publicly available information that is released by the Group. Regular disclosures about important issues, including performance, fundamental business strategy, governance and risk management are disseminated through various channels such as:

- the Company's annual general meeting
- analysts' briefings and press conferences following the announcements of interim results and annual results
- timely updates of the Group's information on the websites of the Company and the Stock Exchange
- meetings with shareholders and the investing public
- prompt press releases and announcements regarding major corporate actions and business initiatives

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS *(continued)*

The Company maintains a website at http://www.bitstrat.hk where the Company's announcements, circulars, notices, financial reports, business developments, press releases and other information are posted. Shareholders are encouraged to access corporate communication from the Company through its website.

The Company has reviewed its communication policy and in light of the above measures, considers it to be effective.

CONSTITUTIONAL DOCUMENTS

On 26 June 2025, a special resolution was passed at an extraordinary general meeting of the Company to amend and adopt the new memorandum of association and articles of association of the Company. Save for the aforesaid, there was no amendment to the constitutional documents of the Company during the year ended 31 December 2025.

SHAREHOLDERS' RIGHTS

Convening extraordinary general meeting and putting forward proposals at Shareholders' meetings

Any one or more shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company secretary of the Company at Unit 1802, 18/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Enquiries to the Board

We always welcome Shareholders' view and input. Shareholders and other stakeholders may at any time raise their concerns to the company secretary, Mr. Siu Chun Pong Raymond, by mail, facsimile or email. The contact details are as follows:

Address: Unit 1802, 18/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong
Facsimile no.: (852) 2338 0067
Email: Connect@bitstrat.hk

DIRECTORS' REPORT

The Directors are pleased to present the 2025 annual report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2025.

PRINCIPAL ACTIVITIES

The Group is principally engaged in provision of outbound telemarketing services of financial products, which include insurance products (conventional and takaful insurance products), promoting credit cards and balance transfer, and soliciting donation programmes for our clients in Malaysia. Our current clienteles are mainly banks, insurance companies, takaful operators, and charitable organisations in Malaysia. The Group also engaged in investing activities in Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company are set out in note 39 to the consolidated financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company identified and determined the major risks which may affect the operations results and financial conditions of the Group through risk management process, which include (1) the risk in securing sufficient labour and control staff costs; (2) the risk in delay in settlement of bills from the top five clients; and (3) fluctuation in the price of cryptocurrencies. For details, please refer to the section headed "Management Discussion and Analysis" on pages 4 to 12 of this report.

BUSINESS REVIEW

For the review of the business of the Group, the details on principal risks and uncertainties, compliance with laws and regulations, environmental policies and performance, relationship with employees, clients and suppliers, please refer to the section headed "Management Discussion and Analysis" on pages 4 to 12 of this report.

SHARE CAPITAL

Details of the movement in the share capital of the Company during the year ended 31 December 2025 are set out in note 31 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2025 are set out in the consolidated statement of profit or loss and other comprehensive income on page 42.

The Directors have not declared any dividends for the year ended 31 December 2025.

DONATION

Charitable and other donations made by the Group during the year ended 31 December 2025 amounted to approximately RM10,000.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on pages 105 to 106 of this annual report. This summary is for information only and does not form part of the audited consolidated financial statements.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

DIRECTORS' REPORT

DISTRIBUTABLE RESERVES

As at 31 December 2025, the Company's reserves available for distribution to shareholders amounted to approximately RM34.2 million.

DIRECTORS

The Directors during the year ended 31 December 2025 and up to the date of this report were:

Executive Directors

Mr. Luo Zuchun (appointed on 26 June 2025)
Mr. Lee Koon Yew
Mr. Ng Chee Wai (retired on 26 June 2025)
Mr. Kwan Kah Yew (resigned on 26 June 2025)

Non-executive Director

Mr. Chen Jiajun (appointed as executive Director on 26 June 2025; redesignated as non-executive Director on 31 October 2025)

Independent Non-Executive Directors

Ms. Liu Mei (appointed on 26 June 2025)
Mr. Cheuk Ho Kan (appointed on 26 June 2025)
Mr. Cai Runjia (appointed on 26 June 2025)
Mr. Kow Chee Seng (resigned on 26 June 2025)
Mr. Chan Hoi Kuen Matthew (retired on 26 June 2025)
Ms. Tan Yee Vean (retired on 26 June 2025)

Mr. Luo Zuchun, Mr. Chen Jiajun, Ms. Liu Mei, Mr. Cheuk Ho Kan and Mr. Cai Runjia have obtained the legal advice under Rule 3.09D of the Listing Rules on 3 June 2025 and have confirmed that they understood their obligations as directors of listed issuer.

Ms. Tan Yee Vean, a former independent non-executive Director, has obtained the legal advice under Rule 3.09D of the Listing Rules on 10 July 2024 and has confirmed that she understood her obligations as director of listed issuer.

Biographical details of the Directors are set out in the section headed "Directors and Management Profiles" on pages 13 to 16 of this report.

According to Article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill a casual vacancy on the Board or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election. Given the aforesaid, Mr. Luo Zuchun, Mr. Chen Jiajun, Ms. Liu Mei, Mr. Cheuk Ho Kan and Mr. Cai Runjia will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

According to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Given the aforesaid, Mr. Lee Koon Yew will retire by rotation and, being eligible, will offer himself for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a contract of service which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTEREST AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2025, the interests and short positions of our Directors and chief executive of our Company in the shares, underlying shares and debentures of our Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have taken under such provisions), or required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, are as follows:

Long Positions in the shares of the Company (the "Shares")

Name of Director	Capacity	Number of Shares	Percentage of the issued share capital
Mr. Luo Zuchun	Interest in controlled corporation (Note 1)	220,000,000	55.00%

Note:

1. The 220,000,000 Shares were held by CoreVest Holdings Limited, a company incorporated in the BVI and is wholly-owned by Microhash International Pte. Ltd., which is in turn wholly-owned by Mr. Luo Zuchun. Mr. Luo is deemed to be interested in the Shares held by CoreVest Holdings Limited under the SFO.

Save as disclosed above, as at 31 December 2025, none of the Directors and the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 December 2025, the persons or corporations other than Directors or chief executive of the Company, who had an interest or short position in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which recorded in the register required to be kept under section 336 of the SFO, were as follows:

Name of substantial shareholder	Capacity	Number of Shares	Percentage of the issued share capital
CoreVest Holdings Limited	Beneficial owner (Note 1)	220,000,000	55.00%
Microhash International Pte. Ltd.	Interest of controlled corporation (Note 1)	220,000,000	55.00%
Mr. Luo Zuchun	Interest of controlled corporation (Note 1)	220,000,000	55.00%
Alpha Ladder Finance Pte. Ltd.	Beneficial owner (Note 2)	80,000,000	20.00%
Alpha Ladder Group Pte. Ltd.	Interest of controlled corporation (Note 2)	80,000,000	20.00%
Dr. Bai Bo	Interest of controlled corporation (Note 2)	80,000,000	20.00%

Notes:

1. CoreVest Holdings Limited is wholly-owned by Microhash International Pte. Ltd. Microhash International Pte. Ltd. is wholly-owned by Mr. Luo Zuchun.

2. Alpha Ladder Finance Pte. Ltd. is ultimately owned as to approximately 99.4% by Alpha Ladder Group Pte. Ltd. Alpha Ladder Group Pte. Ltd. is owned as to approximately 47.9% by Dr. Bai Bo.

Save as disclosed above, as at 31 December 2025, so far as is known to the Directors or chief executive of the Company, no other person (other than the Directors and chief executive of the Company) had any interest and short positions in the shares, underlying shares and debentures of the Company which were required to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or required to be recorded in the registered required under section 336 of the SFO as at the date of this report.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save and except for the Share Option Scheme (as defined below), at no time during the year was the Company, its controlling shareholders, or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

DIRECTORS' OR CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance to which the Company or its subsidiaries was a party and in which a Director (or entity connected with a Director) or a controlling shareholder of the Company or a subsidiary of such controlling shareholder had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' REPORT

DIRECTORS' PERMITTED INDEMNITY PROVISION

According to the Articles, the Directors for the time being shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices.

According to Article 164(1) of the Articles, the Directors shall be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses for acts done, concurred in or omitted in when discharging their duties in the affairs of the Company, other than any matter in respect of any fraud or dishonesty.

The Company has taken up appropriate insurance cover in respect of legal action against the Directors during the year ended 31 December 2025.

EQUITY-LINKED AGREEMENT

There was no equity-linked agreement entered into by the Company that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares during the Reporting Period or subsisted at the end of the Reporting Period.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 14 June 2017 and the same became effective from 12 July 2017, the date on which the Shares were listed and commenced trading on the Stock Exchange. No option was granted, exercised, cancelled or lapsed during the year ended 31 December 2025.

The Share Option Scheme is a share incentive scheme and is established to enable the Company to grant options to the eligible participants as incentives or rewards for the contribution they had or may have made to the Group. The Share Option Scheme will provide the eligible participants the opportunity to have personal stake in the Company with the view to achieve the following objectives:

(a) motivate the eligible participants to optimise their performance efficiency for the benefit of the Group; and

(b) attract and retain or otherwise maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

Eligible participants of the Share Option Scheme include (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any directors (including independent non-executive directors) of the Company or any of its subsidiaries; (iii) any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), contractors, suppliers, service providers, agents, customers and business partners of the Company or any of its subsidiaries; and (iv) any such other persons who in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries. Subject to the requirements under the Listing Rules relating to the grant of share options to the Directors, chief executive or substantial shareholders, unless approved by the shareholders at general meeting in the manner prescribed in the Listing Rules, the maximum entitlement of each eligible participant is that the total number of shares issued and to be issued upon exercise of the outstanding options granted and to be granted to such grantee (including both exercised, cancelled and outstanding options) under the Share Option Scheme and other scheme(s) of the Group in any 12-month period must not exceed 1% of the issued share capital of the Company as at the date of grant.

SHARE OPTION SCHEME *(continued)*

The total number of Shares available for issue under the Share Option Scheme is 40,000,000, representing 10% of the entire issued shares as at the date of this report. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. Unless otherwise determined by the Board, there is no vesting period stipulated under the Share Option Scheme. An offer of grant of an option shall remain open for acceptance by the Eligible Participants concerned by such period as determined by the Board, which period shall not be more than 14 days from the date of the offer. Upon acceptance of the option, the grantee shall pay HK$1.00 to the Company as consideration for the grant. The subscription price for shares under the Share Option Scheme shall be at the absolute discretion of the Board, provided that it must be at least the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of offer; and (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets on the five business days immediately preceding the date of offer. The Share Option Scheme shall be valid for a period of 10 years commencing from 14 June 2017 and will expire on 13 June 2027.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 of the Listing Rules as the code for dealings in securities transactions by the Directors. Specific enquiries have been made to all Directors and they have confirmed their compliance with the required standard set out in the Model Code throughout the year ended 31 December 2025.

CORPORATE GOVERNANCE CODE

The Company is committed to maintaining good corporate governance standard and procedures with a view to enhance investors' confidence and the Company's accountability and transparency.

The Company has complied with the code provisions as set out in the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 of the Listing Rules and there has been no deviation from the code provisions as set forth under the CG Code for the year ended 31 December 2025, save and except:

(i) code provision C.2.1 of the CG Code. Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. With effect from 26 June 2025, Mr. Luo Zuchun has been appointed as the chairman of the Board and the chief executive officer of the Company and therefore the roles of the chairman of the Board and the chief executive officer of the Company are not separate. The Company has established an Audit Committee comprising the independent non-executive Directors and has appointed another executive Director to manage and oversee the Group's principal business in Malaysia, and the Board considers such measures to be appropriate to promote an effective balance between governance and management functions. Considering that Mr. Luo Zuchun will play pivotal role in the business development of the Group in accordance with its business plans, all the Directors will meet regularly and all major decisions of the Company will be made in consultation with the members of the Board, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Company and believe that this structure will enable the Company to make and implement decisions effectively; and

(ii) code provision D.2.5 of the CG Code. The Company does not have an internal audit function as the Board considered that the size, nature and complexity of the Group's business does not require such function. The Board reviewed and will continue to review the need to set up an independent internal audit function on an annual basis. During the year, the Company has appointed an independent internal control consultant to review the internal controls over key processes at both the entity and process levels. The Audit Committee has reviewed the results of the internal control review, together with other relevant information such as meetings with the auditors, management representations, and the Company's actual performance, and has provided advices to the Board as appropriate. The Board considers that the internal control and risks management system of the Group was effective during the year ended 31 December 2025.

DIRECTORS' REPORT

AUDIT COMMITTEE

The Audit Committee of the Company was established on 14 June 2017 with written terms of reference in compliance with the Listing Rules. As at the date of this report, the committee comprises three independent non-executive Directors, namely Mr. Cheuk Ho Kan (Chairman of the Audit Committee), Ms. Liu Mei and Mr. Cai Runjia.

The audited annual results of the Company for the year ended 31 December 2025 as set out in this report have been reviewed by the Audit Committee. The Audit Committee also reviewed together with the management the accounting principles and policies adopted by the Group and the draft audited consolidated financial statements for the year ended 31 December 2025.

ADVANCES TO ENTITIES

The Company has made advances to Mightyprop Sdn. Bhd. which require disclosure under Rule 13.20 of the Listing Rules. For details, please refer to the paragraph headed "Advances to Entities" under the section headed "Management Discussion and Analysis" of this annual report.

DISCLOSURE UNDER RULES 13.18 AND 13.21 OF THE LISTING RULES

Save as disclosed elsewhere in this annual report, there is no transaction which falls within the disclosure requirements under Rules 13.18 and 13.21 of the Listing Rules.

DEED OF NON-COMPETITION

Pursuant to a deed of non-competition dated 14 June 2017 (the "Deed of Non-Competition") executed by Mr. Ng Chee Wai and Marketing Intellect (UTS) Limited, the controlling shareholders of the Company up to 9 April 2025 (collectively referred to as the "Covenantors") in favour of the Company, the Covenantors have given certain undertakings that, inter alia, they will not engage in any business which is in competition of the Group (collectively, the "Undertakings").

The Covenantors have fully complied with the Undertakings as far as the same is applicable to them. The independent non-executive Directors have also reviewed as to whether the Covenantors have fully complied with the Undertakings during the period which they were the controlling shareholders of the Company and they are satisfied that the Covenantors were in full compliance with the same.

EMOLUMENT POLICY

The emolument policy for the employees of the Group is stipulated by the Directors on the basis of the employees' individual performance, qualifications and competence. The Company has also adopted the Share Option Scheme which aims to provide incentives to its employees when appropriate.

The emoluments of the Directors are determined by the Remuneration Committee of the Board, having regard to the Company's operating results, individual performance and market rates.

RELATED PARTY TRANSACTIONS

Those related party transactions as disclosed in note 37 to the consolidated financial statements which involve directors of the Company and its subsidiaries constitute fully exempted connected transactions under Chapter 14A of the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales to the Group's five largest customers accounted for approximately 64.25% of the Group's total revenue and sales to the Group's largest customer was approximately 15.51% of the Group's total revenue.

During the year, the aggregate purchases attributable to the Group's five largest suppliers accounted for approximately 54.49% of the Group's total operating expenses, and the purchases attributable to the Group's largest supplier was approximately 42.33% of the Group's total operating expenses.

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had interests in the Group's five largest customers or suppliers.

DIRECTORS' REPORT

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to building an environment-friendly corporation that pays close attention to conserving the environment and natural resources. The Group strives to minimise its environmental impact by saving electricity and encouraging recycling of office papers and other materials.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group is not aware of any instances of material breach of or non-compliance with the applicable laws and regulations that are material to the operations of the Group during the year.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group considered relationships with its employees, customers and suppliers are fundamental to its business. The Group maintained good relationships with its employees, customers and suppliers during the year.

MANAGEMENT CONTRACTS

Other than Directors' service contracts and professional retainer contracts, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the shares of the Company.

SUFFICIENCY OF PUBLIC FLOAT

On 9 April 2025, CoreVest Holdings Limited ("**CoreVest**") and Alpha Ladder Finance Pte. Ltd. ("**ALF**"), as purchasers, entered into the sale and purchase agreement with (i) Marketing Intellect (UTS) Limited, Marketing Talent (UTS) Limited and Marketing Wisdom (UTS) Limited as vendors, and (ii) Mr. Ng Chee Wai, Mr. Lee Koon Yew and Mr. Kwan Kah Yew as guarantors, pursuant to which, CoreVest and ALF have agreed to acquire and the Vendors have agreed to sell, a total of 300,000,000 Shares, representing 75% of the entire issued share capital of the Company. CoreVest was required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by CoreVest or parties acting in concert with it) in accordance with Rule 26.1 of the Code on Takeovers and Mergers (the "**Offer**"), which CoreVest has done so. Immediately following the close of the Offer on 13 June 2025, an aggregate of 64,972,000 Shares, representing approximately 16.24% of the total issued share capital of the Company, were held by the public. On 30 June 2025, the Stock Exchange granted a waiver to the Company from strict compliance with Rules 8.08(1)(a) and 13.32(1) of the Listing Rules for the period from 13 June 2025 to 13 September 2025.

The Board was informed by CoreVest that, on 30 June 2025, CoreVest and Emperor Securities Limited (the "**Placing Agent**") entered into an agreement, pursuant to which CoreVest has agreed to appoint the Placing Agent as placing agent to place, on the best effort basis, an aggregate of 35,028,000 Shares to investors (the "**Private Placement**"). For details, please refer to the announcement of the Company dated 30 June 2025. Completion of the Private Placement took place on 15 July 2025, and 35,028,000 Shares have been placed through the Placing Agent to independent placees. Immediately upon completion of the Private Placement, a total of 100,000,000 Shares, representing 25% of the total issued share capital of the Company, were held by the public. As such, the minimum public float of the Company as required under Rule 8.08(1)(a) of the Listing Rules has been restored. For details, please refer to the announcement of the Company dated 15 July 2025.

Save as disclosed above, based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% of the issued shares of the Company were held by the public for the year ended 31 December 2025 and up to the date of this report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles and the Cayman Companies Act which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CHANGE OF PARTICULARS OF DIRECTORS

Save as disclosed below and in the section headed "Directors and Management Profiles", there are no changes of particulars of Directors during the year ended 31 December 2025 which requires disclosure in accordance with Rule 13.51B of the Listing Rules.

On 26 June 2025, Mr. Lee Koon Yew, an executive Director, has resigned as the chief executive officer of the Company and also ceased to be a member of the Remuneration Committee. Mr. Lee remained as an executive Director.

On 31 October 2025, Mr. Chen Jiajun, who was appointed as an executive Director on 26 June 2025, was re-designated as a nonexecutive Director.

AUDITORS

The consolidated financial statements for the year ended 31 December 2025 have been audited by RSM Hong Kong who will retire at the conclusion of the forthcoming annual general meeting and being eligible, offer themselves for re-appointment. A resolution to re-appoint RSM Hong Kong as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Luo Zuchun
Chairman and Executive Director

27 March 2026

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF BITSTRAT HOLDINGS LIMITED
(FORMERLY KNOWN AS UTS MARKETING SOLUTIONS HOLDINGS LIMITED)
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of BitStrat Holdings Limited (formerly known as UTS Marketing Solutions Holdings Limited) (the "Company") and its subsidiaries (the "Group") set out on pages 42 to 104, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") as issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter we identified is accounting of cryptocurrencies transactions and balances.

KEY AUDIT MATTERS *(continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Accounting of cryptocurrencies transactions and balances Refer to accounting policies note 4(f), note 5 and note 19 to the consolidated financial statements. As at 31 December 2025, the Group held cryptocurrencies assets with net carrying amount of approximately RM15,609,000 which was classified as intangible assets. During the year, the Group recognised impairment losses amounted to RM4,920,000 in the consolidated statement of profit or loss and other comprehensive income for the year. HKFRS Accounting Standards do not specifically address cryptocurrencies transactions. Accordingly, management is required to apply judgements in determining the appropriate accounting policies based on the existing accounting framework and the particular facts and circumstances of the Group's cryptocurrencies transactions. In addition, management is required to exercise significant judgment in determining the principal market for each cryptocurrency, assessing market activity and accessibility, and determining the fair value used for impairment testing.	Our audit procedures in relation to the accounting of cryptocurrencies transactions and balances include the following: • Understanding and evaluating the accounting policies adopted by management for its cryptocurrencies transactions and balances, based on the contractual and business arrangements with respective counterparties; • Understanding the key controls and segregation of duties in the execution over the cryptocurrencies transactions, including controls over custody arrangement and transaction authorisation; • Assessing management's determination of the principal market and evaluating the reasonableness of the prices used in impairment testing, including consideration of market activity, liquidity, and accessibility; • Circularising independent audit confirmation to custodian to confirm account balances at the year end and matching the Group's records of the cryptocurrencies balances as at year end;

KEY AUDIT MATTERS *(continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
We focused on this area because of the level of management judgment involved and the inherent risks relating to the existence and control of cryptocurrency assets. These factors require significant auditor judgment in designing and performing audit procedures to address the related risks of material misstatement.	• Obtaining the system and organisation control report for service organisation issued by independent service auditor from the custodian of the Group's cryptocurrencies balances and performing the following procedures with the assistance of our internal specialist: — evaluating the competence, capabilities and objectivity of such auditor; — obtaining an understanding of the scope of work of such auditor with respect to the design and operating effectiveness of internal controls of the service organisation to the extent relevant to our audit; and — evaluating the sufficiency and appropriateness of the work of such auditor, taking into consideration of the nature, timing and extent of testing undertaken, results and opinions formed by such auditor to the extent relevant to our audit. • Evaluating the adequacy of related disclosures on impairment loss recognised in the consolidated financial statements.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards issued by the HKICPA and the disclosure requirement of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability 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 to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 consolidated financial statements.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, 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 Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- 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 consolidated financial statements. 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 Audit Committee, 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 Audit Committee 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Leung Wan Yi, Winnie (Practising certificate number: P07926).

RSM Hong Kong
Certified Public Accountants

27 March 2026
29th Floor, Lee Garden Two,
28 Yun Ping Road,
Causeway Bay, Hong Kong

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Note	2025 RM'000	2024 RM'000
Revenue	7	**92,533**	93,064
Other income	8	**1,571**	2,456
Other gains and losses	9	**(5,936)**	(244)
Staff costs		**(58,491)**	(58,212)
Depreciation		**(5,980)**	(5,034)
Other operating expenses	11	**(22,450)**	(13,528)
Profit from operations		**1,247**	18,502
Finance costs	12	**(389)**	(318)
Profit before tax		**858**	18,184
Income tax expenses	13	**(3,445)**	(4,897)
(Loss)/profit for the year	14	**(2,587)**	13,287
Other comprehensive income:			
Item that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		**302**	–
Other comprehensive income for the year, net of tax		**302**	–
Total comprehensive (loss)/income for the year		**(2,285)**	13,287
(Loss)/earnings per share			
Basic	17(a)	**RM(0.65) cents**	RM3.32 cents
Diluted	17(b)	**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Note	2025 RM'000	2024 RM'000
Non-current assets			
Property, plant and equipment	18	**4,937**	4,530
Intangible assets	19	**15,609**	–
Right-of-use assets	20	**12,064**	4,962
Subleasing receivables	21	**–**	99
		32,610	9,591
Current assets			
Trade receivables	22	**19,718**	21,290
Subleasing receivables	21	**99**	228
Other receivables	23	**3,188**	3,100
Financial assets at amortised cost	24	**–**	9,525
Tax recoverable		**852**	632
Pledged bank deposits	25	**1,352**	4,853
Bank and cash balances	25	**39,602**	14,387
		64,811	54,015
Current liabilities			
Accruals and other payables	26	**11,704**	5,630
Lease liabilities	27	**5,016**	3,011
Loan from ultimate holding company	28	**32,462**	–
Dividend payables		**–**	9,451
Current tax liabilities		**556**	290
		49,738	18,382
Net current assets		**15,073**	35,633
Total assets less current liabilities		**47,683**	45,224

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Note	2025 RM'000	2024 RM'000
Non-current liabilities			
Lease liabilities	27	**6,842**	2,098
Deferred tax liabilities	30	**145**	145
		6,987	2,243
NET ASSETS		**40,696**	42,981
Capital and reserves			
Share capital	31	**2,199**	2,199
Reserves	34	**38,497**	40,782
TOTAL EQUITY		**40,696**	42,981

Approved by the Board of Directors on 27 March 2026 and signed on its behalf by:

Luo Zuchun **Chen Jiajun**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital RM'000	Share premium account RM'000	Merger reserve RM'000	Foreign currency translation reserve RM'000	Retained profits RM'000	Total RM'000
At 1 January 2024	2,199	43,966	250	–	2,538	48,953
Total comprehensive income for the year	–	–	–	–	13,287	13,287
Dividend paid (note 16)	–	(9,808)	–	–	(9,451)	(19,259)
Changes in equity for the year	–	(9,808)	–	–	3,836	(5,972)
At 31 December 2024 and 1 January 2025	**2,199**	**34,158**	**250**	**–**	**6,374**	**42,981**
Total comprehensive income and changes in equity for the year	**–**	**–**	**–**	**302**	**(2,587)**	**(2,285)**
At 31 December 2025	**2,199**	**34,158**	**250**	**302**	**3,787**	**40,696**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	Note	2025 RM'000	2024 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**858**	18,184
Adjustments for:			
Depreciation of property, plant and equipment		**1,465**	1,287
Depreciation of right-of-use assets		**4,515**	3,747
Finance costs		**389**	318
Interest income on bank deposits		**(83)**	(163)
Interest income on financial assets at amortised cost		**(943)**	(1,976)
Finance income from subleasing receivables		**(12)**	(13)
Loss/(gain) on disposal of property, plant and equipment		**57**	(122)
Impairment loss of intangible assets		**4,920**	–
Impairment loss on property, plant and equipment		**16**	–
(Gain)/loss on derecognised of right-of-use assets upon modification of subleasing receivables		**(3)**	159
Loss on modification of financial assets at amortised cost		**77**	323
Reversal of impairment losses on financial assets at amortised cost		**(34)**	(155)
Other payables written back		**–**	(55)
Operating profit before working capital changes		**11,222**	21,534
Decrease/(increase) in trade receivables		**1,572**	(1,638)
(Increase)/decrease in other receivables		**(114)**	8
Increase/(decrease) in accruals and other payables		**6,062**	(115)
Cash generated from operations		**18,742**	19,789
Interest on lease liabilities	35(b)	**(388)**	(302)
Interest paid		**(1)**	(16)
Income taxes paid		**(3,399)**	(4,765)
Net cash generated from operating activities		**14,954**	14,706

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	Note	2025 RM'000	2024 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease/(increase) in pledged bank deposits		**3,501**	(712)
Purchases of property, plant and equipment		**(1,728)**	(593)
Purchases of intangible assets		**(21,046)**	–
Purchase of right-of-use assets		**(252)**	(52)
Receipt of subleasing receivables		**240**	240
Repayment of loan receivables		**9,000**	9,000
Interest received		**1,508**	2,374
Proceeds from disposal of property, plant and equipment		**174**	122
Net cash (used in)/generated from investing activities		**(8,603)**	10,379
CASH FLOWS FROM FINANCING ACTIVITIES			
Principal elements of lease payments	35(b)	**(5,027)**	(4,006)
Loan from ultimate holding company		**34,205**	–
Dividend paid		**(9,451)**	(21,808)
Net cash generated from/(used in) financing activities		**19,727**	(25,814)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**26,078**	(729)
Effect of foreign exchange rate changes		**(863)**	–
CASH AND CASH EQUIVALENTS AT 1 JANUARY		**14,387**	15,116
CASH AND CASH EQUIVALENTS AT 31 DECEMBER		**39,602**	14,387
ANALYSIS OF CASH AND CASH EQUIVALENTS			
Bank and cash balances		**39,602**	14,387

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 23 August 2016. The address of its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business registered in Hong Kong is Unit 1802, 18/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 39 to the consolidated financial statements.

In the opinion of the directors of the Company, CoreVest Holdings Limited, a company incorporated in the British Virgin Islands, is the immediate parent; Microhash International Pte. Ltd., a company incorporated in the Singapore, is the ultimate parent and Mr. Luo Zuchun is the ultimate controlling party of the Company.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRS Accounting Standards comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

The HKICPA has issued certain new and revised HKFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

3. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS

(a) Application of new and revised HKFRS Accounting Standards

The Group has adopted all of the new or amended HKFRS Accounting Standards and Interpretations issued by the HKICPA that are mandatory for the current reporting period. There was no material impact to the consolidated financial statements as a result of the adoption of these standards.

(b) Revised HKFRS Accounting Standards in issue but not yet effective

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of new standards and amendments to standards and interpretation, which are not effective for the year ended 31 December 2025 and which have not been early adopted by the Group for the annual reporting period ended 31 December 2025. The Company's assessment of the impact of these new or amended HKFRS Accounting Standards and Interpretations, most relevant to the company, are set out below:

	Effective for accounting periods beginning on or after
Amendments to HKFRS 9 and HKFRS 7 — Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to HKFRS Accounting Standards — Volume 11	1 January 2026
Amendment to HKFRS 9 and HKFRS 7 — Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendment to HKAS 21 — Translation to a Hyperinflationary Presentation Currency	1 January 2027
HKFRS 18 — Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to HK Int 5 — Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2027
Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the HKICPA

The directors of the Company are in the process of making an assessment of what the impacts of these new standards, amendments to standards and interpretation are expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the new and amendments to HKFRS Accounting Standards mentioned below.

3. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS *(continued)*

(b) Revised HKFRS Accounting Standards in issue but not yet effective *(continued)*

HKFRS 18 "Presentation and Disclosure in Financial Statements"

HKFRS 18 will replace HKAS 1 "Presentation of financial statements", introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements.

The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.

- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.

- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is currently assessing the impact of HKFRS 18, with respect to the structure of the Group's statement of loss, the statements of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements. Preliminary assessments indicate the following key impacts:

- The Group will need to reclassify certain income and expense items (e.g. foreign exchange gains/losses) into the new categories, namely investing and financing categories.

- The Statement of Cash Flows will also be impacted, as the operating profit subtotal will be the required starting point for the indirect method.

3. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS *(continued)*

(b) Revised HKFRS Accounting Standards in issue but not yet effective *(continued)*

Amendments to the Classification and Measurement of Financial Instruments — Amendments to HKFRS 9 and HKFRS 7

The HKICPA issued targeted amendments to HKFRS 9 and HKFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below.

The preparation of the financial statements in conformity with HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) Separate financial statements

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Malaysian Ringgit ("RM"), which is the Company's functional and presentation currency.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(c) Foreign currency translation *(continued)*

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) Translation on consolidation

The results and financial position of all foreign operations (none of which has the currency of hyperinflationary economy) that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

— Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

— Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

— All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(d) Property, plant and equipment

Property, plant and equipment are held for use in the production or supply of goods or services, or for administrative purpose. Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	10%
Computer and office equipment	10%–50%
Tele-communication equipment	20%
Motor vehicles	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and photocopier machines. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(e) Leases *(continued)*

(i) The Group as a lessee *(continued)*

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. Lease payments to be made under reasonably certain extension options are also included in the measurement of the lease liability. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(e) Leases *(continued)*

(i) The Group as a lessee *(continued)*

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the group applies the exemption described in note 4(e)(i), then the Group classifies the sub-lease as an operating lease.

(f) Intangible assets

Cryptocurrencies purchased and held by the Group through third-party custodian service provider are accounted for as intangible assets under the cost model. The Group has ownership of and control over the cryptocurrencies held and employs third-party custodian service provider to securely store them. The cryptocurrencies held by the Group are considered to have an indefinite life. Accordingly, they are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(g) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(h) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments held by the Group are classified into the category of amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest ("SPPI"). Interest income from the investment is calculated using the effective interest method.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(i) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less allowance for credit losses.

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRS Accounting Standards. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless, at the end of the reporting period, the Group has a right to defer settlement of the liability for at least 12 months after the reporting period.

Covenants that the Group is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification at the reporting date.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(m) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

— the amount determined in accordance with the ECL model under HKFRS 9 and

— the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of subsidiaries are provided by the parent company for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(n) Other payables

Other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(o) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(p) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from telemarketing services is recognised as a performance obligation satisfied over time when the related services are rendered, generally based on the negotiated monthly services fees as set out in the service arrangement and the number of days worked during the period.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or fair value through other comprehensive income ("FVTOCI") (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(q) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

For long services payment ("LSP") obligation, the Group accounts for the employer Mandatory Provident Fund Scheme (the "MPF") contributions expected to be offsetted as a deemed employee contribution towards the LSP obligation in term of HKAS 19 paragraph 93(a) and it is measured on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(r) Share-based payments

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

(s) Borrowing costs

The borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(t) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(u) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(u) Taxation *(continued)*

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis, or to realise the asset and settle the liability simultaneously.

(v) Impairment of non-financial assets

Intangible assets that have an indefinite useful life or that are not yet available for use are reviewed for impairment annually and whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

The carrying amounts of other non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash- generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(w) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, subleasing receivables, trade and other receivables, pledged bank deposits and bank and cash balances. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and subleasing receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(w) Impairment of financial assets *(continued)*

Significant increase in credit risk *(continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

— an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

— significant deterioration in external market indicators of credit risk for a particular financial instrument;

— existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

— an actual or expected significant deterioration in the operating results of the debtor;

— significant increases in credit risk on other financial instruments of the same debtor;

— an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

(i) the financial instrument has a low risk of default,

(ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(w) Impairment of financial assets *(continued)*

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

— when there is a breach of financial covenants by the counterparty; or

— information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

— significant financial difficulty of the issuer or the counterparty;

— a breach of contract, such as a default or past due event;

— the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or

— it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or

— the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(w) Impairment of financial assets *(continued)*

Measurement and recognition of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a subleasing receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the subleasing receivable in accordance with HKFRS 16.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

(x) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow 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 is remote.

(y) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

(z) Dividend distribution

Dividends are recognised as liabilities when they are declared (i.e. the dividends are appropriately authorised and no longer at the discretion of the entity). Typically, dividends are recognised as liabilities in the period in which their distribution is approved at the shareholders' annual general meeting. Interim dividends are recognised when paid.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors are required to make judgments (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

Accounting of cryptocurrencies

HKFRS Accounting Standards do not specifically address accounting for cryptocurrencies. Accordingly, for the financial reporting purposes, management is required to apply judgment in determining appropriate accounting policies based on the facts and circumstances of the Group's acquisition and holding of cryptocurrencies.

Given the Group's purpose for holding cryptocurrencies, management considered that cryptocurrencies purchased and held by the Group should be accounted for as indefinite-lived intangible assets under the cost model.

As disclosed in Note 19, in determining fair values used for impairment testing, management needs to apply judgment to identify the relevant available markets for trading of cryptocurrencies, and to consider accessibility to and activity within those markets in order to identify the principal cryptocurrency markets to ascertain the respective fair market values.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES *(continued)*

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 December 2025 were RM4,937,000 (2024: RM4,530,000) and RM12,064,000 (2024: RM4,962,000) respectively.

(b) Impairment of trade receivables

The Group uses practical expedient in estimating ECL on trade receivables using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

As at 31 December 2025, the carrying amount of trade receivables was approximately RM19,718,000 (net of allowance for doubtful debts of RM126,000) (2024: RM21,290,000 (net of allowance for doubtful debts of RM126,000)).

(c) Determination of incremental borrowing rate for leases

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar environment. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities such as Hong Kong dollars ("HK$") and Malaysian Ringgit ("RM"), United States dollars ("US$") and Renminbi. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2025, if the RM had weakened/strengthened 12 per cent (2024: 16 per cent) against the HK$ with all other variables held constant, consolidated loss after tax for the year would have been RM1,344,000 lower/higher (2024: profit after tax for the year of RM10,000 higher/lower), arising mainly as a result of the foreign exchange gain on bank and cash balance denominated in HK$.

At 31 December 2025, if the RM had weakened/strengthened 12 per cent (2024: 17 per cent) against the US$ with all other variables held constant, consolidated loss after tax for the year would have been RM2,353,000 higher/lower (2024: profit after tax for the year of RM1,000 higher/lower), arising mainly as a result of the foreign exchange loss from loan from ultimate holding company denominated in US$ (2024: foreign exchange gain on bank and cash balance denominated in US$).

The directors of the Company consider that foreign currency exposure in respect of Renminbi for the years ended 31 December 2025 and 2024 are insignificant to the Group and therefore no sensitivity analysis is presented thereon.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(b) Credit risk *(continued)*

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 56.5% (2024: 51.1%) of the total trade receivables was due from the Group's five (2024: four) largest customers.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The directors of the Company have considered the credit risk of trade receivables and note that there was no actual loss nor significant past due experience over the past 2 years, including periods of unfavourable economic conditions. The directors consider the aggregate risks arising from the possibility of credit loss on trade receivables are not significant. Except for a specific provision made against a trade receivable with gross carrying amount of approximately RM126,000 (2024: RM126,000) which was considered in default and the Group was unlikely to receive the outstanding contractual amount in full, no allowance for credit losses was made on a collective basis for trade receivables as at 31 December 2025 (2024: Nil).

Financial assets at amortised cost

At 31 December 2025, the Group had no gross loan and interest receivables (2024: RM8,851,000 and RM708,000 respectively). Before entering into the loan agreements, the Group assesses the credit quality of borrowers and defines the terms of the loans. The Group has concentration of credit risk as the loans were made to one borrowers. In order to minimise the credit risk, the management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue loans and interest receivables.

The Group estimates the ECL under HKFRS 9 ECL models. The Group assesses whether the credit risk of loan receivables have increased significantly since their initial recognition, and apply a three-stage impairment model to calculate their ECL, the management assesses impairment loss using the risk parameter modelling approach that incorporates key measurement parameters, including probability of default, loss given default and exposure at default, with the consideration of forward-looking information.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(b) Credit risk *(continued)*

Financial assets at amortised cost *(continued)*

Loan receivables are categorised into the following stages by the Group:

Stage 1

Loan receivables have not experienced a significant increase in credit risk since origination and impairment is recognised on the basis of 12 months ECL (12-month ECLs).

Stage 2

Loan receivables have experienced a significant increase in credit risk since origination and impairment is recognised on the basis of lifetime ECL (Lifetime ECLs non credit-impaired).

Stage 3

Loan receivables that are in default and considered credit impaired (Lifetime ECLs credit impaired).

In assessing whether the credit risk of a loan receivables has increased significantly since initial recognition, the Group compares the risk of default occurring on the loan receivables assessed at the reporting date with that assessed at the date of initial recognition. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

— an actual or expected significant deterioration in a loan receivable's external or internal credit rating (if available);

— existing or forecast change in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group; and

— the financial assets is past due.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(b) Credit risk *(continued)*

Financial assets at amortised cost *(continued)*

The management considers the credit risk on the loan receivables has not increased significant since initial recognition with reference to the counterparty historical and current financial position.

As at 31 December 2025, reversal of impairment loss of loan and interest receivables of RM34,000 was recognised. As at 31 December 2024, the provision of impairment of loan and interest receivables was RM34,000 based on the expected loss rates applied to different stages as follows:

	Stage 1 RM'000	Stage 2 RM'000	Stage 3 RM'000	Total RM'000
At 31 December 2024				
Loan and interest receivables	9,559	–	–	9,559
Provision of impairment losses	(34)	–	–	(34)
Expected loss rate	0.36%	–	–	0.36%

Except for the loan receivables, all of the Group's remaining financial assets measured at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. Management considers "low credit risk" for financial assets measured at amortised cost when they have a low of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Financial assets at amortised cost includes subleasing receivables, other receivables and loan receivables.

Movement in the loss allowance for financial assets at amortised cost during the year is as follows:

	Subleasing receivables RM'000	**Other receivables** RM'000	**Loan receivables** (note 1) RM'000	**Total** RM'000
At 1 January 2024	–	–	189	189
Reversal of impairment losses recognised for the year	–	–	(155)	(155)
At 31 December 2024 and 1 January 2025	**–**	**–**	**34**	**34**
Reversal of impairment losses recognised for the year	**–**	**–**	**(34)**	**(34)**
At 31 December 2025	**–**	**–**	**–**	**–**

Note 1: Decrease in expected credit loss as determined individually after considering the financial strength and the repayments received from the respective borrowers resulted in the reversal of loss allowance during the year ended 31 December 2025 and 2024.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

	On demand or within 1 year RM'000	Between 1 and 2 years RM'000	Between 2 and 5 years RM'000	Over 5 years RM'000	Total RM'000
At 31 December 2025					
Accruals and other payables	**11,704**	**–**	**–**	**–**	**11,704**
Lease liabilities	**5,456**	**3,767**	**2,935**	**566**	**12,724**
Dividend payable	**–**	**–**	**–**	**–**	**–**
Loan from ultimate holding company	**32,462**	**–**	**–**	**–**	**32,462**
At 31 December 2024					
Accruals and other payables	5,630	–	–	–	5,630
Lease liabilities	3,182	932	1,069	277	5,460
Dividend payable	9,451	–	–	–	9,451

(d) Interest rate risk

The Group's pledged bank deposits and lease liabilities bear interest at fixed interest rates and therefore are subject to fair value interest rate risk.

The Group's exposure to cash flow interest rate risk arises from its bank deposits. These deposits bear interests at variable rates that vary with the then prevailing market condition.

The directors of the Company consider that interest rate exposure in respect of its bank deposits for the years ended 31 December 2025 and 2024 are insignificant to the Group and therefore no sensitivity analysis is presented thereon.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(e) Price risk

The Group is exposed to price risk in respect of cryptocurrencies held by the Group that are classified as intangible assets in the consolidated statement of financial position. The Group is not exposed to commodity price risk.

In the case that the fair value of the cryptocurrencies held by the Group had increased/decreased by 10% with all other variables held constant, impairment loss before income tax for the year ended 31 December 2025 would have been approximately RM1,561,000 lower/higher (2024: Nil).

(f) Categories of financial instruments at 31 December 2025

	2025 **RM'000**	2024 RM'000
Financial assets:		
Financial assets measured at amortised cost	**63,606**	52,566
Financial liabilities:		
Financial liabilities at amortised cost	**44,166**	15,081

(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. REVENUE

An analysis of the Group's revenue from contracts with customers for the year from continuing operations is as follows:

	2025 **RM'000**	2024 RM'000
Revenue from contracts with customers within the scope of HKFRS 15		
— Telemarketing services income	**92,533**	93,064

The Group derives revenue from the transfer of services over time in Malaysia for the years ended 31 December 2025 and 2024.

8. OTHER INCOME

	2025 RM'000	2024 RM'000
Interest income on:		
Bank deposits	**83**	163
Financial assets at amortised cost	**943**	1,976
Total interest income	**1,026**	2,139
Rental income	**186**	186
Finance income from subleasing receivables	**12**	13
Reimbursed telephone and internet expenses from customers	**347**	118
	1,571	2,456

9. OTHER GAINS AND LOSSES

	2025 RM'000	2024 RM'000
Impairment losses on intangible assets	**(4,920)**	–
Impairment losses on property, plant and equipment	**(16)**	–
Reversals of impairment losses on financial assets at amortised cost	**34**	155
(Loss)/gain on disposal of property, plant and equipment	**(57)**	122
Gain/(loss) on derecognised of right-of-use assets upon modification of subleasing receivables	**3**	(159)
Loss on modification of financial assets at amortised cost	**(77)**	(323)
Net foreign exchange losses	**(903)**	(94)
Other payables written back	**–**	55
	(5,936)	(244)

10. SEGMENT INFORMATION

The Group has determined its operating segments and prepared segmental information based on regular internal financial information reported to the chief operating decision makers, i.e. the executive directors of the Company, who are responsible for making strategic decisions. The executive directors review the Group's internal reporting in order to assess performance and allocate resources and have determined the operating segments based on these reports.

During the year ended 31 December 2025, the Group commenced a new business focusing on investing activities. As a result, the basis of segmentation has changed and the Group has identified two reportable segments as follows:

1. Investment related businesses — Engaged in investing activities in Hong Kong

2. Telemarketing services business — Provision of outbound marketing services in Malaysia

Each of these operating segments is managed separately as each of them requires different resources and business strategies.

(a) Segment results, assets and liabilities

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements.

For the purpose of monitoring segment performances and allocating resources between segments:

— Segment profit/(loss) represented profit earned by/(loss from) each segment without allocation of finance cots and income tax expense.

— Segment assets include all tangible, intangible assets and current assets.

— Segment liabilities include all current and non-current liabilities with the exception of loan from ultimate holding company.

10. SEGMENT INFORMATION *(continued)*

(a) Segment results, assets and liabilities *(continued)*

An analysis of the Group's reportable segment results, assets and liabilities by reportable segment is as follows:

	Investment related businesses 2025 RM'000	Telemarketing services business 2025 RM'000	Total 2025 RM'000
Revenue			
Revenue from external customers	–	92,533	92,533
Results			
Segment (loss)/profit	(10,764)	12,011	1,247
Unallocated amounts:			
Finance costs			(389)
Income tax expense			(3,445)
Loss for the year			(2,587)
Assets			
Segment assets	40,960	56,461	97,421
Liabilities			
Segment liabilities	(2,332)	(21,931)	(24,263)
Unallocated amounts:			
Loan from ultimate holding company			(32,462)
Total liabilities			(56,725)
Other segment information:			
Interest revenue	1	1,025	1,026
Depreciation and amortisation	291	5,689	5,980
Staff costs	1,597	56,894	58,491
Impairment losses on intangible assets	4,920	–	4,920
Impairment losses on property, plant and equipment	16	–	16
Additions to segment non-current assets	23,161	8,198	31,359

10. SEGMENT INFORMATION *(continued)*

(a) Segment results, assets and liabilities *(continued)*

An analysis of the Group's reportable segment results, assets and liabilities by reportable segment is as follows: (continued)

	Investment related businesses 2024 RM'000	Telemarketing services business 2024 RM'000	Total 2024 RM'000
Revenue			
Revenue from external customers	–	93,064	93,064
Results			
Segment profit	–	18,502	18,502
Unallocated amounts:			
Finance costs			(318)
Income tax expense			(4,897)
Profit for the year			13,287
Assets			
Segment assets	–	63,606	63,606
Liabilities			
Segment liabilities	–	(20,625)	(20,625)
Other segment information:			
Interest revenue	–	2,139	2,139
Depreciation and amortisation	–	5,034	5,034
Staff costs	–	58,212	58,212
Additions to segment non-current assets	–	2,368	2,368

10. SEGMENT INFORMATION *(continued)*

(b) Geographical information

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below. The geographical location of intangible assets is determined based on the primary location of the investment management team and the jurisdiction of the custodial arrangements.

	Turnover		Non-current assets	
	2025	2024	**2025**	2024
	RM'000	RM'000	**RM'000**	RM'000
Hong Kong	**–**	–	**17,352**	–
Malaysia	**92,533**	93,064	**15,258**	9,591
Consolidated total	**92,533**	93,064	**32,610**	9,591

(c) Revenue from major customers

Revenue from customers individually contributing over 10% of the total revenue of the Group for the year is as follows:

	2025	2024
	RM'000	RM'000
Customer A	**12,513**	21,316
Customer B	**14,354**	11,873
Customer C	**9,596**	17,659
Customer D	**11,454**	9,568
Customer E	**11,536**	N/A

11. OTHER OPERATING EXPENSES

	2025	2024
	RM'000	RM'000
Auditor's remuneration	**597**	466
Campaign expenses	**2,624**	3,262
Consultancy expenses	**10,599**	3,133
Entertainment expenses	**936**	529
Legal and professional fees	**902**	288
Repair and maintenance expenses	**797**	553
Telephone and internet expenses	**95**	–
Training related expenses	**516**	542
Utilities expenses	**506**	580
Others	**4,878**	4,175
	22,450	13,528

12. FINANCE COSTS

	2025 RM'000	2024 RM'000
Bank overdraft interests	**1**	16
Interest expenses on lease liabilities (note 27)	**388**	302
	389	318

13. INCOME TAX EXPENSES

	2025 RM'000	2024 RM'000
Current tax — Malaysian Income Tax		
Provision for the year	**3,225**	4,890
Under-provision in prior years	**220**	7
	3,445	4,897

Malaysian income tax is calculated at the statutory tax rate of 24% (2024: 24%) on the estimated taxable profits for the year ended 31 December 2025. No provision for Hong Kong Profits Tax has been made in the financial statements since the Group has no assessable profit for the year.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

13. INCOME TAX EXPENSES *(continued)*

The reconciliation between the income tax expenses and the product of profit before tax multiplied by the Malaysia Corporate Income Tax rate is as follows:

	2025 RM'000	2024 RM'000
Profit before tax	**858**	18,184
Tax at the domestic income tax rate of 24% (2024: 24%)	**206**	4,498
Tax effect of income that are not taxable	**(48)**	(158)
Tax effect of expenses that are not deductible	**1,991**	374
Tax effect of tax losses not recognised	**74**	–
Tax effect of temporary differences not recognised	**193**	176
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	**809**	–
Under-provision in prior years	**220**	7
Income tax expenses	**3,445**	4,897

14. (LOSS)/PROFIT FOR THE YEAR

The Group's (loss)/profit for the year is stated after charging/(crediting) the following:

	2025 RM'000	2024 RM'000
Auditor's remuneration		
— Audit services	**516**	408
— Non-audit services	**81**	58
	597	466
Impairment losses on intangible assets	**4,920**	–
Impairment losses on property, plant and equipment	**16**	–
Depreciation on property, plant and equipment	**1,465**	1,287
Depreciation on right-of-use assets	**4,515**	3,747
Loss on modification of financial assets at amortised cost	**77**	323
Reversal of impairment losses on financial assets at amortised cost	**(34)**	(155)
Staff costs (including directors' emoluments) (note 1)		
— Salaries, bonuses and allowances	**51,303**	50,959
— Retirement benefit scheme contributions	**6,377**	6,439
— Social insurance contributions	**811**	814
	58,491	58,212

Note 1: For the year ended 31 December 2025, government grants amounted to approximately RM Nil (2024: RM387,000) have been offset against staff costs.

15. DIRECTORS' AND EMPLOYEE BENEFITS

(a) Directors' emoluments

Pursuant to the Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance, the emoluments of each director are as follows:

	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking						
	Fees RM'000	Salaries RM'000	Allowances RM'000	Discretionary bonuses RM'000	Retirement benefit scheme contributions RM'000	Social insurance contributions RM'000	Total RM'000
For the year ended 31 December 2025							
Executive Directors							
Mr. Luo Zuchun (Chief Executive Officer) (note i)	–	484	–	–	–	–	484
Mr. Ng Chee Wai (note iii)	–	528	49	–	100	1	678
Mr. Lee Koon Yew (note v)	–	1,056	98	–	201	1	1,356
Mr. Kwan Kah Yew (note ii)	–	528	49	–	100	1	678
	–	2,596	196	–	401	3	3,196
Non-Executive Director							
Mr. Chen Jiajun (note iv)	64	–	–	–	–	–	64
Independent Non-Executive Directors							
Mr. Cai Runjia (note i)	48	–	–	–	–	–	48
Mr. Cheuk Ho Kan (note i)	48	–	–	–	–	–	48
Ms. Liu Mei (note i)	48	–	–	–	–	–	48
Mr. Kow Chee Seng (note ii)	50	–	–	–	–	–	50
Mr. Chan Hoi Kuen Matthew (note iii)	50	–	–	–	–	–	50
Ms. Tan Yee Vean (note iii)	39	–	–	–	–	–	39
	283	–	–	–	–	–	283

15. DIRECTORS' AND EMPLOYEE BENEFITS *(continued)*

(a) Directors' emoluments *(continued)*

	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking						
	Fees RM'000	Salaries RM'000	Allowances RM'000	Discretionary bonuses RM'000	Retirement benefit scheme contributions RM'000	Social insurance contributions RM'000	Total RM'000
For the year ended 31 December 2024							
Executive Directors							
Mr. Ng Chee Wai	–	1,056	106	–	201	1	1,364
Mr. Lee Koon Yew (Chief Executive Officer)	–	1,056	106	–	201	1	1,364
Mr. Kwan Kah Yew	–	1,056	106	–	201	1	1,364
	–	3,168	318	–	603	3	4,092
Independent Non-Executive Directors							
Mr. Kow Chee Seng	105	–	–	–	–	–	105
Mr. Chan Hoi Kuen Matthew	105	–	–	–	–	–	105
Ms. Tan Yee Vean (note vi)	37	–	–	–	–	–	37
Mr. Lee Shu Sum Sam (note vii)	59	–	–	–	–	–	59
	306	–	–	–	–	–	306

Neither the chief executive officer nor any of the directors waived any emoluments during the year (2024: Nil).

Notes:

(i) Appointed on 26 June 2025

(ii) Resigned on 26 June 2025

(iii) Retired on 26 June 2025

(iv) Appointed as executive director on 26 June 2025 and redesignated as non-executive director on 31 October 2025

(v) Resigned as the chief executive officer on 26 June 2025

(vi) Appointed on 15 July 2024

(vii) Resigned on 15 July 2024

15. DIRECTORS' AND EMPLOYEE BENEFITS *(continued)*

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included four (2024: three) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining one (2024: two) individuals are set out below:

	2025 RM'000	2024 RM'000
Salaries and allowances	**396**	693
Discretionary bonuses	**72**	80
Retirement benefit scheme contributions	**56**	97
Social insurance contributions	**1**	2
	525	872

The emoluments fell within the following bands:

	Number of individuals	
	2025	2024
HK$500,001 to HK$1,000,000	**1**	2

No emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2024: Nil).

(c) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 37 to the consolidated financial statements, there were no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party has a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

16. DIVIDENDS

	2025 RM'000	2024 RM'000
First special dividend of HK$0.04 (equivalent to RM0.02452) per ordinary share paid	–	9,808
Second special dividend of HK$0.04 (equivalent to RM0.02363) per ordinary share paid	–	9,451
	–	19,259

The Board did not recommend payment of a final dividend for the years ended 31 December 2025 and 2024 respectively.

17. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of the basic (loss)/earnings per share is based on the following:

	2025 RM'000	2024 RM'000
(Loss)/earnings		
(Loss)/earnings for the purpose of calculating basic (loss)/earnings per share	**(2,587)**	13,287

	2025 '000	2024 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	**400,000**	400,000

(b) Diluted earnings per share

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary shares during the years ended 31 December 2025 and 2024.

18. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements RM'000	Computer and office equipment RM'000	Tele-communication equipment RM'000	Motor vehicles RM'000	Total RM'000
Cost					
As at 1 January 2024	5,013	13,724	2,041	–	20,778
Transfer from right-of-use assets	–	–	–	492	492
Additions	124	469	–	–	593
Disposals	–	(240)	–	(492)	(732)
As at 31 December 2024 and 1 January 2025	**5,137**	**13,953**	**2,041**	**–**	**21,131**
Transfer from right-of-use assets	**–**	**182**	**–**	**354**	**536**
Additions	**635**	**507**	**–**	**586**	**1,728**
Disposals	**–**	**(378)**	**–**	**(354)**	**(732)**
Exchange differences	**–**	**(2)**	**–**	**(22)**	**(24)**
As at 31 December 2025	**5,772**	**14,262**	**2,041**	**564**	**22,639**
Accumulated depreciation and impairment					
As at 1 January 2024	2,325	11,194	2,035	–	15,554
Transfer from right-of-use assets	–	–	–	492	492
Charge for the year	405	876	6	–	1,287
Disposals	–	(240)	–	(492)	(732)
As at 3l December 2024 and 1 January 2025	**2,730**	**11,830**	**2,041**	**–**	**16,601**
Transfer from right-of-use assets	**–**	**–**	**–**	**124**	**124**
Charge for the year	**464**	**961**	**–**	**40**	**1,465**
Disposals	**–**	**(378)**	**–**	**(124)**	**(502)**
Impairment losses	**–**	**–**	**–**	**16**	**16**
Exchange differences	**–**	**–**	**–**	**(2)**	**(2)**
As at 31 December 2025	**3,194**	**12,413**	**2,041**	**54**	**17,702**
Carrying amount					
As at 31 December 2025	**2,578**	**1,849**	**–**	**510**	**4,937**
As at 31 December 2024	2,407	2,123	–	–	4,530

19. INTANGIBLE ASSETS

	Cryptocurrencies RM'000
Cost	
At 1 January 2024, 31 December 2024 and 1 January 2025	–
Additions	21,046
Exchange differences	(768)
At 31 December 2025	20,278
Impairment losses	
At 1 January 2024, 31 December 2024 and 1 January 2025	–
Impairment losses	(4,920)
Exchange differences	251
At 31 December 2025	(4,669)
Carrying amount	
At 31 December 2025	15,609
At 31 December 2024	–

The Group carries out their impairment testing by comparing the recoverable amounts of cryptocurrencies to their carrying amounts. An impairment loss will be recognised when the recoverable amount is lower than the carrying amount, while a gain will not be recognised even when the recoverable amount is higher than the carrying amount. A gain will only be recognised if the cryptocurrency is disposed of, assuming the proceeds from disposal at that time is higher than its carrying amount.

The recoverable amount of each type of cryptocurrencies are determined based on fair value less costs of disposal. In determining the fair values, the relevant available markets are identified by the Group, and the Group consider accessibility to, and activity within those markets in order to identify the principal cryptocurrency markets for the Group.

19. INTANGIBLE ASSETS *(continued)*

During the year ended 31 December 2025, the Group purchased approximately RM21,046,000 (equivalent to approximately US$5,001,000) of Bitcoin. The fair value of Bitcoin traded in active markets (such as trading and exchange platforms) is determined based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange and those prices represent actual and regularly occurring market transactions on an arm's length basis. Therefore, the fair value used for assessment of recoverable amount in impairment test is determined as quoted prices (unadjusted) in active markets for cryptocurrencies (level 1).

As of 31 December 2025, the Group carried out impairment test for cryptocurrencies. Based on the results of the impairment tests, the recoverable amount of cryptocurrencies was RM15,609,000 (2024: Nil) which was lower than its carrying amount. Therefore, impairment loss of RM4,920,000 (2024: Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2025.

20. RIGHT-OF-USE ASSETS

	Leased properties RM'000	Leased motor vehicles RM'000	Leased office equipment RM'000	Total RM'000
At 1 January 2024	4,477	2,199	258	6,934
Additions	1,226	549	–	1,775
Depreciation	(3,273)	(415)	(59)	(3,747)
At 31 December 2024 and 1 January 2025	**2,430**	**2,333**	**199**	**4,962**
Additions	**6,382**	**1,838**	**365**	**8,585**
Depreciation	**(3,987)**	**(487)**	**(41)**	**(4,515)**
Transfer to property, plant and equipment	**–**	**(230)**	**(182)**	**(412)**
Lease modification	**3,488**	**–**	**–**	**3,488**
Exchange differences	**(44)**	**–**	**–**	**(44)**
At 31 December 2025	**8,269**	**3,454**	**341**	**12,064**

20. RIGHT-OF-USE ASSETS *(continued)*

Lease liabilities of approximately RM11,858,000 (2024: RM5,109,000) are recognised with related right-of-use assets of approximately RM12,064,000 (2024: RM4,962,000) as at 31 December 2025. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

	2025 **RM'000**	2024 RM'000
Depreciation expenses on right-of-use assets	**4,515**	3,747
Interest expense on lease liabilities (included in finance costs)	**388**	302
Expenses relating to short-term lease (included in other operating expenses)	**11**	433
Expenses relating to leases of low value assets (included in other operating expenses)	**163**	162

Details of total cash outflow for leases is set out in note 35(c).

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 3 years (2024: 2 to 3 years), but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

21. SUBLEASING RECEIVABLES

	2025 **RM'000**	2024 RM'000
Undiscounted lease payments analysed as:		
Recoverable after 12 months	**–**	100
Recoverable within 12 months	**100**	240
	100	340
Net investment in the subleasing receivables analysed as:		
Recoverable after 12 months	**–**	99
Recoverable within 12 months	**99**	228
	99	327

21. SUBLEASING RECEIVABLES *(continued)*

The Group entered into leasing arrangements as a lessor to sublease certain leased properties to its customer. The average term of finance leases entered are consistent with the lease term of the head leases (i.e. two years). Generally, these contracts do not include extension or early termination options.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in Malaysian Ringgit ("RM").

Amounts receivable under finance leases:

	2025 **RM'000**	2024 RM'000
Within one year	**100**	240
In the second year	**–**	100
Undiscounted lease payments	**100**	340
Less: unearned finance income	**(1)**	(13)
Present value of minimum lease payments	**99**	327

The following table presents the amounts included in profit or loss:

	2025 **RM'000**	2024 RM'000
(Gain)/loss on derecognised of right-of-use assets upon modification of subleasing receivables	**(3)**	159
Finance income from subleasing receivables	**12**	13

The average effective interest rate contracted is approximately 5.35% (2024: 5.35%) per annum.

22. TRADE RECEIVABLES

	2025 **RM'000**	2024 RM'000
Trade receivables	**19,844**	21,416
Allowance for doubtful debts	**(126)**	(126)
	19,718	21,290

22. TRADE RECEIVABLES *(continued)*

The Group's trade receivables represent receivables from customers. The general credit term of trade receivables is 30 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by directors.

The aging analysis of trade receivables, based on the invoice date and net of allowance, is as follows:

	2025 **RM'000**	2024 RM'000
0 to 30 days	**15,916**	8,247
31 to 60 days	**2,299**	6,820
61 to 90 days	**454**	3,068
91 to 120 days	**–**	882
121 to 180 days	**195**	1,050
Over 180 days	**854**	1,223
	19,718	21,290

The carrying amounts of the Group's trade receivables are denominated in RM.

23. OTHER RECEIVABLES

	2025 **RM'000**	2024 RM'000
Deposits	**2,745**	2,087
Prepayments	**353**	916
Others	**90**	97
	3,188	3,100

The carrying amounts of the Group's other receivables are denominated in the following currencies:

	2025 **RM'000**	2024 RM'000
RM	**2,539**	2,914
Hong Kong dollars	**520**	122
Renminbi	**74**	–
United States dollars	**55**	64
	3,188	3,100

24. FINANCIAL ASSETS AT AMORTISED COST

	2025 RM'000	2024 RM'000
Loan receivables	–	8,851
Interest receivables	–	708
	–	9,559
Less: Impairment loss	–	(34)
	–	9,525

The amounts represent loan advanced to independent third parties with aggregated principal values of RM Nil (2024: RM9,000,000).

On 31 January 2019, UTSM entered into a shares sale agreement with Exsim Development Sdn. Bhd. ("Exsim") and Mightyprop Sdn. Bhd. ("Mightyprop") to acquire 2% of Mightyprop issued ordinary shares from Exsim with a purchase consideration of RM2. In addition, UTSM agreed to provide an advance of RM12,000,000 to Mightyprop. In July 2019, an agreement was entered by UTSM with Exsim and Mightyprop in which the proposed transfer of 2% shareholding in Mightyprop by Exsim to UTSM will not be proceeded due to non-fulfillment of certain conditions precedent. The advance is unsecured, bearing interest rate of 12% per annum and repayable on or before 30 September 2025. Exsim agreed to repay the advance in four equal instalments of RM3,000,000 each across four quarters. In March 2025, the repayment date for the second instalment was extended from 30 March 2025 to 30 September 2025 with the interest rate remaining unchanged. The first instalment of RM3,000,000 was settled in prior year and the remaining instalments were fully settled during the current year.

25. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

	2025 RM'000	2024 RM'000
Pledged bank deposits	**1,352**	4,853
Bank and cash balances	**39,602**	14,387
	40,954	19,240

25. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES *(continued)*

The carrying amounts of the Group's bank and cash balances are denominated in the following currencies:

	2025 RM'000	2024 RM'000
RM	**17,974**	18,814
Hong Kong dollars	**14,048**	424
Renminbi	**20**	–
United States dollars	**8,912**	2
	40,954	19,240

The Group's pledged bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group as set out in note 29 to the consolidated financial statements. The deposits are subject to regulatory restrictions and are therefore not available for general use by the Group.

26. ACCRUALS AND OTHER PAYABLES

	2025 RM'000	2024 RM'000
Accruals	**4,850**	1,337
Commission payables	**3,009**	1,410
Salaries and welfare payables	**3,565**	2,683
Amount due to a director	**19**	–
Amount due to a related company	**11**	–
Others	**250**	200
	11,704	5,630

The amount due to a director/a related company is unsecured, interest-free and repayable on demand.

The carrying amounts of the Group's accruals and other payables are denominated in the following currencies:

	2025 RM'000	2024 RM'000
RM	**10,549**	5,156
Hong Kong dollars	**1,155**	474
	11,704	5,630

27. LEASE LIABILITIES

	Minimum lease payments		Present value of minimum lease payments	
	2025	2024	**2025**	2024
	RM'000	RM'000	**RM'000**	RM'000
Within one year	**5,456**	3,182	**5,016**	3,011
More than one year, but not exceeding two years	**3,767**	932	**3,537**	859
More than two years, but not more than five years	**2,935**	1,069	**2,757**	971
More than five years	**566**	277	**548**	268
	12,724	5,460	**11,858**	5,109
Less: Future finance charges	**(866)**	(351)	**N/A**	N/A
Present value of lease obligations	**11,858**	5,109	**11,858**	5,109
Less: Amount due for settlement within 12 months (shown under current liabilities)			**(5,016)**	(3,011)
Amount due for settlement after 12 months			**6,842**	2,098

The weighted average incremental borrowing rate applied to lease liabilities as at 31 December 2025 was 4.70% (2024: 4.81%).

The Group's lease liabilities are denominated in the following currencies:

	2025	2024
	RM'000	RM'000
RM	**10,680**	5,109
Hong Kong dollars	**1,178**	–
	11,858	5,109

28. LOAN FROM ULTIMATE HOLDING COMPANY

Microhash International Pte Limited, the ultimate holding company of the Company, granted a loan of approximately RM32,462,000 (equivalent to US$8,000,000) to the Company on 27 June 2025. The loan is unsecured, interest-free and repayable on demand.

29. BANKING FACILITIES

At 31 December 2025, the Group has available and unutilised facilities from banks amounting to RM5,100,000 (2024: RM16,100,000). These facilities are secured by:

(a) the Group's pledged bank deposits of approximately RM1,352,000 (2024: RM4,853,000); and

(b) corporate guarantees provided by the Company for the year ended 31 December 2024.

30. DEFERRED TAX

The following are the deferred tax liabilities and assets recognised by the Group:

	Accelerated tax depreciation	Provision for expected credit losses	Right-of-use assets	Subleasing receivables	Lease liabilities	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	**207**	**(30)**	**969**	**(16)**	**(985)**	**145**

The following is the analysis of the deferred tax balances (after offset) for consolidated statement of financial position purposes:

	2025	2024
	RM'000	RM'000
Deferred tax liabilities	**1,176**	1,176
Deferred tax assets	**(1,031)**	(1,031)
	145	145

31. SHARE CAPITAL

	Number of shares	Amount
		HK$'000
Authorised:		
Ordinary shares of HK$0.01 each		
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	10,000,000,000	100,000

	Number of shares	Amount	Equivalents to amount
		HK$'000	RM'000
Issued and fully paid:			
Ordinary shares of HK$0.01 each			
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	400,000,000	4,000	2,199

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors its capital structure with reference to its debt position. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. The Group's debt to asset ratio, being the Group's total liabilities over its total assets, at 31 December 2025 is 58% (2024: 32%).

The externally imposed capital requirement for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float at least 25% of the issued shares; and (ii) to meet financial covenants attached to the banking facilities.

The Group receives a report from the share registrars regularly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2025, 25% (2024: 25%) of the shares were in public hands.

32. SHARE-BASED PAYMENT TRANSACTIONS

The Group conditionally adopted a share option scheme on 14 June 2017 ("Share Option Scheme"). The purpose of Share Option Scheme is to provide any directors and full-time or part-time employees, executive, consultants or any members of the Group who have contributed or will contribute to the Group ("Eligible Participants") with the opportunity to acquire proprietary interests in the Company and to motivate Eligible Participants to optimise their performance efficiency and to maintain business relationship with the Eligible Participants for the benefits of the Group.

Pursuant to the Share Option Scheme, the directors of the Company may invite Eligible Participants to take up options at a price determined by the board of directors provided that it shall be at least the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (b) a price being the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of shares in issue unless the Company obtains a fresh approval from the shareholders to refresh the limit.

The maximum entitlement for any one Eligible Participant is that the total number of the shares issued and to be issued upon exercise of the options granted under the Share Option Scheme to each Eligible Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue unless otherwise approved by the shareholders at a general meeting of the Company.

The option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period which would be determined and notified by the board of directors to the grantee at the time of making an offer.

During the year ended 31 December 2025, no share options have been granted by the Group under the Share Option Scheme (2024: Nil).

33. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	Note	2025 RM'000	2024 RM'000
Non-current assets			
Investment in subsidiaries		**1,264**	250
Current assets			
Other receivables		**171**	168
Due from subsidiaries		**20,002**	45,988
Bank and cash balances		**13,729**	423
		33,902	46,579
Current liabilities			
Accruals and other payables		**1,350**	475
Dividend payables		**–**	9,451
Amount due to subsidiaries		**1,043**	–
		2,393	9,926
Net current assets		**31,509**	36,653
NET ASSETS		**32,773**	36,903
Capital and reserves			
Share capital		**2,199**	2,199
Reserves	33(b)	**30,574**	34,704
TOTAL EQUITY		**32,773**	36,903

Approved by the Board of Directors on 27 March 2026 and signed on its behalf by:

Luo Zuchun **Chen Jiajun**

33. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(continued)

(b) Reserve movement of the Company

	Share premium account RM'000	Merger reserve RM'000	(Accumulated losses)/ retained profits RM'000	Total RM'000
At 1 January 2024	43,966	250	515	44,731
Profit for the year	–	–	9,232	9,232
Dividend paid	(9,808)	–	(9,451)	(19,259)
At 31 December 2024 and 1 January 2025	**34,158**	**250**	**296**	**34,704**
Loss for the year	**–**	**–**	**(4,130)**	**(4,130)**
At 31 December 2025	**34,158**	**250**	**(3,834)**	**30,574**

34. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares.

(ii) Merger reserve

The merger reserve of the Company represents the difference between the cost of investment in a subsidiary pursuant to the Reorganisation over the nominal value of the share capital of the Company issued in exchange therefor.

(iii) Foreign currency translation reserve

Foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4(c)(iii) to the consolidated financial statements.

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

Additions to right-of-use assets during the year of RM12,073,000 (2024: RM1,775,000) were financed by leases liabilities.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	1 January 2025 RM'000	**Recognition of lease liabilities RM'000**	**Lease modification RM'000**	**Cash flows RM'000**	**Interest expenses RM'000**	**Exchange differences RM'000**	**31 December 2025 RM'000**
Lease liabilities (note 27)	**5,109**	**8,332**	**3,488**	**(5,415)**	**388**	**(44)**	**11,858**
Loan from ultimate holding company	**–**	**–**	**–**	**34,205**	**–**	**(1,743)**	**32,462**
	5,109	**8,332**	**3,488**	**28,790**	**388**	**(1,787)**	**44,320**

	1 January 2024 RM'000	Recognition of lease liabilities RM'000	Lease modification RM'000	Cash flows RM'000	Interest expenses RM'000	Exchange differences RM'000	31 December 2024 RM'000
Lease liabilities (note 27)	6,779	1,726	610	(4,308)	302	–	5,109
Borrowings	71	–	–	(71)	–	–	–
	6,850	1,726	610	(4,379)	302	–	5,109

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(c) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

	2025 RM'000	2024 RM'000
Within operating cash flows	**562**	897
Within financing cash flows	**5,027**	4,006
	5,589	4,903

These amounts relate to the following:

	2025 RM'000	2024 RM'000
Lease rental paid	**5,589**	4,903

36. OPERATING LEASE ARRANGEMENTS

The Group as lessee

The Group entered into a short-term lease for office premises and motor vehicles. As at 31 December 2025 and 2024, the portfolio of short-term lease is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in note 20.

37. RELATED PARTY TRANSACTIONS

(a) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

	2025 RM'000	2024 RM'000
Motor vehicles expenses paid to a related company	**11**	–

The related company is owned by the close member of a director, Mr. Luo Zuchun.

37. RELATED PARTY TRANSACTIONS *(continued)*

(b) Compensation of key management personnel of the Group:

	2025 RM'000	2024 RM'000
Short term employee benefits	**8,267**	7,263
Retirement benefit scheme contributions	**1,025**	1,009
Social insurance contributions	**21**	18
Total compensation paid to key management personnel	**9,313**	8,290

38. RETIREMENT BENEFIT SCHEME

The Group participates in various retirement benefits scheme, which are defined contribution plans established by the relevant authorities in their respective countries where the Group operates.

Hong Kong

The Group participates in the mandatory provident fund scheme (the "MPF Scheme") established under the MPF Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

The Group's contribution under the MPF Scheme for the year ended 31 December 2025 amounted to approximately RM6,000 (2024: Nil).

Malaysia

The employees of the Group are required by the law to make contributions to the Employees Provident Fund, a post-employment plan. The Group is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The Group's contributions under the scheme for the year ended 31 December 2025 amounted to approximately RM6,371,000 (2024: RM6,439,000).

39. SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2025 are as follows:

Name	Place of incorporation/ registration and operations	Particular of issued share capital	Percentage of ownership interest /voting power/ profit sharing		Percentage of ownership
			Direct	Indirect	
UTS Marketing Solutions (BVI) Limited	British Virgin Islands	US$200	100%	–	Investment holding
T&L Strategic Limited	British Virgin Islands	US$50,000	100%	–	Investment holding
Corevia Limited	British Virgin Islands	US$50,000	100%	–	Investment holding
BitNova Limited	Hong Kong	HK$10,000	100%	–	Engaged in investing activities
Everyday Hong Kong Limited	Hong Kong	HK$1,080,000	100%	–	Investment holding
T&L Strategic Limited	Hong Kong	HK$10,000	–	100%	Not yet commenced business
Corey Pte. Ltd	Singapore	SGD1,000	–	100%	Not yet commenced business
UTS Marketing Solutions Sdn. Bhd.	Malaysia	RM250,000	–	100%	Provision of outbound marketing services of financial products and its related activities issued by authorised financial institutions, cards companies or organisation worldwide
Tele Response Sdn. Bhd.	Malaysia	RM252,000	–	100%	Provision of workstations and its related services for promotion of financial products and its related activities issued by authorised financial institutions, cards companies or organisation worldwide

FIVE-YEAR FINANCIAL SUMMARY

For the year ended 31 December 2025

A summary of the results and the assets and liabilities of the Group for the last five financial years are as follows:

	Year ended 31 December				
	2025	2024	2023	2022	2021
Results	**RM'000**	RM'000	RM'000	RM'000	RM'000
Revenue	**92,533**	93,064	94,439	87,049	91,697
Other income	**1,571**	2,456	2,918	3,034	4,064
Other gains and losses	**(5,936)**	(244)	(2,510)	581	(419)
Staff costs	**(58,491)**	(58,212)	(63,364)	(59,317)	(52,657)
Depreciation	**(5,980)**	(5,034)	(4,858)	(4,326)	(3,738)
Other operating expenses	**(22,450)**	(13,528)	(11,051)	(12,607)	(12,507)
Profit from operations	**1,247**	18,502	15,574	14,414	26,440
Finance costs	**(389)**	(318)	(487)	(249)	(639)
Profit before tax	**858**	18,184	15,087	14,165	25,801
Income tax expenses	**(3,445)**	(4,897)	(4,782)	(4,024)	(6,645)
(Loss)/profit for the year	**(2,587)**	13,287	10,305	10,141	19,156
(Loss)/profit for the year attributable to:					
Owners of the Company	**(2,587)**	13,287	10,305	10,141	19,156
Non-controlling interests	**–**	–	–	–	–
	(2,587)	13,287	10,305	10,141	19,156

	As at 31 December				
	2025	2024	2023	2022	2021
Assets and liabilities	**RM'000**	RM'000	RM'000	RM'000	RM'000
Non-current assets	**32,610**	9,591	12,158	27,906	20,407
Current assets	**64,811**	54,015	61,824	57,509	69,933
Non-current liabilities	**(6,987)**	(2,243)	(3,518)	(5,604)	(872)
Current liabilities	**(49,738)**	(18,382)	(21,511)	(13,826)	(11,424)
Net assets	**40,696**	42,981	48,953	65,985	78,044
Equity attributable to:					
Owners of the Company	**40,696**	42,981	48,953	65,985	78,044
Non-controlling interests	**–**	–	–	–	–
	40,696	42,981	48,953	65,985	78,044

FIVE-YEAR FINANCIAL SUMMARY

For the year ended 31 December 2025

Assets and liabilities	Year ended 31 December 2025 RM'000	2024 RM'000	2023 RM'000	2022 RM'000	2021 RM'000
Profitability ratios					
Return on equity (%)	**(6.4)**	30.9	21.1	15.4	24.5
Return on total assets (%)	**(2.7)**	20.9	13.9	11.9	21.2
Net profit margin (%)	**(2.8)**	14.3	10.9	11.6	20.9

	As at 31 December 2025	2024	2023	2022	2021
Current ratio	**1.3**	2.9	2.9	4.2	6.1
Gearing ratio (%)	**29.1**	11.9	14.0	20.7	5.0
Lease liabilities	**11,858**	5,109	6,779	8,735	3,909
Bank overdrafts/borrowing	**–**	–	71	4,933	–
Total debt	**11,858**	5,109	6,850	13,668	3,909