

XOX NETWORKS

XOX NETWORKS BERHAD

200501002315 (679361-D)

EVENTS

TICKET



ANNUAL REPORT
2025

Welcome to
XOX Networks Berhad
Group of Companies and **Business Ecosystem.**

We would like to sincerely thank our shareholders for all their support throughout the challenging year and congratulate everyone at XOX Networks for the achievements we have had over the course of the current year. We are very hopeful for the upcoming year; not because we assume it to be any easier (it certainly won't) but because we are well anticipated and prepared for whatever lies ahead. Thank you for supporting us, your satisfaction has been and will always be our topmost priority.



**EVENT AND TICKETING
MANAGEMENT**



**DIGITAL AND MEDIA
MANAGEMENT**



**FINANCIAL
SOLUTIONS**

EXECUTION EXCELLENCE

We uphold the highest standards of professionalism in planning and delivery. Through disciplined processes, attention to detail, and operational rigor, we ensure that, to our very best, every event is executed seamlessly, safely, and to the highest quality standards.

INNOVATION

We continuously explore new ideas, technologies, and formats to enhance event experiences. We embody creativity and innovative thinking in everything we do, exploring the world of ideas and turning those ideas into indelible experiences for our clients and audiences.

CONNECTIONS FOCUS

It signifies a commitment to fostering strong and authentic relationships, whether with our people, clients, strategic partners, or the broader community.

- **Our people** - Our people are our greatest asset. We invest in talent development, foster a culture of collaboration and accountability, and empower our teams to grow, innovate, and lead with confidence.
- **Clients** - We place our clients and audiences at the center of everything we do. By understanding their needs and expectations, we design events that deliver meaningful engagement, lasting impressions, and strong relationship value.
- **Strategic partners** - We value every partnership with a focus on mutual benefit, transparency, and shared success, ensuring that together we deliver high-quality, innovative, and impactful experiences.
- **Broader community** - It often engages in social responsibility initiatives or participates in community events.

SUSTAINABILITY

We are committed to responsible business practices that minimise environmental impact and contribute positively to society. From resource management to community engagement, we aim to create events that are both impactful and sustainable.



SCAN ME

Scan the QR Code by following these simple steps

• GET IT

Download the “QR Code Reader” app from Google Play (Android Market), App Store (iOS/iPhone) or Windows Phone Store

• RUN IT

Run the QR Code Reader app and point your camera at the QR Code

• ACCESS IT

Get access to XOX Networks Berhad’s website

TABLE OF CONTENTS

01

STRATEGIC REVIEW

- 006 Company Profile
- 008 Financial Highlights
- 009 Corporate Information
- 010 Corporate Structure

02

CORPORATE GOVERNANCE

- 011 Board of Directors' Profile
- 016 Profile of Key Senior Management
- 017 Management Discussion and Analysis
- 023 Corporate Governance Overview Statement
- 039 Statement on Risk Management and Internal Control
- 041 Audit & Risk Management Committee Report
- 045 Additional Compliance Information
- 050 Sustainability Statement
- 078 Directors' Responsibility Statement

03

FINANCIAL STATEMENTS

- 080 Directors' Report
- 086 Statement by Directors
- 087 Declaration by the Director
- 088 Independent Auditors' Report
- 095 Statements of Financial Position
- 097 Statements of Profit or Loss and Other Comprehensive Income
- 099 Statements of Changes in Equity
- 101 Statements of Cash Flows
- 105 Notes to the Financial Statements

04

OTHER INFORMATION

- 164 Analysis of Shareholdings
- 167 Notice of Annual General Meeting
- 173 Statement accompanying Notice of Twentieth Annual General Meeting
- 174 Administrative Guide for the Twentieth Annual General Meeting
- Form of Proxy

COMPANY PROFILE



XOX Networks Berhad (“XOX Networks” or the “Company”) is a dynamic, innovative player in the event industry, dedicated to delivering high-quality event experiences for audiences. Our core business is centered on corporate events, festivals and live entertainment, with subsidiaries built to supplement the core business.

The Company has been listed on the ACE Market of Bursa Malaysia Securities Berhad since 2007.

Our mission is to entertain, inspire, and connect audiences through a diverse range of event offerings. We aim to create memorable experiences that resonate across all ages, cultures, and communities.

The core businesses of our Group involve Event Management, Event Equipment Rental, a one-stop Ticketing Solutions Provider, Digital and Media Management and Financial Solutions.

Our dedicated and talented team is the heart and soul of our company. With a diverse group of professionals from various backgrounds, we bring together expertise in creative production, marketing, technology, and business development to drive our success.

In 2025, our Group continued to maintain the momentum established and is actively seeking opportunities to strengthen its position as one of the leading players in the industry, as well as to improve its market share in this industry.

COMPANY PROFILE

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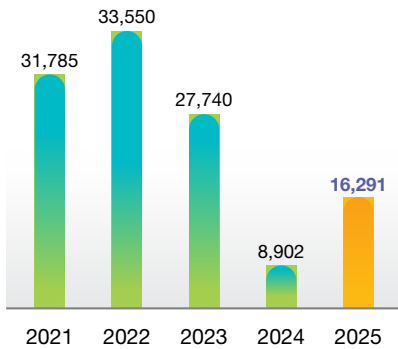


FINANCIAL HIGHLIGHTS

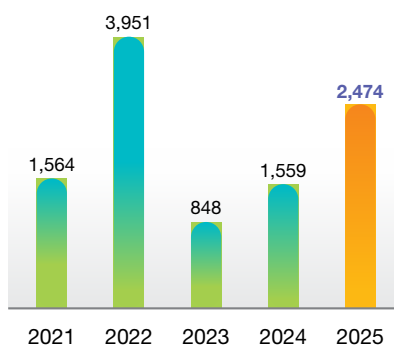
		AUDITED				
		2025	2024	2023	2022	2021
Number of shares	('000)	1,135,709	1,135,709	1,135,709	1,135,709	946,424
Revenue	(RM'000)	16,291	8,902	27,740	33,550	31,785
Gross Profit	(RM'000)	2,474	1,559	848	3,951	1,564
Gross Profit Margin	(%)	15.19	17.51	3.06	11.78	4.92
Loss Before Tax	(RM'000)	(12,239)	(7,505)	(12,174)	(5,491)	(8,806)
Loss After Tax	(RM'000)	(12,815)	(7,645)	(12,327)	(5,717)	(9,197)
Loss After Tax Margin	(%)	(78.66)	(85.88)	(44.44)	(17.04)	(28.94)
Net Loss Per Share*	(Sen)	(1.13)	(0.67)	(1.09)	(0.57)	(1.65)
Current Ratio	(%)	8.78	3.98	12.25	5.04	4.84

* Based on weighted average of ordinary shares

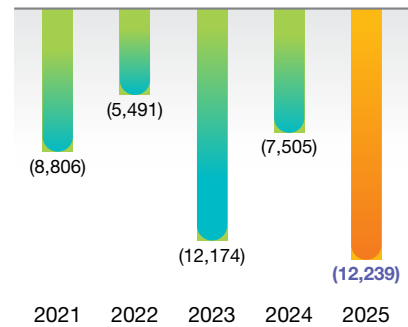
Revenue
(RM'000)



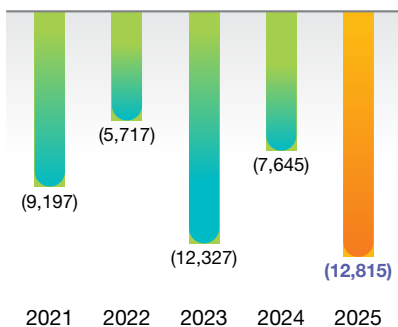
Gross Profit
(RM'000)



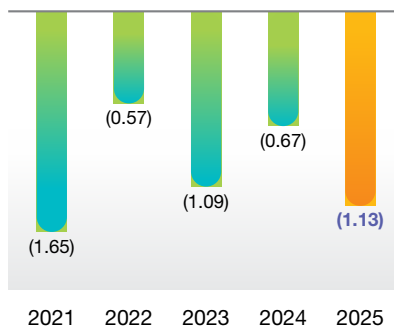
Loss Before Tax
(RM'000)



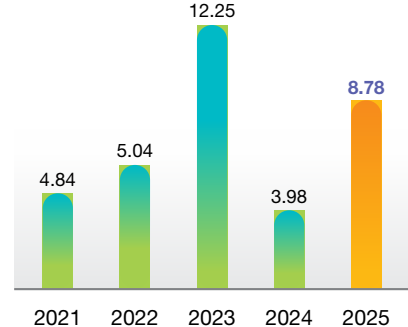
Loss After Tax
(RM'000)



Net Loss Per Share
(SEN)



Current Ratio
(RM'000)



CORPORATE INFORMATION

Board of Directors



**YM Tengku Ezuan
Ismara Bin Tengku
Nun Ahmad**

Independent
Non-Executive Chairman



**Lionel Vernon Yong
Nguon Kee**

Independent
Non-Executive Director



Lee Kien Fatt

Non-Independent
Non-Executive Director



**Andy Liew
Hock Sim**

Independent
Non-Executive Director



Woon Sing Jiunn

Independent
Non-Executive Director

Audit & Risk Management Committee

Andy Liew Hock Sim

Chairman

**Lionel Vernon Yong Nguon Kee
Lee Kien Fatt**

Nomination and Remuneration Committee

Lionel Vernon Yong Nguon Kee

Chairman

**Lee Kien Fatt
Andy Liew Hock Sim**

Employee Share Option Scheme Committee

Roy Ho Yew Kee

Chairman

**Lee Kien Fatt
Andy Liew Hock Sim**

Company Secretary

Chong Voon Wah

(SSM PC No. 202008001343)
(MAICSA 7055003)

Thai Kian Yau

(SSM PC No. 202008001515)
(MIA 36921)

Principal Bankers

Malayan Banking Berhad
CIMB Bank Berhad
AmBank Group Berhad

Registered Office

22-09, Menara 1MK
No. 1 Jalan Kiara, Mont Kiara
50480 Kuala Lumpur
Wilayah Persekutuan
Kuala Lumpur
T : 03-2856 7333
E : vw.chong@silverocean.com.my

Corporate Office

7th Floor, Menara Lien Hoe
No. 8, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan
T : 010-309 8998
E : ask@xoxnetworks.com.my

Share Registrar

SHAREWORKS SDN. BHD.
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan
Kuala Lumpur

T : 03-6201 1120
F : 03-6201 3121
E : ir@shareworks.com.my

Website

www.xoxnetworks.com.my

Auditors

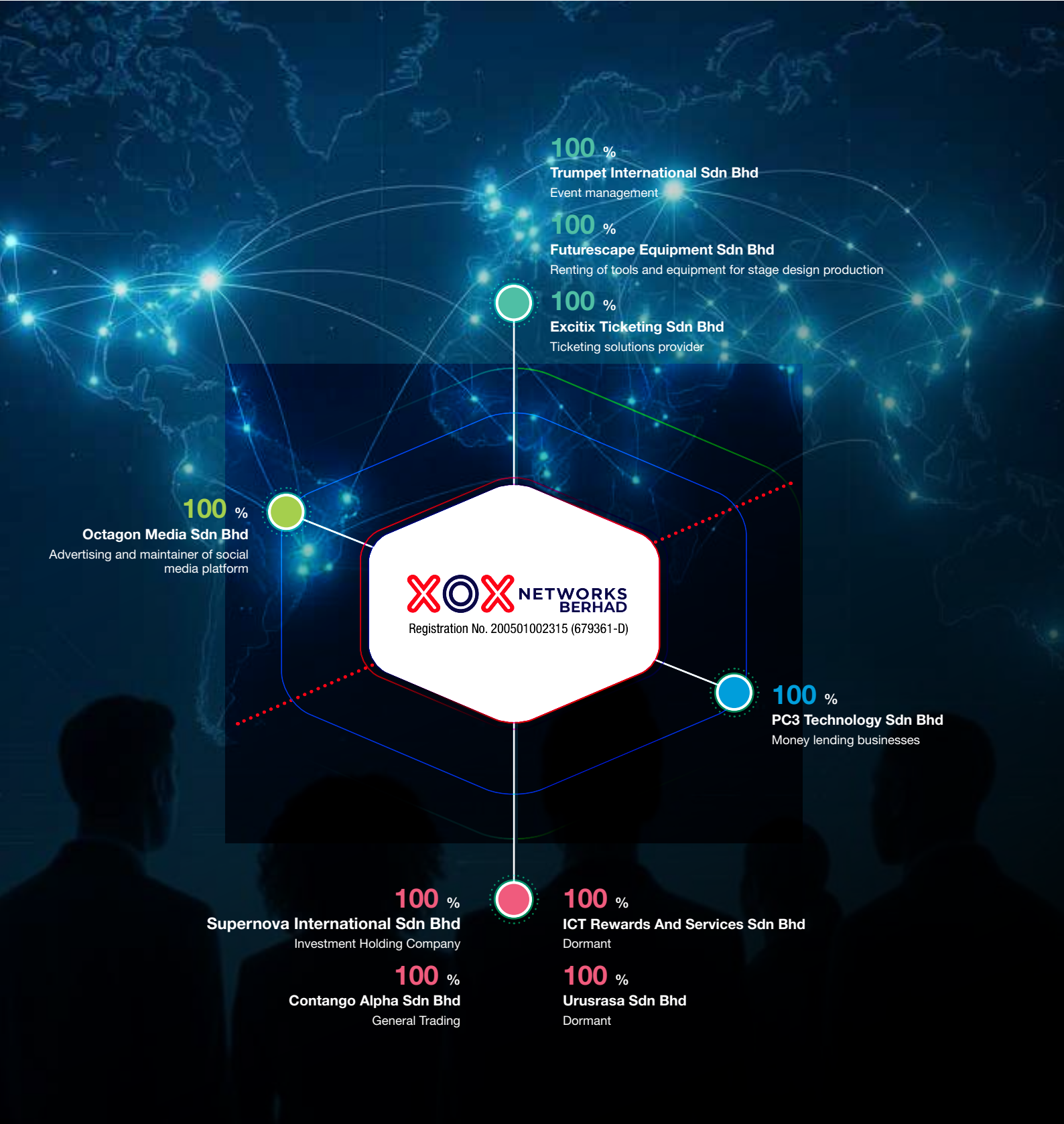
UHY Malaysia PLT
(202406000040
LLP0041391-LCA & AF 1411)
Chartered Accountants
Suite 11.05 Level 11
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Wilayah Persekutuan
Kuala Lumpur

T : 03-2279 3088
F : 03-2279 3099

Stock Exchange Listing

ACE Market of Bursa Malaysia
Securities Berhad
Stock Name : XOXNET
Stock Code : 0140

CORPORATE STRUCTURE



BOARD OF DIRECTORS' PROFILE



Nationality



Gender



Age

47

YM TENGKU EZUAN ISMARA BIN TENGKU NUN AHMAD

Independent Non-Executive Chairman

Length of Services (as of 31 March 2026)
4 years 6 months

YM Tengku Ezuan Ismara bin Tengku Nun Ahmad was appointed to the Board as the Independent Non-Executive Chairman on 27 September 2021.

He holds a Masters in Law majoring in Banking Law and Anti-Money Laundering Act from International Islamic University Malaysia and a Double Degree in Accounting and Finance from the University of East London.

He is a professional and subsequently became a corporate member in numerous industries, including oil & gas, military contractors, private equity and investment banking, corporate consulting, information technology and general trading.

In the event industry, he used to produce dramas and documentaries for TV stations. He has also been involved in artist management for several major international events, for instance, Petronas, Formula 1, football all-star exhibition matches, etc.

Eager to achieve more, he is always open to any new ideas of career and business opportunities and cooperation with good prospects and future value.

He is also an active member of the Royal Family and is involved in several official and philanthropic activities.

He is presently an Independent Non-Executive Chairman of Komarkcorp Berhad and an Independent Non-Executive Director of Uzma Berhad. He is also a Director of several private companies and holds advisory and management positions in many companies across a multitude of industries in Malaysia and overseas.

BOARD OF DIRECTORS' PROFILE

(cont'd)



Nationality



Gender



Age

45

ANDY LIEW HOCK SIM

Independent Non-Executive Director

Length of Services (as of 31 March 2026)
5 years 5 months

Mr. Andy Liew Hock Sim was appointed to the Board as the Independent Non-Executive Director on 27 October 2020.

He is the Chairman of the Audit & Risk Management Committee and a member of the Nomination and Remuneration Committee and Employee Share Options Scheme (“ESOS”) Committee of the Company.

He is a Chartered Accountant with Malaysian Institute of Accountants (MIA) and a member of Certified Practising Accountant (CPA) Australia. He has over sixteen (16) years of experience with major audit firms in audit, taxation and accountancy gained from both Malaysia and overseas. He was involved in numerous successful initial public offerings (“IPO”) in Malaysia, Singapore, Germany and Hong Kong throughout his career.

He started his career with a local audit firm in Malaysia. He then joined KPMG Kuala Lumpur after obtaining his professional qualifications, i.e. MIA and CPA Australia in 2006. In KPMG Kuala Lumpur, he started to be involved in the audit of multinational corporations (MNC) and public listed companies. He was also involved in the IPO of a financial services company in the Main Market of Kuala Lumpur Stock Exchange (now known as Bursa Malaysia Securities Berhad).

In 2008, he ventured to China and since then, has spent eight (8) years in China. From 2008 to 2012, he worked in KPMG Beijing and was actively involved in audit and IPO. In 2012, he joined a China-based manufacturing company in the capacity of Chief Financial Officer and listed the company in Frankfurt Stock Exchange in 2014 prior to his return to Malaysia in 2016.

Upon his return to Malaysia, he joined Baker Tilly Malaysia and led a team of forty (40), which specialise in IPO and was actively involved in various corporate exercises such as business restructuring, mergers and acquisitions, reverse takeover, transfer listing, financial due diligence, regularisation plan for PN17 company, fundraising, etc.

In 2019, he started his own public practice and assumed the role of Managing Partner.

At present, he also sits on the Board of XOX Bhd, Perak Corporation Berhad and Oversea Enterprise Berhad as an Independent Non-Executive Director.

BOARD OF DIRECTORS' PROFILE

(cont'd)



Nationality



Gender



Age

55

LIONEL VERNON YONG NGUON KEE

Independent Non-Executive Director

*Length of Services (as of 31 March 2026)***9 years**

Mr. Lionel Vernon Yong Nguon Kee was appointed to the Board as the Independent Non-Executive Director on 21 March 2017.

He is the Chairman of the Nomination and Remuneration Committee and a member of the Audit & Risk Management Committee of the Company.

Mr. Lionel Yong (CIA, CA (M), FCCA, CMIIA) is an internal audit practitioner with more than 21 years of experience in accounting, finance, and internal audit. He is a certified internal auditor (USA), a chartered accountant (Malaysia), a member of the Malaysian Institute of Accountants (MIA) and a Fellow Member of the Chartered Association of Certified Accountants (UK). His specialities include the provision of independent and objective assessments of systems of internal control as implemented by the management to

evaluate and improve the effectiveness of risk management, control, and governance. He is also familiar with the requirements of carrying out investigations into corporate fraud activities and with the requirements of the governance and audit of Information Technology systems based on the Control Objectives for Information Technologies (COBIT) Framework.

He has carried out risk assessment exercises for numerous companies, was involved in the system development life cycle process in the implementation of several information technology applications during his career and led investigations into a number of corporate fraud activities.

He is currently the Chief Financial Officer of the Nova Wellness Group. He also serves on the Board of Green Packet Berhad as an Independent Non-Executive Director.

BOARD OF DIRECTORS' PROFILE

(cont'd)



Nationality



Gender



Age

43

WOON SING JIUNN

Independent Non-Executive Director

Length of Services (as of 31 March 2026)
7 years 2 months

Ms. Woon Sing Jiunn was appointed as the Independent Non-Executive Director of the Company on 30 January 2019.

She graduated from Tuanku Abdul Rahman University College with a Degree in Mass Communication (Media Studies).

She has more than 14 years of experience in the broadcast and media industry.

She got her start as a broadcast journalist with RTM, covering news ranging from crime to natural disasters, politics, and economic issues.

She then joined TV3 and worked as an Assistant Producer cum News Presenter on Buletin Utama. During her time with the television channel, she had amassed a wealth of experience from interviewing high-profile celebrities, politicians, international artists, and successful entrepreneurs. She interviewed personalities such as Ricardo Guadalupe, Chief Executive Officer ("CEO") of Hublot, Lang Lang, a famous Chinese pianist and Franz Linder, CEO of Mido. She was also tasked with carrying out live reporting in front of millions of audiences.

From 2016 until 2018, she was the Image and Branding Consultant for Media Prima news and current affairs. She was the first female presenter to win Reader's Digest Malaysia's Most Trusted TV Presenter twice, in 2016 and 2017. She was also appointed as Chief Editor for the Malaysia Book of Records 2018.

She does not hold any directorship in any other public companies or listed corporations.

BOARD OF DIRECTORS' PROFILE

(cont'd)



Nationality



Gender



Age

59

LEE KIEN FATT

Non-Independent Non-Executive Director

*Length of Services (as of 31 March 2026)***5 years 2 months**

Mr. Lee Kien Fatt was appointed to the Board as the Independent Non-Executive Director on 22 January 2021 and redesignated to Non-Independent Non-Executive Director of the Company on 3 November 2023.

He is a member of the Audit & Risk Management Committee, Nomination and Remuneration Committee and ESOS Committee of the Company.

Mr. Lee is a member of Malaysian Institute of Certified Public Accountants (MICPA) and Malaysian Institute of Accountants (MIA).

He started his career with an articleship with KPMG in 1987 before joining Group Associated (C&L) Sdn. Bhd. as Finance Manager from 1992 to 1994. After a stint with Ng Tiong Seng Corporation Berhad, he joined United Straits Amalgamated Berhad as Group Financial Controller in 1997. Subsequently, he was appointed as Consultant cum Executive Director of RNC Corporation Berhad in 1999. Mr. Lee then left to join as Consultant cum Independent Non-Executive Director of LBI Capital Berhad in 2003. He also served as an Independent Non-Executive Director of Tenggara Oil Berhad from 2007 to 2008.

Presently, he is an Independent Non-Executive Director of Key Alliance Group Berhad, Niche Capital Emas Holdings Berhad and LBI Capital Berhad.

Notes:

Family Relationship with any Director and/or Major Shareholder

None of the Directors has any family relationship with any Director and/or major shareholder of the Company.

Conflict of Interest

None of the Directors has any conflict of interest with the Company.

Conviction for Offences

Other than traffic offences, if any, the Directors have not been convicted of any offences within the past five (5) years and have not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial period ended 31 December 2025.

Attendance of Board Meetings

Details of the Directors' attendance at Board meetings are set out in the Corporate Governance Overview Statement on page 24 of this Annual Report.

PROFILE OF KEY SENIOR MANAGEMENT



AUDREY THONG POOI MUN

Group Financial Controller

Ms. Audrey Thong Pooi Mun is overseeing our Group Finance, Group Human Resources and all corporate affairs related matters. She is a Chartered Accountant with Malaysian Institute of Accountants (MIA) and a member of Association of Chartered Certified Accountants (ACCA). She has more than ten (10) years of experience in financial advisory roles, auditing and accounting in her career.

She started her career with KPMG Malaysia as a Finance Officer and moved on to a local audit firm to gain her audit experience. She then joined Baker Tilly Malaysia in the advisory department after she had completed her professional qualification (ACCA) and was involved in various assignments, which included a few successful Initial Public Offering projects for private companies, corporate restructuring and insolvency, financial due diligence, as well as financial forensic engagements.

In 2019, she joined Deloitte Malaysia under the Forensic and Litigation Support arm for a team size of approximately thirty (30) people and further explored her career with different investigation toolsets and knowledge to identify/uncover financial crime and/or business disputes through the review of financial statements, data collection, as well as performing data analytics and relationship profiling.




Her appointment with the Group commences on 1 January 2021.

She does not hold any directorship in any other public companies or listed corporations. She also does not have any family relationship with any Director and/or Major Shareholder of the Company, has no conflict of interest with the Company, has not been convicted of any offences within the past five (5) years and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial period ended 31 December 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF OUR GROUP'S BUSINESS

XOX Networks Berhad (“**XOX Networks**” or “**Company**”) and our subsidiaries (“**XOX Networks Group**” or “**Group**”) are principally involved in the following:

 <p>Event Management</p>	<p>event management, provision of ticketing solutions as well as renting service for event equipment. Various types of events that we have organised include concerts, corporate events and festivals. Our ticketing solutions deliver ticket management systems and infrastructure to event organisers and can accommodate a wider range of clients, offline sales counters, optional payment gateways, custom ticket choices, entry scanning facilities, report analysis and dispatch services;</p>
 <p>Digital and Media Management</p>	<p>providing consultancy services to optimise our client's online presence and media assets. Our diverse portfolio of digital and media platforms spans across various online channels, including social media, streaming services, blogs, and more. These platforms connect creators, consumers and advertisers, providing an immersive environment for content distribution, interaction and engagement; and</p>
 <p>Financial Solutions</p>	<p>provision of money lending services.</p>

In the year 2025, our Group successfully managed more than 25 events, big and small. Some notable events we participated in are:

- **Nijigen Expo 2025** in February 2025, where our ticketing support for this event delivered a seamless and user-friendly experience for fans attending one of the region's most vibrant celebrations of anime, gaming, and pop culture. From online ticket sales and real-time availability tracking to secure payment processing, our system ensured a smooth journey from purchase to event entry;
- **The Cavern Beatles** in February 2025, where our on-ground support complemented the timeless appeal of this internationally acclaimed tribute act to one of the most iconic bands in music history;
- **Super GT** in June 2025, a world-class racing event held at the Sepang International Circuit under challenging tropical conditions. Our event activation supported the entire Japanese car racing festival, from pre-event planning to vendor management, event operations as well as marketing and promotions;
- **Genting Halloween** in October 2025, where our project team transformed the highlands into a spine-chilling playground of horror, mystery, and immersive storytelling, featuring elaborately themed haunted houses, scare zones, and live performances;
- **Ara Damansara Medical Centre (ADMC) Wellness Project** in November 2025, where our project team worked alongside ADMC in curating this health and lifestyle initiative that offered participants a refreshing experience focused on holistic well-being;
- **CHUANG Asia Mini Tour in Kuala Lumpur 2025** in December 2025, where our ticketing support ensured a smooth and efficient experience for fans eager to catch this highly anticipated showcase event. From the initial ticket launch, our system supported high-demand traffic with secure purchasing channels, real-time seat selection, and instant digital confirmations; and
- **Amateur Football League (AFL)'s Liga A1 Semi-Pro League**, where we became the official ticketing partner for AFL. We provided a comprehensive and reliable ticketing solution tailored to this event, which ensured seamless access to matchday tickets through user-friendly online purchasing, secure payment gateways, and real-time availability updates.

MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

FINANCIAL PERFORMANCE

	Audited		
	18-month FPE 31 December 2025	FPE 31 December 2025 (Annualised)	FYE 30 June 2024
	RM'000	RM'000	RM'000
Revenue	16,291	12,993	8,902
Gross Profit ("GP")	2,474	2,741	1,559
Loss before Tax ("LBT")	(12,239)	(7,301)	(7,505)
Loss after Tax ("LAT")	(12,815)	(7,558)	(7,643)
GP margin (%)	15.19	21.11	17.51
LBT margin (%)	(75.13)	(56.19)	(84.31)
LAT margin (%)	(78.66)	(58.17)	(85.86)

For the 18-month financial period ended ("FPE") 31 December 2025, event management remains the largest revenue contributor which contributed close to 50% of our Group's total revenue, followed by the digital and media management segment contributed more than 30% and the remaining revenue was contributed by financial solutions.

Our Group's revenue increased from RM8.9 million in the financial year ended ("FYE") 30 June 2024 to RM16.3 million in FPE 31 December 2025, an increase of 83.15%. On an annualised basis, this represented an increase of 25.38%. The increase in revenue was mainly contributed by higher revenue from the event management segment and the financial solutions segment.

Our Group recorded a higher LAT of RM12.8 million for FPE 31 December 2025 as compared to the LAT of RM7.6 million for FYE 30 June 2024, an increase of 68.42%. On an annualised basis, this represented an increase of 68.42%. While GP (on an annualised basis) did not increase significantly in FPE 31 December 2025, administrative and other expenses grew, causing the higher LAT in the current financial period.

REVIEW OF FINANCIAL POSITION

	As at 31 December 2025	As at 30 June 2024
	RM'000	RM'000
Total assets	32,300	54,328
Total liabilities	2,322	11,535
Net assets / Shareholders' equity	29,977	42,793
Net current assets	15,301	34,086
Financial ratios		
Current ratio ⁽¹⁾	8.78	3.98
Gearing ratio ⁽²⁾	Negligible	Negligible

Notes:

(1) Current assets / Current liabilities

(2) Total borrowings (including lease liabilities) / Shareholders' equity

MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

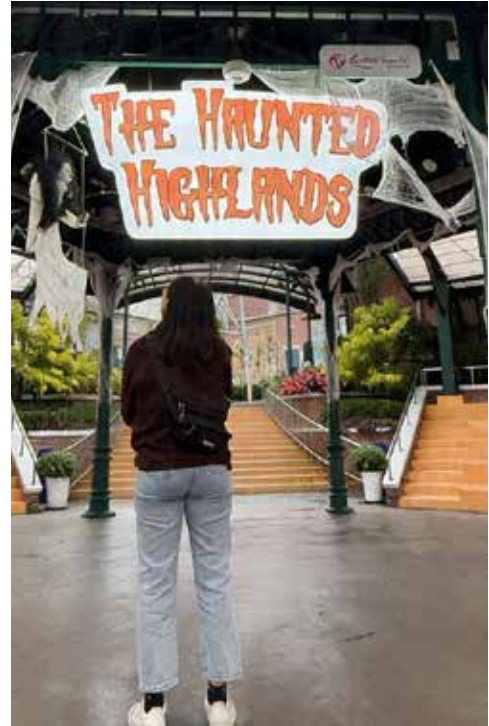
REVIEW OF FINANCIAL POSITION (CONT'D)

Our Group's net assets decreased from RM42.8 million as at 30 June 2024 to RM30.0 million as at 31 December 2025. This was mainly due to the share capital reduction exercise undertaken during FPE 31 December 2025. This share capital reduction exercise was announced on 6 January 2025 and subsequently approved by shareholders at an extraordinary general meeting held on 17 February 2025. The share capital reduction took effect on 15 April 2025.

We undertook the aforementioned exercise to rationalise our financial position by reducing accumulated losses to more appropriately reflect the value of our underlying assets and financial position. In addition, the reduction of accumulated losses is expected to enhance our credibility with bankers, customers, suppliers, investors and other stakeholders.

Our current ratio increased from 3.98 times as at 30 June 2024 to 8.78 times as at 31 December 2025, mainly due to the decrease in contract liabilities, as one of our events was cancelled due to unforeseen circumstances. This being said, we still managed to complete more than 25 events in the year 2025.

Non-current assets (consisting mainly of property, plant and equipment as well as long-term trade receivables), increased to RM15.0 million as at 31 December 2025 from RM8.8 million as at 30 June 2024. This was mainly due to the increase in long-term trade receivables during the current financial period.



Current assets decreased to RM17.3 million as at 31 December 2025 from RM45.5 million as at 30 June 2024. This was mainly due to the decrease in trade receivables, other investments, cash and bank balances as well as fixed deposits with licensed banks.

Our Group's cash and bank balances together with fixed deposits with licensed banks decreased to RM2.4 million as at 31 December 2025 from RM15.5 million as at 30 June 2024. The decrease was mainly due to funds being used for our financial solutions segment (money lending services) as well as for our operational expenses.

Trade receivables (current and non-current) decreased by 31.3% as compared to 30 June 2024. While trade receivables (non-current) increased as a result of higher lending to external parties, trade receivables (current) decreased as we had better collection for FPE 31 December 2025. Other receivables did not change materially.

Non-current liabilities comprised lease liabilities in relation to the purchase of right-of-use assets (i.e. leases of office equipment / premises to store event equipment and props). Current liabilities comprised mainly contract liabilities, trade and other payables as well as lease liabilities. Contract liabilities decreased by close to 90%, for the reasons discussed above.

On 1 March 2021, we completed a private placement exercise raising approximately RM27.0 million. The proceeds were intended to fund the purchase of equipment for the event management segment, expansion of the financial solutions segment, and our Group's working capital requirements.

On 29 August 2025, we announced the variation and extension of time for the utilisation of the balance proceeds raised from this private placement. Please refer to the 29 August 2025 announcement for further information. As at the date of this report, the remaining balance of RM1.1 million earmarked for the purchase of equipment for the event management segment has been fully utilised.

MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

REVIEW OF FINANCIAL POSITION (CONT'D)

On 29 December 2021, we completed another private placement exercise and raised proceeds of approximately RM5.3 million. The proceeds were intended to fund the development of a digital media platform for our event management business in line with the increasing reliance on digitalisation. On 22 December 2025, we announced the variation and extension of time for the utilisation of the balance proceeds raised from this private placement. Please refer to the 22 December 2025 announcement for further information.

Save as aforementioned, we are not aware of any other known trends and events that are reasonably likely to have a material effect on our operations, performance, financial condition and liquidity.



ANTICIPATED OR KNOWN RISKS

(i) Operational risks

For our event management segment, any disruption in electricity supply or equipment malfunction may adversely affect the progress or delivery of our events, whether physical or virtual. Such disruptions could, in turn, negatively impact our Group's business operations and financial performance. To mitigate these risks, we continuously monitor electricity supply and ensure that all relevant equipment is thoroughly inspected and tested prior to each event.

In our digital and media management segment, we provide a range of online services that are inherently exposed to cybersecurity risks. We collect and store a substantial amount of sensitive customer data, including names, addresses, and contact details, making our systems potential targets for cyberattacks. Any data breach or service disruption could harm our Group's reputation and result in the loss of customers and business partners. To address these risks, we have implemented appropriate security measures and protocols to safeguard our systems and data.

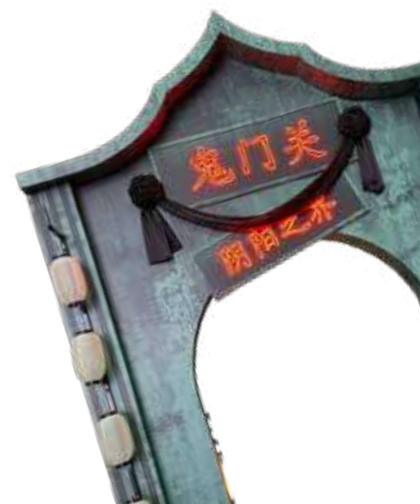
(ii) Competition risks

We operate in a competitive environment and continue to face competition from both existing and new market participants who may offer similar or comparable services and products. While we endeavour to remain competitive, there can be no assurance that changes in the competitive landscape will not materially and adversely affect our Group's business and financial performance.

To mitigate these risks, our Group seeks to maintain its competitive edge by upholding the quality of our services and products through stringent quality assurance processes. We also place continuous emphasis on innovation and enhancement of our offerings, including the development of digital media platforms to overcome geographical limitations in our event management business. In addition, we invest in the training and development of our key personnel to strengthen our capabilities and sustain our market position.

(iii) Credit risks

Our Group is exposed to the risk of default by our trade receivables. We may experience delays in the collection of payments for our services and/or products, and in more severe cases, may be unable to recover amounts due from our customers. In the event of such defaults, our Group may be required to recognise impairment losses or write off the affected receivables, which could materially and adversely affect our Group's financial performance.



MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

ANTICIPATED OR KNOWN RISKS (CONT'D)

(iii) Credit risks (cont'd)

To mitigate this risk, our Group continuously monitors and reviews the status of our trade receivables. We also perform credit assessments and due diligence on prospective clients prior to the provision of services and/or products to manage and minimise potential credit risk exposure.

(iv) Outbreak of infectious diseases

The outbreak of pandemic of infectious diseases or other health epidemics (such as the COVID-19 pandemic) may create economic uncertainty and adversely affect our business operations. Should there be a future outbreak of infectious diseases similar to the COVID-19 pandemic, governments may again impose lockdown measures or temporary cessation of a range of business activities. This may cause demand for our services and products to decline, disrupt the flow of our operations or increase our operational costs. In this regard, we will remain vigilant and take a prudent approach in monitoring our operations by developing and implementing a comprehensive business continuity plan.

(v) Geopolitical developments

Geopolitical tensions and conflicts, particularly the ongoing military confrontation involving the United States, Israel and Iran, may adversely affect global and regional economic conditions. Any escalation or prolongation of such conflict may result in heightened volatility in financial markets, increases in energy prices and disruptions to global trade flows.

While our Group does not have operations in the affected regions, we may be indirectly impacted by the broader economic consequences of such geopolitical developments. As Malaysia is an open economy, such developments may dampen business sentiment and reduce corporate and consumer spending, which may in turn adversely affect demand for our event management services as well as digital media and advertising expenditure.

In addition, higher energy and logistics costs may increase the cost of organising physical events, while disruptions to global trade and cross-border digital services may affect the delivery of our digital and online offerings. There can be no assurance that such developments will not materially and adversely affect our Group's business and financial performance.



MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

TREND AND OUTLOOK

The outlook for our Group’s event management segment (our largest revenue contributor) remains challenging, with amongst others, the following factors:

- (i) maintain relationships with artists and their representatives to secure their availability for touring and live performances as well as contract negotiation which would impact the pricing of the concerts and our Group’s financial performance;
- (ii) consistently adopting a sustainable business model and financial management;
- (iii) compliance with evolving regulations, including local regulations, licensing requirements, intellectual property laws as well as health and safety protocols; and
- (iv) keeping up with the latest technology in event production and audience engagement to provide a better audience experience.



Notwithstanding the above, our Group intends to strengthen its market position by increasing the number of events organised, with the aim of owning and monetising the intellectual property associated with event concepts, branding and content. We are also expanding our focus on corporate events, including product launches, award ceremonies and client engagement events, which may provide a more stable and recurring revenue base.

In addition, we will continue to expand and enhance our digital and media management segment, alongside our financial solutions segment, to diversify our revenue streams. Internally, we remain focused on cost optimisation through ongoing review of our operations and the adoption of more efficient processes. Taking these factors into consideration, the Board is cautiously optimistic on the future prospects of our Group.

DIVIDEND POLICY

No dividend has been paid by our Company for the current financial period. The declaration of interim dividends and the recommendation of final dividends are subject to the discretion of our Board and any final dividend for the year is subject to shareholders’ approval. Although we have not formulated a dividend policy or payout ratio, we recognise that it is important to reward our investors with dividends. The payment of dividends or other distributions will depend on our financial performance, cash flow requirements, availability of distributable reserves, capital expenditure plans and other factors that the Board of Directors deems relevant.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“**Board**”) of XOX Networks Berhad (“**XOX Networks**” or the “**Company**”) presents this Corporate Governance Overview Statement (“**Statement**”) to provide the shareholders and other stakeholders with an overview of the corporate governance (“**CG**”) practices of the Company during the financial period ended 31 December 2025 (“**FPE2025**”). This overview takes guidance from the key CG principles as set out in the Malaysian Code on Corporate Governance (“**MCCG**”).

This Statement is prepared in accordance with the ACE Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), and it is to be read together with the CG Report 2025 of the Company (“**CG Report**”), which is available on the Company’s website at <https://www.xoxnetworks.com.my/>.

The CG Report provides details on how the Company has applied the practices as set out in the MCCG during FY2025.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

1.0 Board’s Responsibilities and Leadership

The Company and its subsidiaries (“**Group**”) are led by an experienced and effective Board. All Board members are expected to show good stewardship and act in a professional manner as well as to uphold the core values of integrity with due regard to their fiduciary duties and responsibilities.

The Board is responsible for governing, guiding and overseeing the overall management of the Group and retains full and effective control over the affairs of the Group. It reviews the Group’s policies and strategies, enforces standards of accountability, actively oversees the conduct, management and business affairs of the Group and monitors the performance of the Senior Management. The Board ensures the effective discharge of its fiduciary and leadership functions, as well as sustains long-term shareholder value while safeguarding the interests of all its stakeholders. It works closely with the Senior Management to ensure that the operations of the Group are conducted prudently within the framework of relevant laws and regulations. The Board ensured that it had set the appropriate tone at the top, providing thought leadership and championing good governance and ethical practices throughout the Group.

The Board has delegated specific responsibilities to the following Board Committees to assist in the execution of its responsibilities:

- (a) Audit & Risk Management Committee (“**ARMC**”);
- (b) Nomination and Remuneration Committee (“**NRC**”); and
- (c) Employee Share Option Scheme Committee (“**ESOS**”).

Each Board Committee operates in accordance with respective terms of reference (“**TOR**”) and reports to the Board with their recommendations. The ultimate responsibility for the decision lies with the Board. The Board keeps itself abreast of the significant matters and resolutions deliberated by each Board Committee through the reports by the Chairman of the relevant Board Committees or the tabling of the minutes of the Board Committees’ meetings and circular resolutions passed at the immediate subsequent Board meeting.

The TORs of the Board Committees are reviewed as and when the need arises. The TORs are published on the Company’s website at <https://www.xoxnetworks.com.my/>.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

1.1 The Chairman of the Board

During the financial period under review, the Board is chaired by an Independent Non-Executive Director who is not related to the Senior Management of the Company. The Board believes that the element of independence that currently exists is adequate to provide assurance that there is a balance of power and authority in the Board. In addition, the Chairman is not involved in the day-to-day management of the Group's business and has no relationship that could materially interfere with his judgement.

There is a clear separation of the role and responsibility between the Chairman, the Independent Non-Executive Directors and the Senior Management team to promote greater accountability to enhance the checks and balances of power and authority.

The Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board, while the Senior Management team, has overall responsibility for the day-to-day management of the business and implementation of the Board's policies, directives, strategies and decisions.

Delegation of the Board's authority to the Senior Management team is subject to defined limits of authority of the Group and monitoring by the Board. However, as the Board has the overall responsibility to manage and supervise the affairs of the Company in accordance with the law, there are matters which are reserved for the Board's consideration as set out in the Board Charter.

In line with the recommendation of the MCCG, the Chairman is not a member of any of the Board Committees. This is to ensure check and balances, as well as objectivity, will not be influenced by the Chairman of the Board, who also sits on Board Committee(s).

1.2 Board Meetings

The Board met seven (7) times during FPE2025. The meeting attendance of the Board members is as follows:

Directors	Meeting Attendance
YM Tengku Ezuan Ismara bin Tengku Nun Ahmad	7/7
Andy Liew Hock Sim	6/7
Lionel Vernon Yong Nguon Kee	7/7
Woon Sing Jiunn	7/7
Lee Kien Fatt	7/7

At the Board meetings, the Management presented papers pertaining to each issue raised for discussion or as supplementary information.

Independent Advisers, Internal Auditors and External Auditors were invited to provide further insight and/or share advice and opinions on matters pertaining to corporate exercises, governance, internal controls and risk management. The Chairman constantly promotes constructive, healthy debate, and the Directors are given the chance to freely express their views.

The deliberations of the Board and Board Committees in terms of the issues discussed during the meetings and the Board's conclusions in discharging its duties and responsibilities are recorded in the minutes of meetings by the Company Secretary. Minutes of meetings are circulated and confirmed as a correct record by the Board and Board Committees at the next meeting. The Directors may request clarification or make comments on the minutes prior to their confirmation.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

1.2 Board Meetings (cont'd)

To facilitate the Directors' time planning, a planned annual meeting calendar is prepared and circulated to them before the beginning of each year. It provides the scheduled dates for meetings of the Board, Board Committees and annual general meeting ("AGM"). If there is any extraordinary general meeting to be held during the financial year, the meeting date will be planned in accordance with the availability of the Directors and the timeline of the corporate exercise. The Directors are also constantly updated with the closed periods for dealings in securities based on the targeted dates of announcement of the Group's quarterly results and annual financial results.

In the intervals between Board meetings, for exceptional matters requiring urgent Board decisions, approvals will be obtained via circular resolutions, which are supported with information necessary for an informed decision. Ample time was given to all Directors in order for them to make informed and constructive decisions.

Notwithstanding that no specific quantum of time has been fixed, each member of the Board is expected to devote sufficient time and attention to the affairs of the Company. Each Board member is expected to achieve at least 50% attendance of total Board Meetings held in any applicable financial year, with appropriate leave of absence to be notified to the Chairman and/or Company Secretaries, where applicable.

In addition, prior to the acceptance of new board appointment(s) in other companies and/or Public Listed Companies ("PLCs"), the Directors are to notify the Chairman and/or the Company Secretary in writing. To ensure the Directors have the time to focus and fulfill their roles and responsibilities effectively, 1 criterion as agreed by the Board is that they must not hold more than five (5) directorships in PLCs (as prescribed in Rule 15.06 of the Listing Requirements).

The Board was satisfied that all Directors have been devoting sufficient time to discharge their responsibilities adequately.

1.3 Training

The Directors acknowledge that continuous education is vital for the Board members to gain insight into the state of the economy, technological advances, regulatory updates and management strategies to equip themselves with the necessary skills and knowledge to effectively discharge their duties.

An appropriate induction is provided to any newly appointed Director for them to familiarise themselves with the Group's organisational structure, strategic plans, significant financial, accounting and risk issues and other important matters and become effective in their role within the shortest practicable time.

In addition to the Mandatory Accreditation Programme as required by Bursa Securities, the Directors are encouraged to attend relevant seminars and training programmes to equip themselves with the knowledge to effectively discharge their duties as Directors.

The Directors continuously received briefings and updates on, amongst others, amendments to Listing Requirements and new circulars/directives/guidelines/consultation papers issued by Bursa Securities and Companies Commission of Malaysia ("CCM"), respectively. The Directors also received briefings on information on the Group's businesses and operations and initiatives undertaken by the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

1.3 Training (cont'd)

Besides the above briefings, the Directors had attended the following training programmes/seminars/webinars during FPE2025 to further enhance their knowledge and skills:

Name of Directors	Training Programmes/Seminars/Webinars
YM Tengku Ezuan Ismara bin Tengku Nun Ahmad	<ul style="list-style-type: none"> Driving Forces of Next-Generation Governance: Shaping the Future of Corporate Leadership
Andy Liew Hock Sim	<ul style="list-style-type: none"> MIA Webinar Series: Auditing of Construction Contracts & Property Development Activities MIA Webinar Series: Accounting for Cryptocurrency Assets Case Study-Based MFRS Webinar - MFRS 16 Leases - What it Entails and its Effects (Plus Tax Considerations) MIA Webinar Series: ISA240 - The Auditor's Responsibilities Relating to Fraud in an Audit of Financial Statements MIA Webinar Series: Issuance & Redemption of Preference Shares Service Tax: Integrated Approaches to Construction, Maintenance and Repair Excellence
Lionel Vernon Yong Nguon Kee	<ul style="list-style-type: none"> Compliance with Listing Requirements - Reporting of Financial Statements and Recent Amendments to LR - Enhanced Conflict of Interest Framework Global Sustainability Trends - Corporate ESG Strategy for CFOs
Lee Kien Fatt	<ul style="list-style-type: none"> Mandatory Accreditation Programme Part II: Leading for Impact
Woon Sing Jiunn	<ul style="list-style-type: none"> Mandatory Accreditation Programme Part II: Leading for Impact

2.0 Board's Composition

The Group is currently led and managed by an experienced Board consisting of one (1) Independent Non-Executive Chairman, three (3) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. The Independent Directors make up more than 50% of the composition of the Board. Hence, the composition of the Board fulfils the prescribed requirement under Rule 15.02(1) of the Listing Requirement and adopts the best practice 5.2 of the MCGG. In the event of any vacancy in the Board resulting in non-compliance with the Listing Requirements, the Board shall fill the vacancy within three (3) months from the date of that event.

The composition of the Board reflects a diversity of backgrounds, skills and experiences in the areas of business, media, accounting, finance, taxation, audit, sports, legal, general management and strategy that contribute effectively to leading and directing the management and affairs of the Group. Given the calibre and integrity of its members and the objectivity and independent judgment brought by the Independent Directors, the Board is of the opinion that its current size and composition contribute to an effective Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2.0 Board's Composition (cont'd)

The Board is aware of the importance of boardroom diversity and is supportive of the recommendation of MCCG to establish a boardroom and workforce gender diversity policy. The Board has adopted the Diversity Policy, which sets out the Company's approach to diversity on the Board. The Board, together with the NRC, will assess and evaluate current diversity levels, identify and analyse gaps and criteria for new board appointments, and thereafter recommend the strategies, objectives, targets and practical goals against an indicative time frame to maintain an appropriate range and balance of skills, experience and background on the Board. The Group will evaluate the suitability of candidates as a new Board member based on the candidates' competency, skills, character, time commitment, knowledge, experience and other qualities in meeting the needs of the Group, regardless of gender. Equal opportunity is given and does not practice discrimination of any form, whether based on age, gender, race or religion, throughout the organisation.

As of FPE2025, our Board comprises one (1) female Director, representing 20% of the total number of the Board. In line with the MCCG of at least 30% representation of women on Boards, the Board will evaluate and match the criteria of the potential candidate as well as consider the appointment of a female director onto the Board in future to bring about a more diverse perspective.

2.1 Board Charter

The Board is guided by its Board Charter, which provides reference in relation to the roles and responsibilities of the Board and Management. The Board Charter is subject to periodic review and will be updated as and when necessary to ensure it remains consistent with the Group's policies and procedures, the Board's overall responsibilities, as well as changes to legislation and regulations.

The Board Charter is published on the Company's website at <https://www.xoxnetworks.com.my/>.

2.2 Code of Business Conducts

The Directors are expected to conduct themselves with the highest ethical standards by setting the appropriate tone at the top, providing thought leadership and championing good governance and ethical practices throughout the Group. All Directors and employees are expected to behave ethically and professionally at all times and thereby protect and promote the reputation and performance of the Group. The Company has adopted a Code of Business Conducts, which can be viewed on the Company's website at <https://www.xoxnetworks.com.my/>.

2.3 Whistleblowing Policy

The Board is committed to promoting and maintaining a high standard of integrity, openness and accountability in the conduct of its businesses and operations. It aspires to conduct its affairs in an ethical, responsible and transparent manner.

The Company provides avenues for all employees and members of the public to disclose any improper conduct in accordance with the procedures as provided for under this policy to provide protection for employees and members of the public who report such allegations. This is also to provide protection for the whistle-blower from reprisal as a direct consequence of making a disclosure and to safeguard such a person's confidentiality. To this end, the Board has established a Whistleblowing Policy, available for viewing on the Company's website at <https://www.xoxnetworks.com.my/>.

2.4 Anti-Bribery & Anti-Corruption Policy

The Group has adopted an Anti-Bribery & Anti-Corruption Policy to prevent the occurrence of bribery and corruption practices in relation to the businesses of the Group. The Group strictly prohibits all forms of bribery and corruption and will take all necessary steps to ensure that it complies with and conducts its business with transparency. The Anti-Bribery & Anti-Corruption Policy is published on the Company's website at <https://www.xoxnetworks.com.my/>.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2.5 Corporate Disclosure Policy

Recognising the importance of accurate and timely public disclosures of corporate information in order for the shareholders to exercise their ownership rights on an informed basis, the Board has established a Corporate Disclosure Policy, which outlines how the Group identifies and distributes information in a timely manner to all shareholders. It also reinforces the Group's commitment to the continuous disclosure obligations and describes the procedures implemented to ensure compliance.

The Board, through the Management, oversees the Group's corporate disclosure practices and ensures implementation and adherence to the Corporate Disclosure Policy. The Board has authorised the Chairman as the primary spokesperson responsible for communicating information to all stakeholders, including the public.

The Corporate Disclosure Policy is published on the Company's website at <https://www.xoxnetworks.com.my/>.

2.6 Directors' Fit and Proper Policy

The Board has established the Directors' Fit and Proper Policy to ensure that any person to be appointed or elected/re-elected as a Director of the Group shall possess the necessary quality and character as well as integrity, competency and commitment to enable the discharge of the responsibilities required of the appointed position in the most effective manner. The Directors' Fit and Proper Policy is accessible on the Company's website at <https://www.xoxnetworks.com.my/>.

2.7 Conflict of Interest Policy for Directors

The Board has established the Conflict of Interest Policy for Directors, to ensure that actual, potential and perceived conflicts of interest are effectively identified and managed and to provide guidance on how to deal with conflict of interest situations as they arise. The Conflict of Interest Policy for Directors is accessible on the Company's website at <https://www.xoxnetworks.com.my/>.

To assure accountability and prevent conflict of interest in relation to issues that come before the Board, Directors are reminded by the Company Secretary of their statutory duties and responsibilities and are provided with updates on any changes thereon. Hence, all related party transactions and/or potential conflict of interest situations (if any) will be submitted to the ARMC for review on a quarterly basis.

The Directors further acknowledge that they are also required to abstain from deliberation and voting on relevant resolutions in which they have an interest at the Board or any general meeting convened. In the event a corporate proposal is required to be approved by shareholders, the interested Directors will abstain from voting in respect of their shareholdings and will further undertake to ensure that persons connected to them will similarly abstain from voting on the resolutions.

2.8 Succession Plan

The Board, through the NRC, is ensuring that there is an effective and orderly succession plan within the Group. The NRC is responsible for formulating the nomination, selection and succession policies for the members of the Board and Board Committees, as well as the key senior management of the Group.

In this regard, the NRC reviews and assesses the profile, professional achievements, personality, experience, competency, skills and knowledge of each candidate for a key senior management position to ensure the right candidate is appointed for the relevant position.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2.9 Promoting Sustainability

The Board recognises the importance of sustainability and its increasing impact on the Group's businesses. The Board annually reviews the sustainability of the Company's strategic directions, with due consideration of the progress of the long-term and short-term plans, changes in the business and political environment, levels of competition, updates in risk factors and any other factors which could affect the sustainability of the Group.

2.10 Access to Information and Advice

Every Director has full, free and unrestricted access to information within the Group. The Board may also seek advice from the Management or request further explanation, information or an update on any aspect of the Group's operations or business concerns.

The Board is supplied with quality and timely information, which allows it to discharge its responsibilities effectively and efficiently. The agenda for each meeting together with a set of comprehensive meeting papers for each agenda item are delivered to each Director at least seven (7) days or at an appropriate time prior to the meeting, to enable the Board to review the matters to be deliberated for effective discussion and decision making during the meeting, and where necessary, to obtain supplementary information before the meeting.

In addition, the Directors have full and unrestricted access to the advice and dedicated support services of the Company Secretary appointed by the Board. He is experienced, competent and responsible for advising the Board on procedural and regulatory requirements to ensure that the Board adheres to the Board policies, procedures and regulatory requirements in carrying out its roles and responsibilities effectively.

When necessary, the Directors may whether as a full Board or in their individual capacity, seek independent professional advice, including the internal and external auditors, at the Company's expense to enable the Directors to discharge their duties with adequate knowledge on the matters being deliberated, subject to approval by the Chairman of the Board, and depending on the quantum of the fees involved.

2.11 Company Secretary

The Company Secretaries of the Company have the requisite credentials and are competent and suitably qualified to act as company secretary under Section 235(2) of the Companies Act 2016 ("the Act"). The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in the discharge of their functions. The Company Secretaries play an advisory role to the Board in relation to the Company's constitution, the Board's policies and procedures and compliance with the relevant regulatory requirements, codes or guidance and legislation.

The Company Secretaries support the Board by ensuring that all Board meetings are properly conducted and adhere to board policies and procedures, rules, relevant laws and best practices on CG and deliberations at the Board and Board Committee meetings, as well as follow-up on matters arising are well captured and recorded. The Company Secretaries also keep the Board updated on changes in the Listing Requirements and directives issued by the regulatory authorities, and the resultant implications to the Company and the Directors in relation to their duties and responsibilities.

The Company Secretaries constantly keep themselves abreast of the evolving capital market environment, regulatory changes and developments in CG through continuous training. The proposed change of the Company Secretaries (if any) is a matter for the Board, as a whole, to decide.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2.12 Nomination and Remuneration Committee

For FPE2025, the NRC consists of three (3) members, the majority of whom are Independent Non-Executive Directors. The composition of the NRC fulfils the prescribed requirement under Rule 15.08A(1) of the Listing Requirement. The TOR of the NRC are available at the Company's website at <https://www.xoxnetworks.com.my/>.

The main responsibilities of the NRC are as follows:

- Nominate new nominees for appointment to the Board and Board Committees for the Board's consideration.
- Annually assess the effectiveness of the Board as a whole, the Board Committees and the contributions of each Director, including the Independent Non-Executive Directors, based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.
- Annually review and assess the independence of the Independent Non-Executive Directors.
- Annually review the term of office and performance of the ARMC and each of its members to determine whether such committee and members have carried out their duties in accordance with the terms of reference.
- Annually review and make recommendations on the re-election of Directors.
- To oversee the development of succession planning of the Directors and Senior Management.
- Review and recommend the remuneration framework as well as the remuneration package of the Executive Director and Senior Management.
- Review and recommend the payment of Directors' fees and other benefits payable to the Directors for the shareholders' approval.

During FPE2025, the NRC met once, and the activities undertaken by the NRC are listed below:

- Assessed the effectiveness of the Board as a whole, and the Board Committees against the criteria as set out in the evaluation forms.
- Reviewed the structure, size and composition of the Board.
- Assessed and evaluated the independence of the Independent Non-Executive Directors to ensure that they are free from any interest, position or relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of his/her independent judgement.
- Assessed the performance of each Director against criteria as set out in the evaluation forms, amongst others, attendance at Board and/or Board Committee meetings, adequate preparation for Board and/or Board Committee meetings, regular contribution to Board and/or Board Committee meetings, personal input to the role and other contributions to the Board and/or Board Committees.
- Reviewed and recommended the retirement and re-election of Directors in accordance with the Company's Constitution.
- Reviewed and recommended that Mr. Lionel Vernon Yong Nguon Kee, who has served the Board as Independent Non-Executive Director for a cumulative term of more than 9 years, be retained and continue to act as Independent Non-Executive Director of the Company for the shareholders' approval;

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2.12 Nomination and Remuneration Committee (cont'd)

- Reviewed and recommended the payment of Directors' fees and other benefits payable for the shareholders' approval;
- Reviewed and recommended the restructuring of the composition of the ESOS Committee; and
- Reviewed and recommended any modifications and/or amendments to the TOR of the NRC and other policies.

In the intervals between NRC meetings, for exceptional matters requiring urgent NRC decisions, approvals will be obtained via circular resolutions, which are supported with information necessary for an informed decision. Ample time was given to the NRC in order for them to make informed and constructive decisions.

2.13 Annual Evaluation

The Board, through the NRC and facilitated by the Company Secretary, will conduct an annual assessment to evaluate the performance of the Board, its Board Committees and each director, as well as identify any gaps or areas of improvement.

The annual assessment will be conducted internally through a questionnaire and by way of a self and peer-assessment evaluation approach, focusing on maximising the effectiveness and performance of the Board. The Board did not engage any external party to undertake an independent assessment of the Directors. A summary of the results and all feedback received was tabled to the NRC for deliberation before appropriate action plans were recommended to the Board for further discussion and approval.

The criteria used by the NRC in evaluating the performance of an individual include contribution to interaction, integrity, competency and time commitment of the members of the Board and Board Committees in discharging their duties.

From the annual assessment and review conducted for FPE2025, the NRC was satisfied that all the Directors possess sufficient qualifications to remain on the Board. Save for the NRC members who are also members of the Board and have abstained from assessing their own individual performance as Director of the Company, each of the NRC members views that all the Directors have good personal attributes and possess sufficient experience and knowledge in various fields that are vital to the Company's industry.

As for the Board evaluation, the NRC agreed that all the Directors have discharged their stewardship duties and responsibilities towards the Company effectively. The NRC further concluded that the Board and Board Committees were functioning effectively as a whole with a high level of compliance and integrity.

2.14 Annual Assessment of Independence

The NRC will conduct annual assessments on an annual basis, and the criteria for assessment cover areas such as contributions to interaction, roles and responsibilities and quality of input to enhance the Board's effectiveness. The independence of Independent Directors was assessed based on their relationship with the Group and their involvement in any significant transactions with the Group, including their ability to exercise independent judgment at all times and based on the criteria set out in the Listing Requirements.

From the annual assessment and review conducted for FPE2025, the NRC was satisfied that all the Independent Directors are independent of Management and free from any business or other relationship which could interfere with the exercise of independent judgment, objectivity or the ability to act in the best interests of the Company. Additionally, each of the Independent Directors has provided an annual confirmation of their independence to the NRC and the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2.15 Appointment of Directors

The NRC has a formal and transparent procedure for the appointment of new Directors to the Board. When assessing new appointments to the Board, the NRC carefully reviews the combined skills and experience of the existing Board members to determine the required characteristics and profile of the new Director. Candidates are identified based on their corporate leadership, skills, knowledge, competencies, experience, reference check and expertise to complement the Board. Diversity of experience in business, professionalism, corporate industry standing, integrity, as well as academic background, age, gender, ethnicity and cultural background are also considered.

Besides carrying out reference checks, the candidates are interviewed as part of the assessment process. Consideration is given to ensure appointees have sufficient time to devote to the role, the ability to discharge responsibilities and that the balance of skills, knowledge and experience on the Board will be maintained and enriched. When the NRC has found a suitable candidate, the NRC will make a recommendation to the Board for deliberation.

2.16 Re-Election of Directors

The procedure for the re-election of Directors by rotation is set out in the Company's Constitution. Pursuant to the Company's Constitution, all Directors who are appointed by the Board during the year are subject to re-election by shareholders at the first meeting after their appointment. The Company's Constitution also provides that at least 1/3 of the remaining Directors are subject to re-election by rotation at each AGM, and retiring Directors can offer themselves for re-election. All Directors shall retire from office at least once every three (3) years, but shall be eligible for re-election.

The NRC would carry out a formal assessment evaluation on the performance as well as identify any gaps or areas of improvement of the individual Directors, Board and Board Committee annually. The NRC would also identify the Directors to be retired by rotation in accordance with the Constitution of the Company.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Twentieth AGM ("20th AGM"), the Board, through its NRC, had assessed the retiring Director and considered the following:

- (a) The Directors' performance and contribution;
- (b) The Directors' skills, experience and strengths in qualities; and
- (c) The Directors' ability to act in the best interests of the Company in decision-making.

Based on the satisfactory evaluation of the retiring Director's performance and contributions to the Board, and as recommended by the NRC, the Board (except for the retiring Directors who had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and NRC meeting) collectively agreed that the retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the retiring Directors be re-elected as the Directors of the Company, subject to the shareholders' approval at the forthcoming 20th AGM.

2.17 Tenure of Independent Director

The Board is fully aware that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, an Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director, unless the Board provides justification and shareholders' approval is sought through a two-tier voting process at an AGM of the Company for the Director concerned to continue to serve as an Independent Director.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**2.17 Tenure of Independent Director (cont'd)**

As at 31 March 2026, the tenure of the Independent Non-Executive Directors of the Company is as follows:

	1-5 Years	6-8 Years	9-12 Years
YM Tengku Ezuan Ismara bin Tengku Nun Ahmad	√		
Andy Liew Hock Sim	√		
Lionel Vernon Yong Nguon Kee			√
Woon Sing Jiunn		√	

As of the date of the forthcoming AGM, Mr. Lionel Vernon Yong Nguon Kee ("Mr. Lionel") has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years. The Board, through the NRC, has assessed and determined that his vast and diverse range of experiences has brought the right mix of skills to the Board. As Director, he continues to bring independent and objective judgements to Board deliberations and the decision-making process as a whole. The Board, therefore, endorsed the NRC's recommendation for Mr. Lionel to be retained as Independent Director of the Company. Thus, the Board shall seek shareholders' approval at the forthcoming AGM for Mr. Lionel to be retained as an Independent Director through a two-tier voting process.

The key justifications for Mr. Lionel's continuance as Independent Non-Executive Director are as follows:

- he fulfills the criteria under the definition of Independent Director as stated in the Listing Requirements and, therefore, is able to bring independent and objective judgment to the Board as a whole;
- his experience in the relevant industries has enabled him to provide the Board and Board Committees, as the case may be, with pertinent expertise, skills, contribution and competence;
- he has been with the Company for a certain period and therefore understands the Company's business operations, which enables them to contribute actively and effectively during deliberations or discussions at Board and Board Committee meetings;
- he continues to be scrupulously independent in his thinking and his effectiveness as a constructive challenger of the Management; and
- he has not entered into any related party transactions with the Group.

2.18 Employees' Share Option Scheme ("ESOS") Committee

The ESOS Committee was established by the Board to administer and manage the ESOS Scheme in accordance with the By-Laws.

The existing ESOS Scheme which was implemented on 5 December 2018 had expired on 4 December 2023 pursuant to the By-Laws of the ESOS.

3.0 Remuneration

The Board has established the NRC, which comprises exclusively of Non-Executive Directors, the majority of whom are Independent Non-Executive Directors. The principal objective of NRC is to assist the Board in developing a policy on the remuneration packages for Directors and Senior Management of the Company, and to ensure that the remuneration packages are commensurate with the expected responsibilities and contributions by the Directors and Senior Management.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

3.0 Remuneration (cont'd)

The Company has adopted a remuneration framework in attracting, retaining and motivating the Directors and Senior Management of the Company for the successful performance of the Group. The remuneration of the Executive Director consists of basic salary, fees, other emoluments and benefits customary to the Group. Any salary and bonus review takes into account the performance of the individual and the financial performance of the Group.

The Non-Executive Directors' remuneration comprises annual fees and benefits based on their roles and responsibilities in the Board and Board Committees, their attendance at meetings and/or special skills and expertise they bring to the Board. Their fees and benefits are subject to the shareholders' approval at the AGM.

The Board determines the level of remuneration, fees and benefits of the Board members, taking into consideration the recommendations of the NRC. Each Director abstains from deliberation and voting on all matters pertaining to their own respective remuneration.

The details of the remuneration of the Directors of the Company and the Group during FPE2025 are shown below:

The Company

Name	Fees RM	Salaries RM	Bonus RM	Allowance RM	Benefits in Kind RM	Other Emoluments RM	Total RM
YM Tengku Ezuan Ismara bin Tengku Nun Ahmad	126,000	-	-	-	-	-	126,000
Andy Liew Hock Sim	66,600	-	-	-	-	-	66,600
Lionel Vernon Yong Nguon Kee	66,600	-	-	-	-	-	66,600
Woon Sing Jiunn	66,600	-	-	-	-	-	66,600
Lee Kien Fatt	66,600	-	-	-	-	-	66,600
Total	392,400	-	-	-	-	-	392,400

The Group

Name	Fees RM	Salaries RM	Bonus RM	Allowance RM	Benefits in Kind RM	Other Emoluments RM	Total RM
YM Tengku Ezuan Ismara bin Tengku Nun Ahmad	162,000	-	-	-	-	-	162,000
Andy Liew Hock Sim	66,600	-	-	-	-	-	66,600
Lionel Vernon Yong Nguon Kee	66,600	-	-	-	-	-	66,600
Woon Sing Jiunn	66,600	-	-	-	-	-	66,600
Lee Kien Fatt	84,600	-	-	-	-	-	84,600
Total	446,400	-	-	-	-	-	446,400

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

3.0 Remuneration (cont'd)

The Company notes the need for corporate transparency in the remuneration of its Senior Management executives, however, given the confidential and commercial sensitivities associated with remuneration matters and the highly competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the Company's business activities, such disclosure may be detrimental to the business interests and give rise to recruitment and talent retention issues. Thus, the Company is of the view that the interest of the shareholders will not be prejudiced as a result of the non-disclosure of the Group's Senior Management's remuneration who are not Directors of the Company.

The remuneration of the Senior Management personnel, which is a combination of annual salary, bonus and benefits-in-kinds are determined in a similar manner as other management employees of the Group. The basis of determination has been consistently applied and is based on individual performance and the overall performance of the Group. The aggregate remuneration of the top three (3) Senior Management received for FPE2025 was RM514,448.70, representing 24.29% of the total employees' remuneration of the Group.

The Board is of the opinion that disclosure of remuneration of the Directors of the Board by appropriate components and the top three (3) Senior Management's total combined remuneration package should meet the intended objectives of the MCCG, and the interest of the shareholders will not be prejudiced as a result of non-disclosure of the key senior management on a named basis.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

1.0 Audit & Risk Management Committee

In line with the best practice of MCCG, the Board has set up the ARMC, which comprises exclusively of Non-Executive Directors, the majority of whom are Independent Non-Executive Directors, as follows:

Member	Designation	Directorship
Andy Liew Hock Sim	Chairman	Independent Non-Executive Director
Lionel Vernon Yong Nguon Kee	Member	Independent Non-Executive Director
Lee Kien Fatt	Member	Non-Independent Non-Executive Director

The positions of the Chairman of the ARMC and the Chairman of the Board are held by two (2) different individuals. Hence, the objectivity of the Board's review of the ARMC's findings and recommendations will be able to be preserved.

The primary objective of the ARMC is to provide independent oversight on both internal and external audit functions, financial reporting, risk management and internal control systems of the Company, including reviewing the integrity of the financial reporting and overseeing the independence of both Internal Auditors and External Auditors. The TOR of the ARMC are available at the Company's website at <https://www.xoxnetworks.com.my/>.

Collectively, the members of the ARMC have the relevant experience and expertise in finance and accounting, and have carried out their duties in accordance with the terms of reference of the ARMC. During the FPE2025, the ARMC members undertook the relevant training programmes to keep themselves abreast of the latest developments in accounting and auditing standards, statutory laws, regulations and best practices to enable them to discharge their duties effectively. Further details on the external programs attended by the ARMC members are set out in page 26 of this Annual Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

1.0 Audit & Risk Management Committee (cont'd)

The ARMC has in place a term of reference that requires a former key audit partner of the External Auditors to observe a cooling-off period of at least three (3) years before he/she could be considered for appointment as a member of the ARMC. Currently, none of the members of the Board nor the ARMC of the Company was former key audit partners of the external auditors appointed by the Group.

The ARMC met seven (7) times during FPE2025 and discussed, amongst others, the draft audited financial statements, unaudited quarterly results, the annual report, and the internal audit report. The ARMC also evaluated the Internal Auditors and External Auditors in terms of their independence, suitability, objectivity, competency, skill set, resources, and time commitment.

To assess or determine the suitability and independence of the External Auditors, the ARMC has taken into consideration, among others, the following:

- (i) The adequacy of the experience and resources of the External Auditors;
- (ii) The External Auditors' ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;
- (iii) The nature of the non-audit services provided by the External Auditors and fees paid for such services relative to the audit fee; and
- (iv) Whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit arising from the provision of non-audit services or tenure of the External Auditors.

Annual appointment or re-appointment of the External Auditors is via shareholders' resolution at the AGM on the recommendation of the ARMC and the Board. The External Auditors are being invited to attend the AGM of the Company to respond and reply to the Shareholders' enquiries on the conduct of the statutory audit and the preparation and contents of the audited financial statement.

During FPE2025, one (1) private meeting with the External Auditors was held, and no material matters of concern were reported by the External Auditors.

The ARMC had assessed the independence of Messrs UHY Malaysia PLT ("UHY") as External Auditors of the Company, as well as reviewed the level of non-audit services rendered by UHY to the Company for the FPE2025. The ARMC had obtained assurance from UHY that they are, and have been independent throughout the conduct of the audit engagement in accordance with the independence criteria set out by the International Federation of Accountants and the Malaysian Institute of Accountants.

The ARMC was satisfied with UHY's technical competency and audit independence and took note that the quantum of non-audit fees charged thereto was not material as compared to the total audit fees paid to UHY. Having satisfied itself with their performance and technical competency, as well as received the assurance from UHY as stated above, the Board approved the ARMC's recommendation for the shareholders' approval to be sought at the forthcoming AGM on the re-appointment of UHY as the External Auditors of the Company for the financial year ending 31 December 2026.

The details of the key activities carried out by the ARMC during FPE2025 are set out in the ARMC Report of this Annual Report.

2.0 Risk Management and Internal Control Framework

The Board acknowledges the importance of risk management and internal control systems as an integral part of effective management practice and to safeguard shareholders' investment and the Group's assets. The ARMC ensures principal risks in the Group are identified, assessed and mitigated with the appropriate internal control system.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

2.0 Risk Management and Internal Control Framework (cont'd)

In establishing and reviewing the risk management and internal controls system, the Board recognises that such systems can provide only reasonable, but not absolute, assurance against the occurrence of any material misstatement or loss.

The ARMC meets on a regular basis to ensure that there is clear accountability for managing significant identified risks and that identified risks are satisfactorily addressed on an ongoing basis. In addition, the adequacy and effectiveness of the risk management and internal controls system are also reviewed by the ARMC.

Assessments on the adequacy and integrity of the internal controls and monitoring of compliance with policies and procedures are also carried out through internal audits. The risk-based internal audit plan that covers internal audit coverage and scope of work is presented to the ARMC for its consideration and approval annually. Internal audit reports encompassing the audit findings together with recommendations thereon are presented to the ARMC once to twice a year. The senior and functional line management are tasked to ensure management action plans are carried out effectively, and regular follow-up audits are performed to monitor continued compliance.

The Board has received assurance from the Senior Management that the Group's risk management and internal controls system is operating adequately and effectively, in all material aspects.

The Group has outsourced the services of internal audit to an independent professional service provider ("**Outsourced IA**"), which reports directly to the ARMC. Further details of the activities of the internal audit function carried out by the Outsourced IA during the FPE2025 are set out in the ARMC Report of this Annual Report.

The main features of the risk management framework and internal control system of the Group are as set out in the Statement on Risk Management and Internal Control of this Annual Report.

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

1.0 Communication with Stakeholders

The Board acknowledges the importance of establishing a direct line of communication with shareholders and investors through the timely dissemination of information on the Group's performance and operations via the distribution of annual reports and relevant circulars, and the release of quarterly financial results, press releases and announcements.

The Company has in place policies and procedures on the roles and responsibilities of Directors, Management and other employees, together with the levels of authority with regard to corporate disclosure requirements. The Company recognises the need to adopt a high standard for the disclosure of relevant and material information on the development of the Group. In addition, the Company also emphasises the need for timely disclosures of information to shareholders as it acknowledges the importance of keeping shareholders and investment communities informed of the Company's business and corporate developments to enable them to make informed judgments in valuing the Company's shares. Such information is disseminated via the Company's annual reports, quarterly financial results and the various announcements made from time to time to Bursa Securities, which are accessible via Bursa Malaysia Berhad's website at www.bursamalaysia.com.

The Group also maintains a website at <https://www.xoxnetworks.com.my/> that allows all shareholders and investors to access information about the Group.

The Company has provided a procedure on the communication channel at its website whereby enquiries and feedback may be posed to the Company's Management.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONT'D)

2.0 Conduct of General Meetings

The Board also acknowledges AGM and extraordinary general meetings as important avenues in engaging with shareholders.

The AGM of the Company represents the principal forum for dialogue with shareholders where they may seek clarification on the Company's business. Shareholders are encouraged to participate in the question-and-answer session, and the Board will respond to any questions raised during the meeting to the best of its ability and knowledge.

In order to encourage shareholders' participation at the AGM, the Company issues the notice of AGM at least 28 days before the AGM to allow sufficient time for shareholders to make arrangements to attend either in person, by proxy(ies), corporate representative(s) or attorney(s). The notice of AGM, which sets out the business to be transacted at the AGM, is also published in a major local newspaper. The Board will ensure that each item of special business included in the notices of the AGM or extraordinary general meeting is accompanied by a full explanation of the effects of any proposed resolution.

The Nineteenth AGM ("**19th AGM**") of the Company was held and conducted on a virtual basis through live streaming and online remote participation and voting from the broadcast venue on 27 November 2024 and was attended by all the Directors of the Company. All resolutions set out in the Notice of 19th AGM were put to vote by poll via electronic voting, and an independent scrutineer was appointed to validate the poll results. The Management and External Auditors also attended the 19th AGM to respond to the shareholders' and proxies' queries.

In line with the recommendation of MCCG, the minutes of the general meeting will be posted on the Company's website for public viewing within 30 business days after the general meeting.

COMPLIANCE STATEMENT

Other than as disclosed and/or explained in this Annual Report and CG Report, the Board is of the view that the Group has complied with and shall remain committed to attaining the highest possible standards through the continuous adoption of the principles and best practices set out in MCCG and all other applicable laws, where applicable and appropriate.

Moving forward, the Board will continue to enhance the corporate disclosure requirements in the best interest of the Company's shareholders and stakeholders. The areas to be prioritised by the Board will be principles that have yet to be adopted by the Company as disclosed in the CG Report.

This Statement was approved by the Board on 24 April 2026.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

STATEMENT ABOUT THE STATE OF RISK MANAGEMENT AND INTERNAL CONTROL

The Malaysian Code on Corporate Governance stipulates that the Board of Directors of listed companies should maintain a sound system of internal control to safeguard shareholders' investment and the Group's assets. The Board of Directors of XOX Networks Berhad ("**the Company**" or "**the Group**") is pleased to provide the following statement on the state of risk management and internal control of the Group, which has been prepared with reference to the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers ("**the Guidelines**") issued by the Institute of Internal Auditors Malaysia (IIAM) on 26 August 2025.

RESPONSIBILITY FOR RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises the importance of good risk management practices and sound internal control as a platform for good corporate governance. The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing the adequacy and integrity of such system. In addition, the Board has also received assurance from the Senior Management of the Company that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects.

Due to inherent limitations in any risk management and internal control system, such a system put into effect by Management is designed to manage rather than eliminate the risk that may impede the achievement of the Group's business objectives. Therefore, the risk management and internal control system can only provide reasonable, not absolute assurance against material misstatement or loss.

RISK MANAGEMENT

During the financial year under review, Senior Management reviews the existence of new risks and assesses the relevance of the Group's existing risk profile. Significant risks that may affect the Group's business objectives have been continually monitored. Whilst the Board maintains ultimate control over risk and control issues, the management of risks in the daily business operations is delegated to the management team, and significant risks are identified and related mitigating responses, as well as the corresponding internal controls, are discussed at the Audit & Risk Management Committee ("**ARMC**") meetings.

The Board and Management actively review and identify significant risks from time to time and practise proactive risk management at an early stage, where appropriate, particularly on major proposed transactions, changes in nature of activities and/or operating environment, or new business ventures which may entail different risks, and require risk response strategies and controls to manage those risks to a level acceptable to the Board.

The Company has established a structured risk management framework which clearly defines the authority and accountability in implementing the risk management process and internal control system. The risk management framework outlines the Group's risk management system and sets the Group's risk appetite and risk tolerance. The Group will continue to observe a medium risk appetite to pursue its objectives and to take adequate measures to strengthen the control environment in which the Group operates.

The abovementioned practices serve as the on-going process adopted by the Board and Management to identify, evaluate and manage significant risks faced by the Group in achieving the business objectives and strategies.

INTERNAL CONTROL MECHANISM

The internal audit adopts a risk-based approach in developing its audit plan, which addresses the core auditable areas of the Group based on its risk profile. The Group's internal audit function is outsourced to an independent professional services firm that specialises in the provision of internal audit services.

The cost incurred in outsourcing the internal audit function for the financial period ended 31 December 2025 is at RM14,000.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(cont'd)

INTERNAL CONTROL MECHANISM (CONT'D)

Scheduled internal audits are carried out by the outsourced internal audit function based on the audit plan approved by the ARMC. The internal audit provides an independent assessment of the effectiveness and efficiency of internal controls utilising an acceptable audit methodology and tool to support the corporate governance framework and an efficient and effective risk management framework to provide assurance to the ARMC.

Apart from risk management and internal audit, the Group has also put in place the following key elements of internal control:

- An organisation structure with well-defined scopes of responsibility, clear lines of accountability, and appropriate levels of delegated authority. The Financial Controller lead all board papers presentations with the assistance of the respective Heads of Divisions, when necessary, and reports to the ARMC and the Board on all pertinent issues that may affect the Group's businesses and operations;
- A process of hierarchical reporting which provides for a documented and auditable trail of accountability;
- A set of documented internal policies and procedures for operational, financial and human resource management, which is subject to a yearly review and improvement;
- Quarterly and comprehensive information provided by the Management, covering financial performance for effective monitoring and decision-making; and
- Regular visits to operating units by members of the Board and Senior Management.

During the financial period under review, some minor internal control weaknesses were identified, all of which have been, or are being, addressed. None of the weaknesses has resulted in any material losses, contingencies or uncertainties that would require a separate disclosure in the Company's Annual Report.

The Board continues to review and implement measures to strengthen the internal control environment of the Group.

REVIEW OF STATEMENT BY EXTERNAL AUDITORS

The External Auditors has reviewed this Statement on Risk Management and Internal Control and reported to the Board that nothing has come to their attention that causes them to believe that the Statement on Risk Management and Internal Control is not prepared, in all material aspects, in accordance with the disclosure required by the Guidelines.

CONCLUSION

The Board is of the opinion that there were no significant weaknesses identified during the financial period under review in the system of risk management and internal control, contingencies or uncertainties that could result in material loss and adversely affect the Group, save and except for the specific shortcomings in operational related issues as highlighted by the internal audit conducted. These gaps will be gradually closed through on-going corrective measures.

Nevertheless, the Board recognises that the systems must continuously improve to meet the changing business environment. The Board and the Management will continue to take necessary measures to strengthen and improve its internal control environment and processes.

This statement is issued in accordance with a resolution of the Board of Directors dated 24 April 2026.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

The Audit & Risk Management Committee (“**ARMC**”) is established to fulfil the principles of accountability, integrity and good corporate governance in assisting the Board of Directors (“**Board**”) independently in discharging its responsibilities of reviewing and monitoring the Group’s financial processes, audit process, statutory and regulatory compliance, establishing and maintaining internal controls and reinforcing the independence of the Internal Auditors and External Auditors and other matters that the Board may specifically delegate to the ARMC.

COMPOSITION AND MEETINGS

During the financial period ended 31 December 2025 (“**FPE2025**”), the ARMC consists of three (3) members, the majority of whom are Independent Non-Executive Directors.

The composition of the ARMC and the attendance of its members at the meetings are as follows:

Name	Attendance
Chairman	
Andy Liew Hock Sim (Independence Non-Executive Director)	6/7
Members	
Lionel Vernon Yong Nguon Kee (Independence Non-Executive Director)	7/7
Lee Kien Fatt (Non-Independence Non-Executive Director)	7/7

The ARMC fulfils the requirement under Rule 15.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”), as all the members of ARMC are members of the Malaysian Institute of Accountants and have vast experience, skills and knowledge in finance, audit and accounting practices.

The authorities, duties and responsibilities of the ARMC are set out in its Terms of Reference (“**ToR**”), which is available at <https://www.xoxnetworks.com.my/>.

The ARMC will meet at least four (4) times in each financial year, with additional meetings to be held, if necessary. If the need arises, the ARMC will invite the Directors, Management, Internal Auditors and External Auditors to attend the meetings.

Where necessary, the ARMC will meet with the External Auditors without the presence of the Executive Director and members of Management to discuss any matters that the External Auditors wish to raise directly to the ARMC.

The ARMC meetings are pre-scheduled and are timed just before the meetings of the Board. Notices are issued seven (7) days before the meeting, and the relevant meeting papers will also be circulated (7) days before the meeting or at the appropriate time to all members to enable the ARMC to review the matters to be deliberated for effective discussion and decision making during the meeting.

The Financial Controller, Internal Auditors and External Auditors will be invited to the ARMC meetings, when necessary, to provide a direct flow of information to the ARMC, as well as to provide clarification in the event of any issues arising. The relevant senior personnel will also be invited to brief the ARMC when specific issues involving their respective areas of responsibility arise from risk management and internal audit reports, when necessary.

The minutes of each ARMC meeting were recorded and tabled to the ARMC for adoption at the following meeting, and subsequently, all the minutes of ARMC meetings are presented to the Board for notation. The Chairman of the ARMC reported the ARMC’s recommendations to the Board for its consideration, approval and implementation, as well as highlighted to the Board significant matters and resolutions deliberated by the ARMC at the Board meeting held after the relevant ARMC meeting.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

(cont'd)

COMPOSITION AND MEETINGS (CONT'D)

The Board, through its Nomination and Remuneration Committee, has reviewed the performance of the ARMC and the skills, experience and competencies possessed by the members of the ARMC through an annual ARMC effectiveness assessment. The Board is satisfied with the performance of the ARMC and its members, where they have carried out their duties and responsibilities in accordance with the ToR of the ARMC.

SUMMARY OF ACTIVITIES

The ARMC carried out the following activities during FPE2025:

1. Financial Reporting

- Reviewed the unaudited quarterly reports of the Company and its subsidiaries (collectively referred to as “**Group**”) before recommending the same to the Board for approval.
- Reviewed the annual audited financial statements of the Group for the financial year ended 30 June 2024 (“**FY2024**”) with the External Auditors prior to submission to the Board for approval.

For purposes of the above, the ARMC considered changes in accounting policies and practices and the implementation of such changes, compliance with accounting standards and other legal and regulatory requirements, significant and unusual events, significant adjustments arising from the audit process, material litigation, the going concern assumption and where applicable, review and ensure corporate disclosure of the Group pertaining to the accounting, audit and financial matters have complied with the disclosure requirements under the Listing Requirements and Companies Act 2016.

2. Internal Audit

- Reviewed with the Internal Auditors, the internal audit report in respect of the FPE2025, comprising the audit findings, recommendations of Internal Auditors, Management’s response and actions to be taken by the Management.
- Reviewed with the Internal Auditors, the internal audit plan to ensure the adequacy of the scope, functions and resources to carry out its work.
- Assessed the suitability, objectivity, independence and performance of the Internal Auditors.

3. External Audit

- Reviewed the audit review memorandum of the Group for FY2024 with the External Auditors.
- Reviewed the results of the annual audit and audit report, including all the key audit matters raised by the External Auditors.
- Reviewed and discussed with the External Auditors the nature and scope of the audit plan and ensured that the audit plan was comprehensive.
- Reviewed the External Auditors’ report on the status of the audit for FY2024, management letter and Management’s response thereto.
- Conducted a private meeting with the External Auditors, without the presence of the Management, to discuss any issues of concern arising from the annual statutory audit and, arising therefrom, directed Management to take further action on such matters.
- Reviewed the audit planning memorandum for FPE2025.
- Assessed the suitability, objectivity, independence and performance of the External Auditors.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

(cont'd)

SUMMARY OF ACTIVITIES (CONT'D)

The ARMC was satisfied with the suitability, objectivity, independence, effectiveness, adequacy of resources and performance of the External Auditors and recommended to the Board their re-appointment for the FPE2025 at a remuneration to be determined by the Board, subject to the approval of the Company's shareholders at the Nineteenth Annual General Meeting held on 27 November 2024.

4. Annual Report

Reviewed the Corporate Governance Overview Statement, ARMC Report, Management Discussion and Analysis, Statement on Risk Management and Internal Control and Corporate Governance Report for FY2024 and subsequently recommended the same to the Board for its consideration and approval for inclusion in the Annual Report for FY2024.

5. Recurrent Related Party Transactions ("RRPT")/Conflict of Interest Situations

- Reviewed the RRPTs and conflicts of interest situations on a quarterly and annual basis to ensure that such transactions were undertaken on an arm's length basis, on terms not more favourable to the related parties than those generally available to the public, not to the detriment of the minority shareholders of the Company and in the best interest of the Company and the Group and where appropriate, recommended to the Board for approval.
- Reviewed the process used to procure shareholders' mandate for RRPT.

During the financial period under review, other than the transactions disclosed below, the ARMC and the Board have not received any other reports from the Directors or the chief executive of the Company relating to conflicts of interest or potential conflicts of interest situations, including interests in any competing business, that they have with the Company or its subsidiaries:

- Moneylending Agreement (Unsecured Loan) entered into with a person connected with a director of the subsidiaries of the Company.

The ARMC and the Board noted that the interested director:

- had made full disclosure to the Company of his relationship, including but not limited to his direct and indirect interests related to the above transactions; and
- had abstained from all deliberations and voting at the relevant Board meetings convened in respect of the above transaction.

After thorough consideration and evaluation of the mitigating actions highlighted above, the ARMC and the Board concluded that the interests of the Company and non-interested shareholders of the Company will not be adversely affected by the potential conflict of interest, if any, that may arise in connection with the above transaction.

6. Other activities

- Reviewed and recommended the following proposals for the Board's consideration and approval:
 - Moneylending Agreement (Unsecured Loan) entered into with a person connected with a director of the subsidiaries of the Company;
 - Capitalisation of staggered equity contributions to respective subsidiaries of the Company as part of the Company's shareholders' support and funding arrangements;
 - Subscription of shares in various subsidiaries of the Company by way of capitalisation of the equity contributions made by the Company in the respective subsidiary companies; and
 - Change of the Company's financial year end from 30 June 2025 to 31 December 2025.
- Reviewed its ToR and Conflict of Interest Policy, and recommended to the Board the revisions to the said ToR and Conflict of Interest Policy.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

(cont'd)

STATEMENT ON EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

The allocation of ESOS options shall be verified by the ARMC for each financial year to ensure compliance with the allocation criteria determined by the ESOS Committee and in accordance with the By-Laws of ESOS. The existing ESOS Scheme which was implemented on 5 December 2018 had expired on 4 December 2023 pursuant to the By-Laws of the ESOS.

INTERNAL AUDIT FUNCTION

The Group's internal audit function, which is outsourced to a professional services firm, is an integral part of the assurance mechanism in ensuring that the Group's systems of internal control are adequate and effective.

During the financial period under review, the internal audit function ("IA") was outsourced to GovernAce Advisory & Solutions Sdn. Bhd. ("GovernAce") which is led by a director who is supported by his team members (4 headcounts assigned) with relevant qualifications and/or experience in internal auditing. GovernAce's engagement director in charge of the Group's IA is Mr Chong Chee Seng, who is a certified internal auditor of the Institute of Internal Auditors Inc, Fellow Certified Practising Accountant with CPA Australia ("FCPA"), a Chartered member of Institute of Internal Auditor Malaysia and Accountant registered with Malaysian Institute of Accountants with more than 20 years of international and local audit experiences. The IA practices were guided by the International Professional Practices Framework issued by the Institute of Internal Auditor.

GovernAce is independent and free from any business relationships or conflicts of interest when conducting any internal audit activities, and reports directly to the ARMC.

The internal audit covers the review of the adequacy of risk management, the strength and effectiveness of the internal controls, compliance with both internal and statutory requirements, governance and management efficiency, among others. The internal audit report, which provides the results of audits conducted, is submitted to the ARMC for review. Key control issues and recommendations are highlighted to enable the ARMC to execute its oversight function. Areas for improvement and audit recommendations are also forwarded to the Management for their attention and further action. The Management is responsible for the implementation of corrective actions within the required time frame.

During the financial period under review, the following activities were carried out by GovernAce:

- (i) Proposed and presented the internal audit plan for the ARMC's approval and ensured that appropriate actions were taken to carry out the audits based on the approved plan;
- (ii) Review on the adequacy and effectiveness of the systems of internal control relating to the Human Resource function of the Company; and
- (iii) Reported to the ARMC the results of the internal audit reports and their findings, and the implementation of the management responses to the findings.

The cost incurred for the internal audit function for FPE2025 amounted to RM14,000.

The ARMC had assessed the adequacy of the scope, functions, competency and resources of GovernAce for the financial period under review, and the internal audit function performed by GovernAce was satisfactory and adequate. Accordingly, the ARMC and the Board agreed to continuously outsource the internal audit function in providing an independent appraisal of the adequacy and effectiveness of the Group's internal control system.

ADDITIONAL COMPLIANCE INFORMATION

The information set out below is disclosed in compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the financial period ended 31 December 2025 (“**FPE2025**”) for XOX Networks Berhad (“**XOX Networks**” or the “**Company**”):

1. Utilisation of Proceeds Raised from Private Placement (“Private Placement I”)

On 14 December 2020, the Company proposed to undertake the proposed private placement of up to 129,614,800 new ordinary shares in XOX Networks (“**XOXNET Shares**” or “**Shares**”), representing up to approximately 30% of the total number of issued XOXNET Shares, to independent third-party investor(s) to be identified later at an issue price to be determined later (“**Proposed Private Placement**”);

The Private Placement has been completed following the listing and quotation of 106,030,800 Shares issued pursuant to the Proposed Private Placement (“**Placement Shares**”) on the ACE Market of Bursa Securities on 1 March 2021. The Company had raised total proceeds of RM27.038 million based on the issue price of RM0.255 per Placement Share.

As at 31 December 2025, the proceeds raised by the Company have been fully utilised as follows:

Utilisation of proceeds	Proposed utilisation * RM'000	Actual utilisation RM'000	Balance unutilised RM'000
Purchase of equipment for the event management segment	13,038	13,038	–
Additional funds for the financial solutions segment	8,938	8,938	–
Working capital	4,269	4,269	–
Estimated expenses in relation to the multiple proposals	793	793	–
Total	27,038	27,038	–

* As per the revised utilisation of proceeds stated in the Company’s announcement made on 29 August 2025.

2. Utilisation of Proceeds Raised from Private Placement (“Private Placement II”)

On 30 August 2021, the Company proposed to undertake the proposed private placement of up to 20% of the total number of issued shares in XOX Networks to third-party investor(s) to be identified later and at an issue price to be determined later.

The second private placement has been completed following the listing and quotation of the first and final tranche of 189,284,800 Placement Shares on the ACE Market of Bursa Securities on 29 December 2021. The Company had raised total proceeds of RM5.281 million based on the issue price of RM0.0279 per Placement Share.

The status of the utilisation of proceeds as at 31 December 2025 is tabulated below:

Utilisation of proceeds	Proposed utilisation # RM'000	Actual utilisation RM'000	Balance unutilised RM'000
Setting up of digital media platform	3,951	2,461	1,490
Working Capital	1,300	1,000	300
Estimated expenses in relation to the exercise	30	30	–
Total	5,281	3,491	1,790

As per the revised utilisation of proceeds stated in the Company’s announcement made on 22 December 2025.

ADDITIONAL COMPLIANCE INFORMATION

(cont'd)

3. Audit and Non-audit fees

The audit fee and non-audit fees paid or payable by the Company and the Group to the External Auditors for FPE2025 were as follows:

Audit Services	FPE2025	
	Group RM'000	Company RM'000
Statutory audit fees	150	62
Non-audit fees		
– Review of Statement on Risk Management and Internal Control	7	7
TOTAL	157	69

4. Recurrent Related Party Transactions of Revenue of Trading Nature

At the Annual General Meeting (“AGM”) of the Company held on 27 November 2024, the Company had obtained a mandate from its shareholders for the Company and/or its subsidiaries to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature.

The details of the RRPTs entered into during FPE2025 were as follows:

XOX Networks Group – Transacting Party	Related Parties	Interested Director, Major Shareholders and/or Persons Connected to them	Nature of Recurrent Transactions	Actual Value RM
XOX Networks Group	XOX Bhd and its subsidiary companies (“XOX Group”)	XOX Bhd and XOX (Hong Kong) Limited ^{N1}	Event management services and digital solution services provided by XOX Networks Group to XOX Group	551,650
XOX Networks Group	Komarkcorp Berhad and its subsidiary companies (“Komarkcorp Group”)	Key Alliance Group Berhad ^{N2}	Event management services and digital solution services provided by XOX Networks Group to Komarkcorp Group. Purchase of packaging, printing, labelling, such as POSM (point of sale materials), bunting banners for events, leaflets, ticket bracelets and other related marketing material, such as gift boxes, premium printed items and specialised printing services, including but not exclusive to neon prints, ultra violet prints and digital prints from Komarkcorp Group.	N/A 72,060

ADDITIONAL COMPLIANCE INFORMATION

(cont'd)

4. Recurrent Related Party Transactions of Revenue of Trading Nature (cont'd)

XOX Networks Group – Transacting Party	Related Parties	Interested Director, Major Shareholders and/or Persons Connected to them	Nature of Recurrent Transactions	Actual Value RM
XOX Networks Group	Cheetah Holdings Berhad and its subsidiary companies (“ Cheetah Group ”)	XOX Bhd and XOX (Hong Kong) Limited ^{N3}	Event management services and digital solution services provided by XOX Networks Group to Cheetah Group.	1,228,540
			Sale of fashion apparel to Cheetah Group.	694
			Purchase of clothing-based merchandise from Cheetah Group.	224,720
XOX Networks Group	Wellknown Entertainment Sdn. Bhd. (“ WESB ”)	Koo Kien Keat ^{N4}	Event and project management provided by XOX Networks Group to WESB.	240,380
			Sale of fashion apparel to WESB.	1,181

Notes:

- N1 XOX Bhd has an indirect interest of 15.057% of the total number of issued shares in XOX Networks through its shareholding in XOX (Hong Kong) Limited. XOX (Hong Kong) Limited has a direct interest of 15.057% of the total number of issued shares in XOX Networks.
- N2 Key Alliance Group Berhad is a common Major Shareholder of both XOX Networks and Komarkcorp Berhad with a shareholding of 12.367% and 19.203%, respectively.
- N3 XOX Bhd is a Major Shareholder of XOX Networks through its shareholding in XOX (Hong Kong) Limited. XOX Bhd is also a Major Shareholder of Cheetah Holdings Berhad with a shareholding of 20.854%.
- N4 Mr Koo Kien Keat is a director of subsidiary companies of XOX Networks Group. He is also the sole Director and sole shareholder of WESB.

ADDITIONAL COMPLIANCE INFORMATION

(cont'd)

5. Disclosure of Financial Data for Shariah Screening

Pursuant to Rule 9.25A of the ACE Market Listing Requirements of Bursa Securities, below are the financial data that are relevant for purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia:

(A) Group Total Income and Total Assets

	Group	
	1.7.2024 to 31.12.2025	1.7.2023 to 30.6.2024
	(RM)	(RM)
Total Income		
Revenue	16,291,331	8,902,272
Other Income	857,838	581,906
Interest/finance income	411,288	546,306
Total	17,560,457	10,030,484
Total Assets	32,299,531	54,327,706

(B) Business Activities

		Group	
		1.7.2024 to 31.12.2025	1.7.2023 to 30.6.2024
		(RM)	(RM)
Shariah Non-Compliant Activities	Remarks		
Other Shariah non-compliant activities	Event management	6,777,726	5,233,310
Other Shariah non-compliant activities	Digital and media	5,236,309	2,183,123
Other Shariah non-compliant activities	Financial solution	3,807,349	1,450,033
Other Shariah non-compliant activities	Retail and distribution management	–	12,822
Other Shariah non-compliant activities	Miscellaneous income	469,947	22,984
Total		16,291,331	8,902,272

ADDITIONAL COMPLIANCE
INFORMATION

(cont'd)

5. Disclosure of Financial Data for Shariah Screening (Cont'd)

(C) Component of Financial Position

(i) Cash Component	Group	
	1.7.2024 to 31.12.2025	1.7.2023 to 30.6.2024
Conventional Account/Instruments	(RM)	(RM)
Cash at bank	2,325,583	5,996,034
Short-term deposits	108,543	9,548,712
Total	2,434,126	15,544,746

(ii) Debt Component	Group	
	1.7.2024 to 31.12.2025	1.7.2023 to 30.6.2024
Conventional Borrowing	(RM)	(RM)
Bank borrowings	N/A	N/A
Term loan	N/A	N/A
Total	-	-

6. Material Contracts

There were no material contracts, including contracts relating to any loans, entered into by the Company and its subsidiaries involving the interests of Directors or major shareholders, either still subsisting at the end of FPE2025 or entered into since the end of the previous financial year.

SUSTAINABILITY STATEMENT

ABOUT THIS STATEMENT

XOX Networks Berhad (“**XOX Networks**” or “**the Company**”), together with its subsidiaries (collectively referred to as “**the Group**”), is pleased to present its Sustainability Statement (“**Statement**”) for the financial period ended 31 December 2025 (“**FPE 2025**”).

This Statement outlines the Group’s sustainability strategy, guiding principles, key initiatives, and performance for FPE 2025. It addresses the material sustainability issues identified through our materiality assessment, which are most relevant to our stakeholders. The Statement also provides updates on the Group’s ongoing sustainability efforts across core business units and operations, demonstrating the progress made toward fulfilling our sustainability commitments. These efforts reflect our continued focus on integrating sustainable practices and generating long-term value for all stakeholders.

Our approach to sustainability continues to evolve in response to emerging challenges and opportunities. Recognising that sustainability is a continuous journey, we remain committed to enhancing our strategies to ensure meaningful contributions to both society and the environment.

REPORTING FRAMEWORKS AND STANDARDS

This Statement has been prepared in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”), with reference to the Bursa Malaysia Sustainability Reporting Guide (3rd Edition) as a key framework. Additionally, this Report has been prepared with reference to the United Nations Sustainable Development Goals (“**UN SDGs**”).



REPORTING SCOPE AND BOUNDARIES

This Statement covers the reporting period from 1 July 2024 to 31 December 2025, following the Group’s change in financial year end from 30 June to 31 December. As a result, the current reporting period represents an extended financial period of 18 months. Comparative historical data is disclosed, where relevant and available, to provide context and continuity, however, certain comparisons may not be directly comparable due to the difference in reporting periods.

The scope of this Statement encompasses the sustainability performance and progress of XOX Networks and its subsidiaries, including the Group’s headquarters and all operations in Malaysia. The Statement excludes the activities of associate companies and joint ventures, which are not under the direct operational control of the Group.

INDEPENDENT ASSURANCE

While we have not conducted independent assurance on the information provided in this Statement, we remain dedicated to disclosing accurate and transparent data. Moving forward, we are committed to enhancing the accuracy and quality of our disclosures. To achieve this, we intend to subject the indicators to independent assurance progressively in the next coming years.

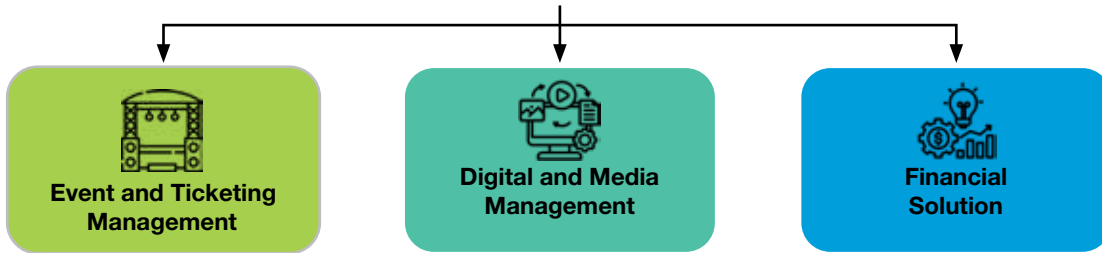
FEEDBACK ON THE STATEMENT

As part of our ongoing commitment to continuous improvement, we aim to enhance the depth, accuracy, and transparency of our sustainability reporting with each annual cycle. We greatly value the perspectives of our stakeholders and welcome any questions, feedback, or suggestions that may contribute to the refinement of our sustainability practices and disclosures. Stakeholders are encouraged to share their input via email at ask@xoxnetworks.com.my.

SUSTAINABILITY STATEMENT

(cont'd)

ABOUT US



OUR SUSTAINABILITY APPROACH

SUSTAINABILITY FRAMEWORK

Our sustainability framework is structured around four core pillars: Economic, Environmental, Social and Governance, and is closely aligned with the Company’s identified material matters. This holistic approach enables us to consistently address our key sustainability priorities in a balanced and integrated manner. As we deepen our understanding of how best to align our business objectives with the broader global sustainability agenda, the framework will be regularly reviewed and refined to ensure its continued relevance, effectiveness, and responsiveness to emerging challenges and opportunities.



In alignment with the United Nations Sustainable



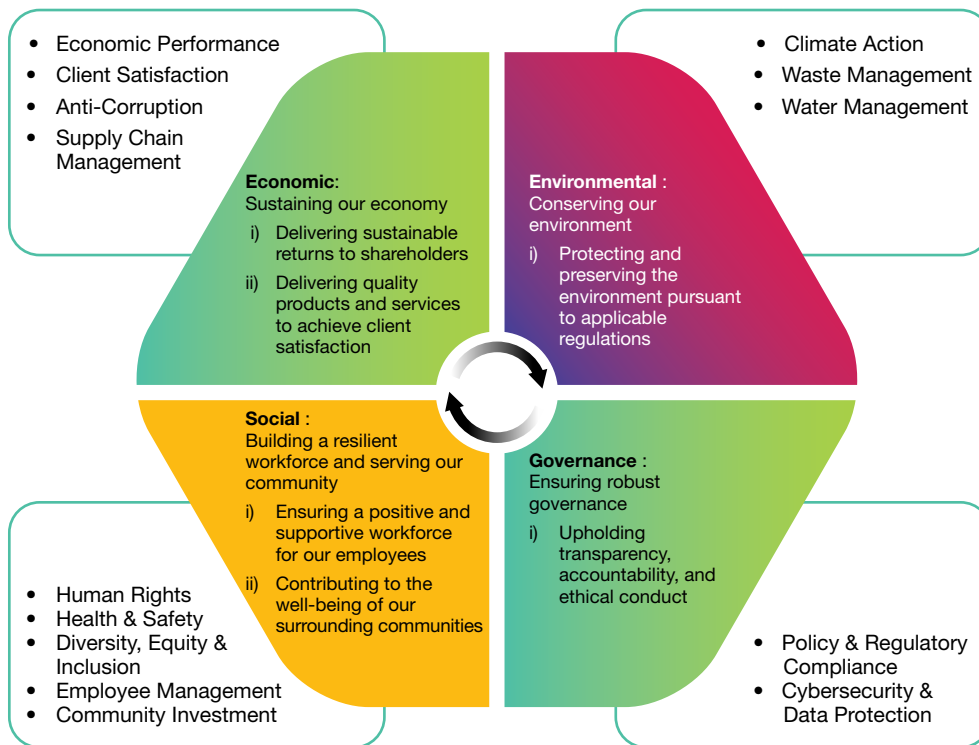
SUSTAINABILITY STATEMENT

(cont'd)

SUSTAINABILITY POLICY

As XOX Networks continues to grow, our commitment to sustainability remains unwavering. We have established a clear and purposeful sustainability philosophy that guides economic, strategic, and operational decision-making across the Group.

Sustainability is deeply embedded in our corporate culture and is a key driver of our long-term value creation. We are committed to operating in a manner that is safe, responsible, and sustainable, ensuring that our growth does not come at the expense of environmental or social wellbeing.



SUSTAINABILITY GOVERNANCE

XOX Networks’ governance structure is designed to ensure effective oversight and execution of the Group’s sustainability responsibilities through clearly defined roles, accountability mechanisms, and performance monitoring. To support our sustainability agenda, the Group has established a robust three-tiered sustainability governance framework.

1. Board of Directors

At the highest level, the Board provides strategic oversight of the Group’s overall sustainability direction, including the management of material sustainability matters and performance outcomes. The Board is responsible for embedding sustainability into the Group’s core business strategy and is assisted by the respective Board Committees in overseeing the implementation and effectiveness of sustainability management. Key areas under the Board’s purview include:

- Engagement with key stakeholders
- Materiality assessment processes
- Identification and management of sustainability-related risks and opportunities
- Communication of sustainability strategies, priorities, and targets, as well as performance against these targets, to both internal and external stakeholders

SUSTAINABILITY GOVERNANCE (CONT'D)

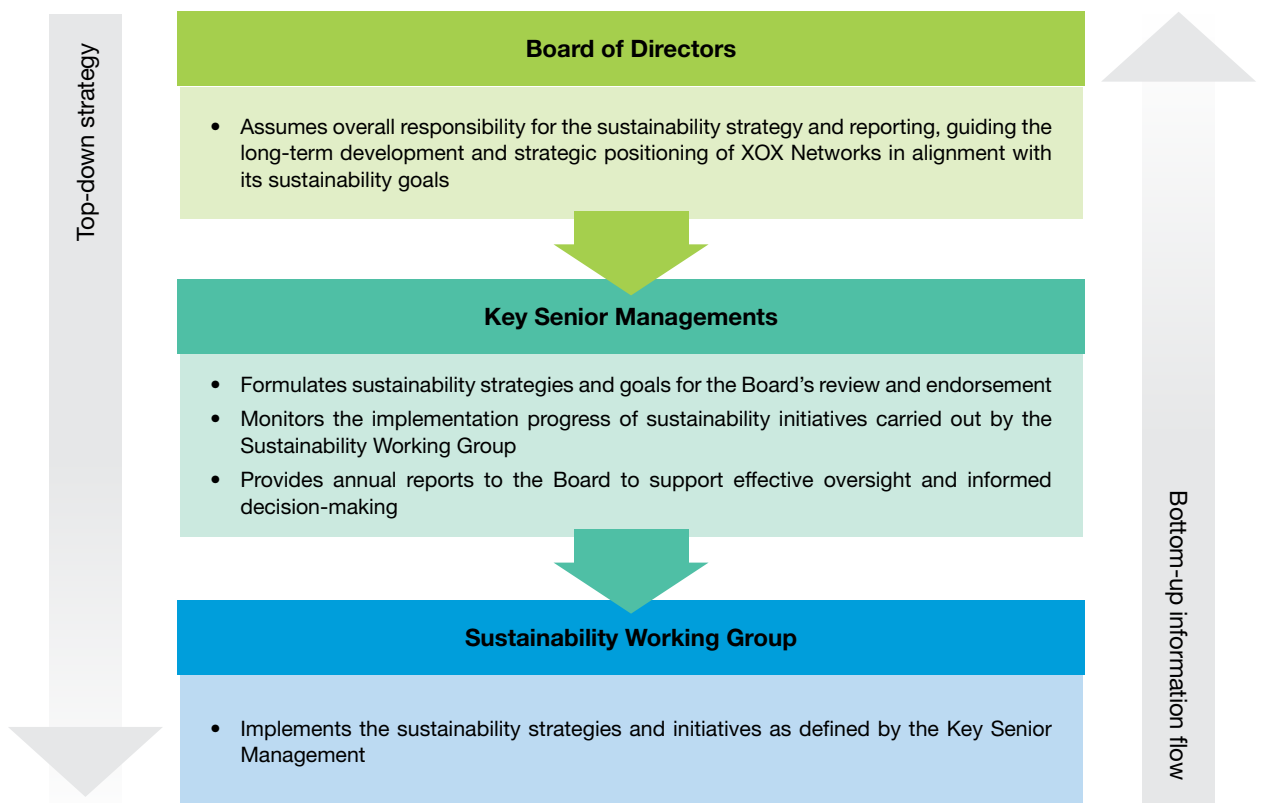
2. Key Senior Management

The second tier is the Key Senior Management. This team supports the Board by:

- Formulating sustainability strategies and goals for the Board's endorsement
- Reviewing and advising on ongoing sustainability initiatives
- Monitoring and evaluating progress against strategic sustainability targets
- Reporting on the Group's sustainability performance to the Board on an annual basis

3. Sustainability Working Group

The third tier consists of relevant departments across the Group. This team is responsible for the implementation of sustainability strategies and initiatives. Their involvement reflects our collective commitment to embedding sustainability into day-to-day operations and decision-making processes.



SUSTAINABILITY STATEMENT

(cont'd)

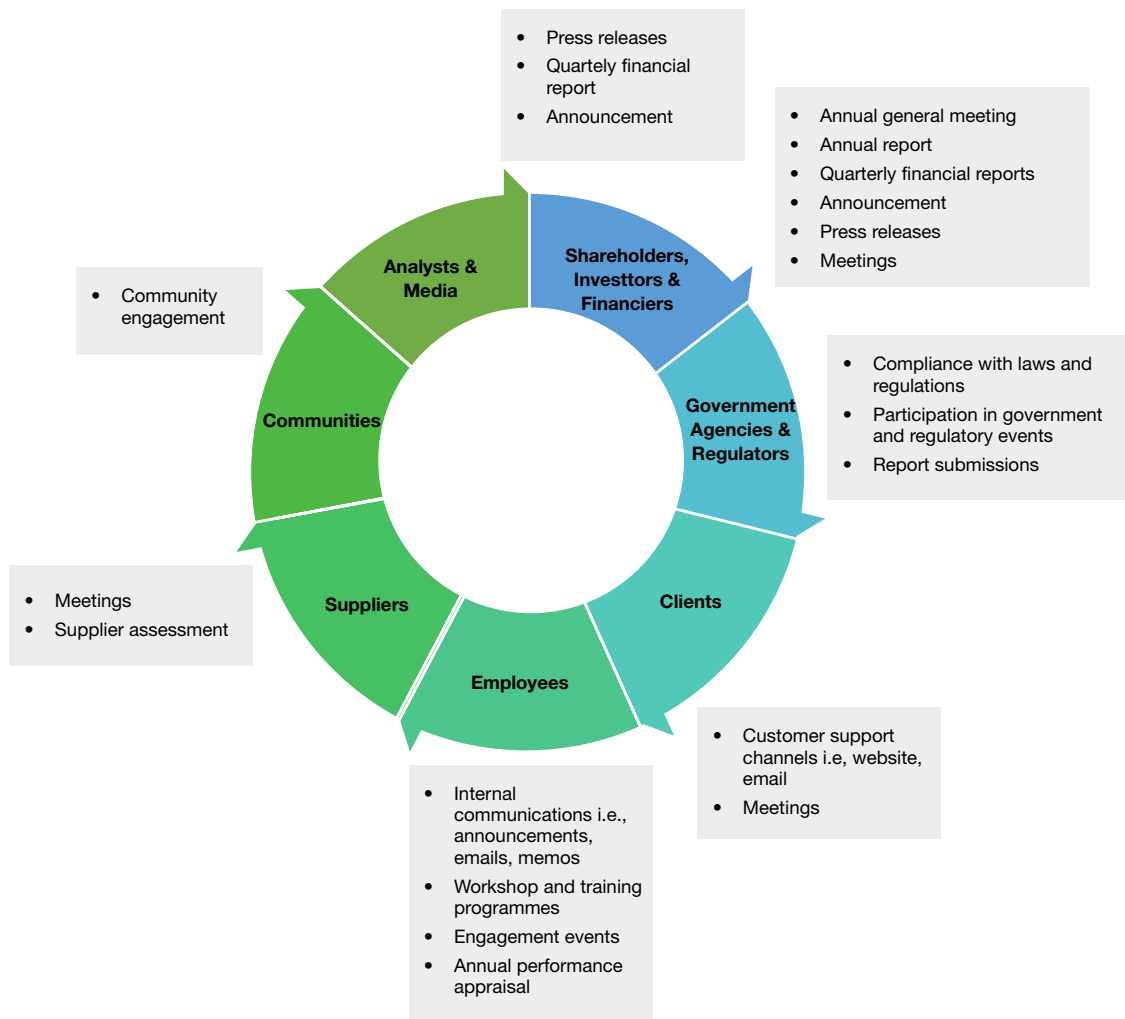
STAKEHOLDER ENGAGEMENT

Stakeholder engagement remains a fundamental component of XOX Networks’ sustainability strategy and business operations. By actively considering the perspectives, expectations, and concerns of its stakeholders, XOX Networks ensures that its activities, performance, and value creation efforts are aligned with stakeholder priorities.

XOX Networks is committed to building an inclusive organisation that understand and responds to the needs of its stakeholders. We believe strong engagement is key to long-term and sustainable growth. We identify stakeholders as individuals or groups who are affected by or can influence our operations, and we value their role in shaping our sustainability priorities.

Through consistent engagement, XOX Networks has gained valuable insights into stakeholder concerns and expectations, fostering a deeper understanding of their needs. This ongoing dialogue conducted through both formal and informal channels continues to inform leadership decisions, influence business strategies, and enhance the Group’s ability to deliver sustainable value.

Stakeholder feedback plays a vital role in identifying topics of material importance and clarifying stakeholder expectations. As there have been no changes to the Group’s key stakeholder groups, the stakeholder engagement table presented for FPE 2025 is a continuation from the previous financial year.



SUSTAINABILITY STATEMENT

(cont'd)

STAKEHOLDER ENGAGEMENT (CONT'D)

Stakeholders	Areas of Interest	Our Response	Related Material Matters
Shareholders, Investors & Financiers	<ul style="list-style-type: none"> Business strategies and future plans Return on investment Financial and operational performance Strong management and corporate governance Sustainability initiatives 	<ul style="list-style-type: none"> Provide timely updates on the Group's strategy and financial performance through official announcements Uphold sound governance practices across the Group Monitor and report sustainability performance and targets via Bursa Malaysia Environment, Social and Governance Reporting Platform 	<ul style="list-style-type: none"> Economic Performance Client Satisfaction Anti-Corruption Cybersecurity & Data Protection Supply Chain Management Policy & Regulatory Compliance Climate Action Human Rights Health & Safety
Government Agencies & Regulators	<ul style="list-style-type: none"> Regulatory compliance Corporate governance practices 	<ul style="list-style-type: none"> Regularly review and monitor operations to ensure full compliance with applicable regulations in Malaysia Adopt best practices in accordance with the Malaysian Code on Corporate Governance 	<ul style="list-style-type: none"> Economic Performance Policy & Regulatory Compliance Anti-Corruption Climate Action Waste Management Human Rights Health & Safety
Clients	<ul style="list-style-type: none"> Client satisfaction i.e. cost optimisation and high-quality products and services Client experience i.e. speed of client service response. Innovation in product quality and deliverables Data privacy 	<ul style="list-style-type: none"> Deliver affordable and high-quality products and services Maintain adherence to quality standards Comply with the Personal Data Protection Act 2010 to safeguard client information 	<ul style="list-style-type: none"> Client Satisfaction Anti-Corruption Cybersecurity & Data Protection Policy & Regulatory Compliance Climate Action Waste Management Human Rights Health & Safety

SUSTAINABILITY STATEMENT

(cont'd)

STAKEHOLDER ENGAGEMENT (CONT'D)

Stakeholders	Areas of Interest	Our Response	Related Material Matters
Employees	<ul style="list-style-type: none"> • Business growth and strategic direction • Inclusive and supportive workplace • Remuneration and benefits • Career development and upskilling opportunities • Occupational safety and health 	<ul style="list-style-type: none"> • Promote transparent and consistent communication across all levels • Provide equal employment opportunities and a non-discriminatory work environment • Offer competitive remuneration and benefits packages • Support career growth through relevant upskilling and training programmes • Ensure compliance with the Occupational Safety and Health Act (OSHA) 	<ul style="list-style-type: none"> • Human Rights • Health & Safety • Employee Management • Diversity, Equity & Inclusion • Economic Performance • Cybersecurity & Data Protection • Policy & Regulatory Compliance
Suppliers	<ul style="list-style-type: none"> • Transparency in procurement processes • Business growth opportunities • Timely payment 	<ul style="list-style-type: none"> • Ensure transparent and fair procurement practices • Make timely payments in accordance with agreed credit terms 	<ul style="list-style-type: none"> • Supply Chain Management • Anti-Corruption • Cybersecurity & Data Protection • Economic Performance
Communities	<ul style="list-style-type: none"> • Community welfare and long-term likelihood 	<ul style="list-style-type: none"> • We engage in CSR initiatives that foster meaningful connections and enhance community well-being 	<ul style="list-style-type: none"> • Climate Action • Waste Management • Community Investment • Human Rights • Health & Safety
Analysts & Media	<ul style="list-style-type: none"> • Transparent communication of business performance and key initiatives 	<ul style="list-style-type: none"> • Ensure clear and timely communication through official announcements and media engagement 	<ul style="list-style-type: none"> • Economic Performance • Client Satisfaction • Anti-Corruption • Cybersecurity & Data Protection • Supply Chain Management • Policy & Regulatory Compliance • Climate Action • Human Rights • Health & Safety

SUSTAINABILITY STATEMENT

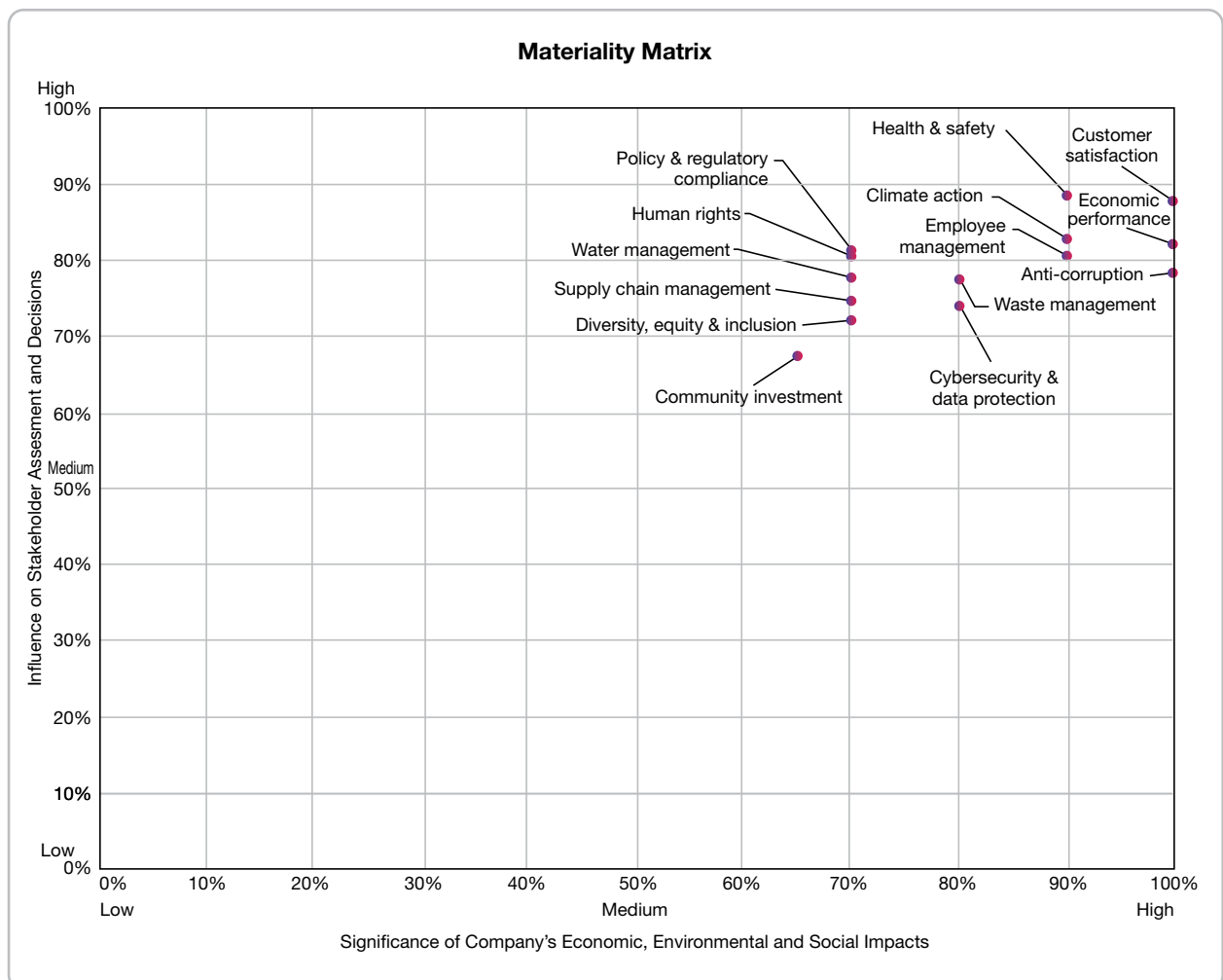
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MATERIAL MATTERS

Materiality assessment remains a core component of our sustainability agenda, enabling us to align business planning, strategic direction, and performance management with the Group’s key sustainability priorities.

In FPE 2025, we conducted an internal review of our material matters. This review incorporated insights from key internal stakeholders who regularly engage with our primary stakeholder groups, helping us to better identify and prioritise the economic, environmental, social, and governance issues most relevant to our business and stakeholders. Notably, there were top 14 material matters identified in FPE 2025.

Looking ahead, under the National Sustainability Reporting Framework (“NSRF”), all listed issuers and large non-listed companies will be required to adopt the International Financial Reporting Standards (“IFRS”) Sustainability Disclosure Standards issued by the International Sustainability Standards Board (“ISSB”), namely IFRS S1 and IFRS S2. These standards are designed to improve the consistency and reliability of sustainability and climate-related disclosures, thereby enhancing investor confidence and Malaysia’s global competitiveness. To ensure continued relevance and regulatory compliance, we will revisit and update our materiality matrix in the following years to align with the evolving disclosure requirements.



SUSTAINABILITY STATEMENT

(cont'd)

RISK MANAGEMENT

At XOX Networks, our commitment to effective risk management is fundamental to ensuring long-term resilience, enhancing stakeholder confidence, and delivering sustainable value.

We have established a robust and comprehensive system of risk management and internal control that extends beyond financial oversight to encompass operational and compliance-related risks. This integrated approach is part of an ongoing and coordinated effort to manage, rather than eliminate, the risks that could impede the achievement of our business objectives. It also serves to minimise the potential for fraud, error, and other disruptions across the organisation.

The Group identifies and assesses sustainability-related risks and opportunities across short-term, medium-term and long-term time horizons, aligned with its strategic planning cycles. This assessment considers the potential impact on the Group’s business model, operations, financial performance and long-term value creation.

- short-term (0-2 years)
- medium-term (3-5 years)
- long term (>5 years)

Short-term risks primarily relate to regulatory compliance and operational efficiency, while medium- to long-term risks include climate-related physical and transition risks, changing stakeholder expectations and evolving market demands. Correspondingly, the Group identifies opportunities to enhance operational resilience, develop sustainable offerings and strengthen its competitive position over time.

Material Matters	Time Horizon	Risks	Opportunities
Economic Performance	Short-term & Medium-term	Weak financial performance, declining consumer demand, rising operating costs, and sustained losses in underperforming business segments may adversely affect profitability and business sustainability.	Strategic project selection and disciplined cost management enable the Group to optimise resource allocation and enhance margin resilience. By focusing on core activities and higher-value segments, the Group is better positioned to strengthen operational efficiency, improve financial performance, and capitalise on opportunities arising from infrastructure development and private sector investments.
Client Satisfaction	Short-term & Medium-term	Failure to meet client expectations in terms of service quality, event execution, product reliability, and delivery timelines may result in client dissatisfaction, reputational damage, and potential loss of business opportunities.	Delivering high-quality services across its business segments, including seamless event execution, reliable service offerings, and responsive client support, enhances client satisfaction and trust. By strengthening client engagement, and maintaining consistent service standards, the Group can build long-term relationships, enhance brand reputation, and drive repeat business and new growth opportunities.

SUSTAINABILITY STATEMENT

(cont'd)

RISK MANAGEMENT (CONT'D)

Material Matters	Time Horizon	Risks	Opportunities
Anti-Corruption	Short-term	Corruption can tarnish reputation, cause financial losses, and reduce competitiveness.	Strong governance to combat corruption enhances credibility and provides a competitive advantage.
Supply Chain Management	Short-term & Medium-term	Reliance on limited or single supplier increases risks of disruption, quality issues, and price volatility, exposing the organisation to market changes or supplier behaviour.	Building collaborative supplier relationships based on trust and transparency fosters innovation, cost savings, and competitive advantage.
Human Rights	Short-term	Violations such as labour exploitation, discrimination, or unsafe working conditions can damage the organisation's reputation, leading to loss of stakeholder trust, negative public perception, and legal liabilities.	Demonstrating commitment to human rights and ethical practices enhances reputation, builds stakeholder trust, and attracts socially conscious consumers, investors, and partners.
Health & Safety	Short-term	Failure to address hazards can cause workplace accidents, injuries, or fatalities, resulting in human suffering, legal liabilities, and financial losses.	Prioritising health and safety foster a culture of care, trust, and respect, boosting employee morale, motivation, and engagement.
Employee Management	Medium-term	Difficulty attracting and retaining skilled employees can hinder growth and innovation, causing competitive disadvantages.	Engaged employees are more productive, committed, and loyal, leading to higher job satisfaction, retention, and organisational success.
Diversity, Equity & Inclusion	Medium-term	Exclusionary practices can cause alienation and disengagement among underrepresented groups, limiting collaboration, innovation, and productivity.	Embracing diversity and equity creates an inclusive culture where employees contribute diverse perspectives, driving innovation and creativity.
Community Investment	Short-term	Failure to address social issues, economic disparities, and community grievances may lead to social unrest, protests, and opposition, causing operational disruptions, reputational damage, and regulatory scrutiny.	Strategic community investment initiatives, philanthropic donations, and social programmes enable the organisation to tackle social challenges, support underserved communities, and contribute positively to poverty alleviation, education, healthcare, and sustainable development goals.

SUSTAINABILITY STATEMENT

(cont'd)

RISK MANAGEMENT (CONT'D)

Material Matters	Time Horizon	Risks	Opportunities
Climate Action	Medium-term & Long-term	Increasing regulatory requirements and stakeholder expectations to reduce greenhouse gas (“GHG”) emissions may require additional investments in energy-efficient technologies, digital infrastructure, and emissions monitoring systems. The Group’s operations, including event management, may also be exposed to climate-related disruptions such as extreme weather events, which could impact event execution, logistics, and supply chain reliability.	Adopting energy-efficient practices, leveraging digital solutions to reduce physical resource consumption, and exploring renewable energy adoption can lower operational costs and environmental impact. These initiatives position the Group as a responsible service provider, enhance brand value, and support alignment with evolving regulatory and stakeholder expectations.
Water Management	Medium-term & Long-term	Water supply disruptions due to climate change or regulatory constraints may impact certain operational activities, particularly event management and facility-related functions that require water usage. Inefficient water usage practices may also lead to increased operating costs and potential reputational concerns.	Implementing efficient water management practices, such as responsible consumption, water-saving measures at event sites, and awareness initiatives, can reduce water usage and operational costs. These efforts support environmental stewardship and enhance the Group’s sustainability profile.
Waste Management	Medium-term & Long-term	Improper handling and disposal of waste generated from events, and packaging materials, may result in regulatory non-compliance, environmental harm, and reputational risks. Inefficient waste management practices may also increase operational costs.	Adopting structured waste management practices, including waste segregation, and recycling initiatives, can improve resource efficiency and reduce environmental impact. These initiatives enhance regulatory compliance, strengthen stakeholder confidence, and support the Group’s overall sustainability commitments.
Policy & Regulatory Compliance	Short-term	Non-compliance with policies and regulations can lead to legal penalties, fines, or lawsuits, significantly affecting financial stability and reputation.	Compliance with policies and regulations fosters trust and credibility among stakeholders, including clients, investors, employees, and regulators, strengthening long-term relationships and supporting business growth.

SUSTAINABILITY STATEMENT

(cont'd)

RISK MANAGEMENT (CONT'D)

Material Matters	Time Horizon	Risks	Opportunities
Cybersecurity & Data Protection	Short-term & Medium-term	Cyberattacks, phishing attempts, or system breaches may result in unauthorised access, data theft, or exposure of sensitive information, leading to financial loss, legal liabilities, regulatory penalties, and reputational damage.	Strengthening cybersecurity infrastructure and data protection protocols fosters trust among clients, investors, and business partners. Robust digital safeguards not only ensure regulatory compliance but also enhance brand reputation and support the secure delivery of digital advertising services.

MANAGEMENT APPROACH FOR MATERIAL MATTERS

ECONOMIC SUSTAINABILITY

At XOX Networks, we view long-term economic sustainability as essential to delivering value for our stakeholders and contributing to the broader development of the communities we serve. Our business success enables us to support employment, foster entrepreneurship, strengthen local supply chains, and contribute meaningfully to national and local tax revenues.

Material Matters:

- ◆ Economic Performance
- ◆ Client Satisfaction
- ◆ Anti-Corruption
- ◆ Supply Chain Management



ECONOMIC PERFORMANCE

At XOX Networks, our business success is driven by our commitment to generating lasting value for our stakeholders. Through financial growth, we create job opportunities, foster entrepreneurship, contribute to government revenues, and enhance local supply chains. We accomplish this by maintaining a strong presence in our key markets, leveraging cutting-edge technologies, tapping into the expertise of our employees to address changing consumer needs, and seeking new market expansion opportunities.

In FPE 2025, XOX Networks reported a total revenue of RM16.4 million and consistently generates values for our stakeholders.

CLIENT SATISFACTION

The Group recognises that client satisfaction and loyalty are essential for long-term success. We are committed to enhancing the client experience by actively considering feedback and maintaining high-quality standards across all our products and services.

We view our clients as key partners in innovation and value their input as a driver for continuous improvement. To stay competitive, we engage with clients through multiple channels, including in-person meetings, emails, and our website, ensuring open and effective communication.

To further enhance client satisfaction, we have implemented an impartial feedback mechanism to address complaints and manage client relationships effectively. This approach reflects our commitment to exceeding client expectations and continuously improving our operations.

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

ECONOMIC SUSTAINABILITY (CONT'D)

CLIENT SATISFACTION (CONT'D)

Service quality & safety

At XOX Networks, service quality and safety are fundamental to our corporate culture. Our success is built on delivering reliable, high-quality events and services that inspire client confidence, establishing us as a trusted provider in the industry.

We uphold strict standards to ensure that all services are executed safely and meet high-quality benchmarks. Client rights remain a priority, and we strive to deliver value-for-money solutions while being a responsive and dependable partner in all our engagements.

ANTI-CORRUPTION

XOX Networks upholds the highest standards of business ethics, transparency, and regulatory compliance across the Group. Our commitment to anti-corruption practices is central to safeguarding the long-term interests of the Company and our stakeholders, while fostering trust and confidence in our business operations.

Governance and policy framework

Our Board and Management are committed to conducting business with integrity and in full compliance with applicable laws. This commitment is guided by:

- Code of Business Conducts (“**COBC**”) – which outlines ethical standards and expected behaviours for all employees and Board.
- Anti-Bribery and Anti-Corruption (“**ABAC**”) Policy – articulates our zero-tolerance stance towards bribery and corruption. This policy is regularly reviewed to ensure alignment with the Malaysian Anti-Corruption Commission (MACC) Act 2009 and best governance practices.
- Whistleblowing Policy– provides a secure and confidential channel for employees and external parties to report misconduct, unethical behaviour, or corruption-related concerns. Reports can be submitted directly to the Chairman of Audit & Risk Management Committee via email or post.

All three policies are publicly available on our corporate website, ensuring transparency and accessibility for all stakeholders.

Corruption-related training

We are committed to fostering a workplace culture rooted in transparency, integrity, and ethical conduct. To reinforce this, for the Management and Executive-level employees will attend to anti-corruption training in the coming financial years.

Our goal is to achieve and ensure that all relevant employees are well-equipped with the knowledge and awareness needed to uphold the highest ethical standards and comply with anti-corruption regulations.

Corruption incidents

As of 31 December 2025, we recorded zero incidents of corruption across XOX Networks’ business operations.

	2025	Target
Number of complaints of bribery or corruptions reported	Nil	Nil

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SUPPLY CHAIN MANAGEMENT

At XOX Networks, we place strong emphasis on trust, transparency, and integrity in all supplier relationships. As a responsible business, we recognise our role in supporting a resilient and inclusive supply chain.

Ethical & responsible procurement

We are committed to fair and transparent procurement practices, working only with suppliers who operate with integrity and uphold strong ethical, social, and environmental values. Our procurement processes are designed to identify and engage the most qualified partners while promoting responsible business conduct.

Suppliers are expected to comply with our procurement requirements and demonstrate accountability across key areas, including labour practices, environmental compliance, and operational efficiency.

ENVIRONMENTAL SUSTAINABILITY

Climate change remains one of the most pressing global challenges, posing significant long-term risks to businesses across all sectors. XOX Networks recognises that its operations, including events management, may contribute to environmental impacts that must be managed responsibly.

The Group is committed to minimising its environmental footprint while enhancing operational resilience and ensuring compliance with applicable environmental laws and regulations. XOX Networks continuously assesses opportunities to improve environmental performance across its operations, from planning and procurement to service execution and delivery.

Key areas of focus include energy efficiency, greenhouse gas (“GHG”) emissions management, responsible waste handling, and efficient use of natural resources. The Group strives to adopt more sustainable practices by optimising energy consumption, reducing waste, promoting recycling and reuse, and considering environmentally friendly materials and methods in its events and operational activities.

Through these initiatives, XOX Networks aims to support a more sustainable business environment while ensuring its operations remain efficient, compliant, and aligned with long-term environmental sustainability objectives.

Material Matters:

- ◆ Climate Action
- ◆ Waste Management
- ◆ Water Management



CLIMATE ACTION

The Group recognises that energy consumption and GHG emissions arising from its operations contribute to climate change. As a responsible corporate citizen, we are committed to minimising our carbon footprint while supporting the transition towards a low-carbon and more sustainable built environment.

Key sources of energy consumption and emissions include office operations, events management, logistics, and business-related travel. In response, the Group continues to implement measures to improve energy efficiency and reduce emissions across its offices, event venues, and other operational sites.

Energy consumption

The Group continuously enhances energy efficiency through various operational initiatives. Offices and event sites adopt energy-saving practices such as LED lighting, energy-efficient appliances, and inverter-type air conditioning systems where applicable. Preventive maintenance is carried out regularly to ensure optimal performance and minimise unnecessary energy use.

For the financial period under review, the Group’s total electricity consumption from the grid amounted to 15,120 kilowatt-hours (“kWh”). Monitoring and management of energy consumption will continue to be strengthened as part of the Group’s commitment to reducing GHG emissions.

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

ENVIRONMENTAL SUSTAINABILITY (CONT'D)

CLIMATE ACTION (CONT'D)

Carbon emissions

As part of our ongoing commitment to environmental sustainability, XOX Networks will begin tracking and monitoring GHG emissions across our operations wherever applicable. We are currently in the process of refining our emissions data and methodologies, with the intention of establishing formal reduction targets once we have gained a more comprehensive understanding of our overall environmental impact.

WATER MANAGEMENT

Water is an essential resource for XOX Networks' operations, including office facilities, event management, and other operational activities. The Group recognises the increasing challenges associated with water scarcity, driven by climate change, urbanisation, and infrastructure constraints.

To mitigate these risks, the Group is committed to implementing effective water management practices across its offices, event sites, and operational facilities. Efforts focus on minimising water wastage, improving efficiency, and promoting responsible usage. Key initiatives include adoption of controlled water usage practices, and raising awareness among employees on the importance of water conservation.

WASTE MANAGEMENT

XOX Networks is committed to responsible waste management practices to reduce environmental impact and support sustainable operations. Recognising the environmental risks associated with operational and event-related waste, the Group takes a proactive approach to ensure proper handling, segregation, and disposal.

Our waste management strategy aligns with Department of Environment ("DOE") regulations, ensuring compliance through monitoring and engagement with licensed contractors for the safe collection and disposal of waste.

Key initiatives to minimise waste and enhance resource efficiency include:

- **Reuse and recycling:** Materials such as paper, packaging, plastics, and electronic components are prioritised for recycling or repurposing where possible. Scrap materials are collected and sent to approved recycling facilities, contributing to the circular economy and reducing the environmental impact of raw material consumption.
- **Office waste management:** Most of the office-generated waste is general waste. Awareness initiatives have been launched to promote paperless documentation, reuse of materials, and proper segregation of recyclable and non-recyclable items.
- **Planned initiatives:** To further enhance recycling efforts, the Group plans to expand waste segregation initiatives across all operational sites. Recycling stations will be established at strategic locations to facilitate efficient waste management and reinforce the Group's sustainability commitments.

Through these measures, XOX Networks aims to optimise resource use, reduce environmental impact, and promote a culture of sustainability throughout its operations.

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY

As XOX Networks continues to grow, attracting, developing, and retaining talent is essential to our long-term success. We are committed to cultivating a workplace that upholds human rights, prioritises safety and well-being, and fosters a culture of inclusivity, respect, and continuous development. These principles also guide our broader efforts to engage with and uplift the communities in which we operate.

Material Matters:

- ◆ Human Rights
- ◆ Health & Safety
- ◆ Diversity, Equity & Inclusion
- ◆ Employee Management
- ◆ Community Investment



HUMAN RIGHTS

At XOX Networks, we are steadfast in our commitment to protecting and promoting the rights of every individual within our organisation. We believe in treating all employees with dignity, fairness, and respect, and in recognising the unique value each person brings.

Our leadership plays a critical role in establishing and maintaining high ethical standards, guided by a robust COBC that applies to all employees. This ensures our operations are aligned with principles of professionalism, equality, and accountability.

We actively promote:

- Safe and fair working conditions
- Freedom of association
- Equal opportunity and non-discrimination
- Protection from harassment or unfair treatment

Our employment policies comply fully with Malaysia's labour laws, including the Employment Act 1955 and the Employment (Amendment) Act 2022. We uphold strict prohibitions against child and forced labour and ensure full adherence to legal requirements on working hours and compensation.

Fair compensation & benefits

XOX Networks continuously evaluates employee compensation and benefits to ensure that our people are well-supported and fairly rewarded. We comply with the Minimum Wage Order 2024, ensuring that all employees receive at least the minimum wage and fair remuneration for overtime and additional responsibilities.

A recent review of our policies confirmed alignment with the updated Minimum Wage Order 2024, which sets the minimum monthly wage at RM1,700 effective 1 February 2025, as well as other amendments to Malaysia's employment laws. This review reaffirmed XOX Networks' commitment to legal compliance and the fair and lawful treatment of all employees.

SUSTAINABILITY STATEMENT

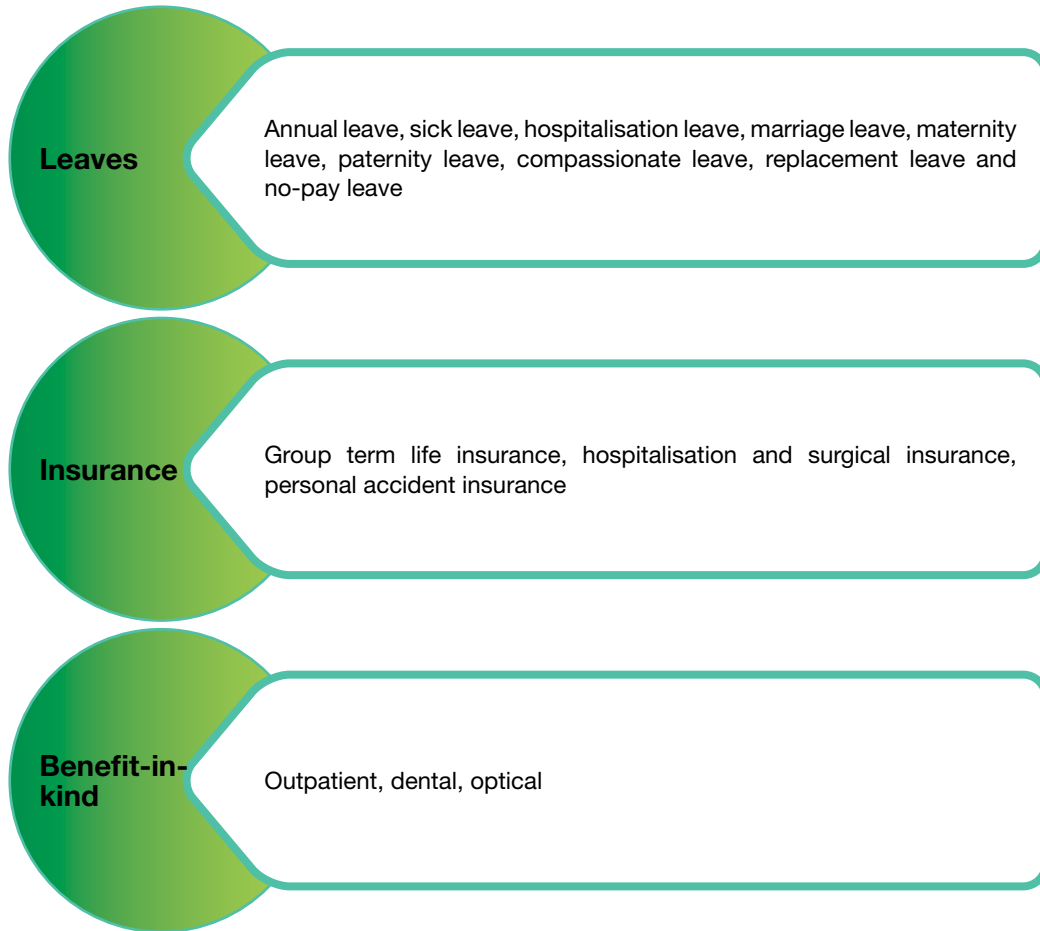
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MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

HUMAN RIGHTS (CONT'D)

Employee benefits include:



Grievance mechanism & whistleblowing

We maintain an open and transparent environment where all individuals, employees or external parties, can raise concerns freely and without fear of retaliation.

Our Whistleblowing Policy promotes ethical conduct, protects whistleblowers, and ensures concerns are addressed fairly and confidentially. Procedures for lodging a complaint are available on the Company’s website, and reports may be directed to the Chairman of Audit & Risk Management Committee via email or post for independent review.

We are committed to investigating all reports impartially, maintaining confidentiality, and providing timely redress wherever necessary. Our goal is to maintain zero incidents of human rights violations, fostering a workplace built on trust, respect, and integrity.

	2025	Target
Number of substantiated complaints concerning human rights violations	Nil	Nil

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

HEALTH & SAFETY

At XOX Networks, the health, safety, and well-being of all individuals involved in our operations including employees, contractors, clients, and event participants, is a top priority. We are committed to fostering a safe and supportive environment across all our activities, from office operations and financial services to event management.

The Group complies with the Occupational Safety and Health Act 1994 and other relevant Malaysian occupational health and safety regulations. Safety protocols are embedded across office operations, event sites, and service delivery processes to minimise risks and ensure a safe experience for all stakeholders.

Event and Operational Safety

For event management activities, qualified safety officers oversee compliance with safety protocols, ensuring that venues, equipment, and participant interactions meet established safety standards. In office and financial service operations, risk assessments and safety procedures are implemented to protect employees and clients.

Safety & health upskilling and reporting

Training is key to maintaining a safety-conscious culture. In FPE 2025, one employee participated in targeted health and safety training. These programmes equip staff with the knowledge and skills to maintain safety in offices, client interactions, and during events.

	2025
Number of employees trained on health and safety standards	1

Through these initiatives, XOX Networks fosters a culture of shared responsibility, ensuring that employees, clients, contractors, and event participants operate in a safe and secure environment.

	2025	Target
Number of fatalities	Nil	Nil

DIVERSITY, EQUITY & INCLUSION

At XOX Networks embracing diversity is not only a moral imperative but a strategic one. We recognise that a diverse workforce, encompassing differences in gender, age, race, ethnicity, religion, abilities, and sexual orientation, enhances innovation, decision-making, and resilience across our business.

Our inclusive culture values every employee's unique perspective and experience. We are committed to providing a workplace free from discrimination, harassment, and marginalisation, where all individuals are respected, empowered, and able to thrive.

Inclusive culture and equal opportunities

We promote equity in all aspects of our operations, ensuring fair recruitment, equal pay, and merit-based progression across all levels. Performance assessments, promotions, and remuneration are based on objective key performance indicators, with no tolerance for gender or other biases.

- Wage Equity: We ensure that wages are competitive and free from gender bias.
- Merit-Based Development: Career growth is guided by clear criteria and aligned with individual performance and contribution

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

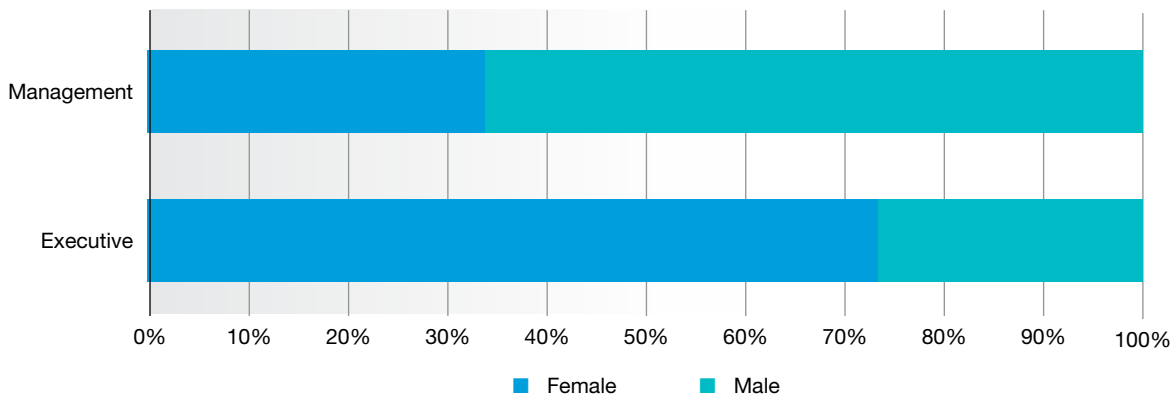
SOCIAL SUSTAINABILITY (CONT'D)

DIVERSITY, EQUITY & INCLUSION (CONT'D)

Workforce snapshot

As at 31 December 2025, the total number of employees stood at 18 employees, with 67% being female and the remaining 33% being male. This reflects our commitment to fostering gender diversity across all levels and roles within the organisation. Moving forward, XOX Networks remains dedicated to enhancing gender diversity by creating more opportunities for women throughout the Company.

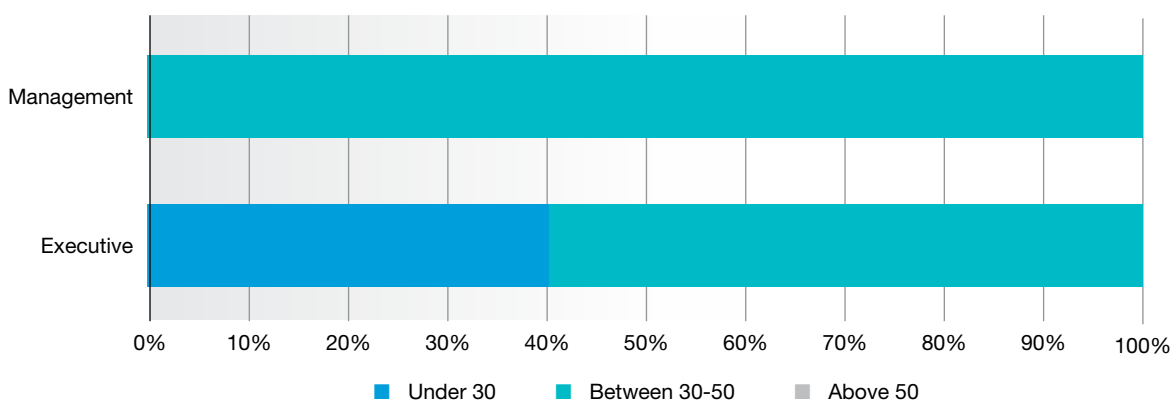
2025 Gender Diversity by Employee Group



The age distribution of our workforce in 2025 demonstrates a diverse and balanced composition across all levels of the organisation. Executive is predominantly comprised of individuals aged 30 – 50, accounting for 60% of the group. This provides a foundation of strong leadership, supported by a depth of industry knowledge and experience.

Our management is predominantly between the age of 30 – 50 years old, accounting of 100% of the group, reflecting strong adaptability, effective decision-making, and seamless knowledge transfer, ultimately contributing to a dynamic agile, and forward-looking organisation.

2025 Age Diversity by Employee Group



SUSTAINABILITY STATEMENT

(cont'd)

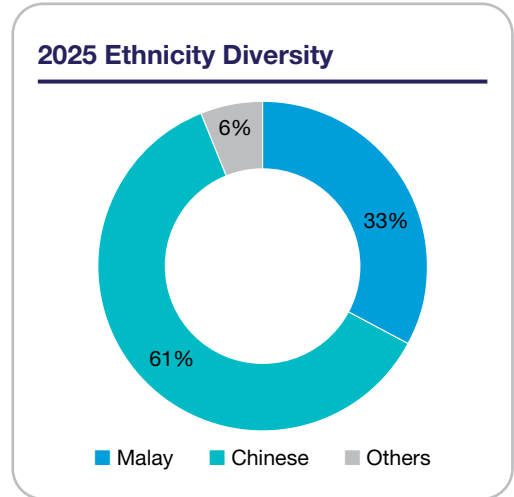
MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

DIVERSITY, EQUITY & INCLUSION (CONT'D)

Ethnic & local representation

XOX Networks is committed to nurturing local talent, with 100% of its workforce consisting of residents from the countries in which it operates. By prioritising local hiring, the Company not only strengthens the economy but also fosters cultural alignment and a strong sense of community within its workforce. XOX Networks' diverse talent pool includes individuals of Malay, Chinese, and other ethnic backgrounds, reflecting the rich multicultural fabric of the regions it serves.



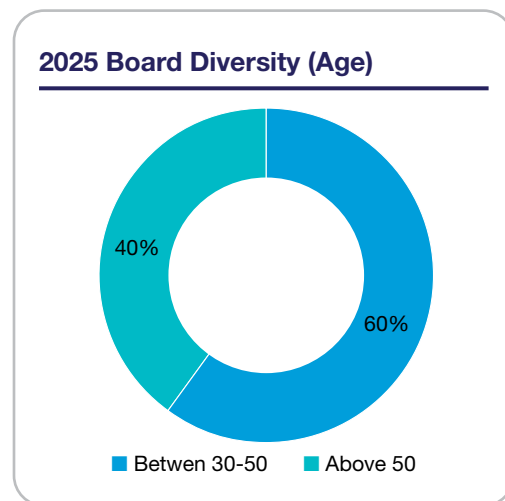
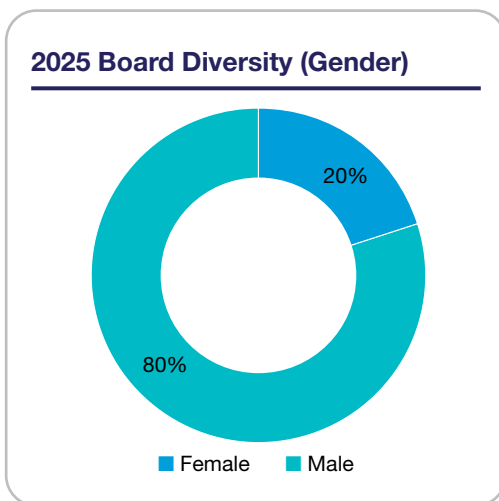
Board diversity

The Nomination and Remuneration Committee is dedicated to fostering a diverse pipeline by ensuring a good mix of individuals with varied experiences and backgrounds, which contributes to enriching the organisation, including its board composition.

During the financial period under review, women Directors represented 20% of the Board, comprising one woman director out of five board members. This is below the 30% target recommended under Practice 5.9 of the MCGG.

The Board has expressed the view that, given the current stage of the Group's business and lifecycle, prioritising the right mix of skills on the Board is more critical than strictly adhering to the 30% threshold outlined in Practice 5.9 of the MCGG. Nevertheless, there remains a strong commitment to achieving gender balance, both in the boardroom and across the Management team and the wider workplace.

As part of this ongoing commitment, the Board is actively seeking potential women Directors and intends to appoint additional women Directors as suitable candidates are identified. Furthermore, efforts will be made to explore opportunities for improving gender balance across the organisation, helping to promote a more inclusive and diverse workplace.



EMPLOYEE MANAGEMENT

At XOX Networks, our employees are our greatest asset. We are committed to fostering a positive, supportive, and safe work environment where everyone feels valued and respected. By ensuring equal access to opportunities for growth, development, and well-being, we create a workplace that empowers individuals and strengthens our business for long-term success.

SUSTAINABILITY STATEMENT

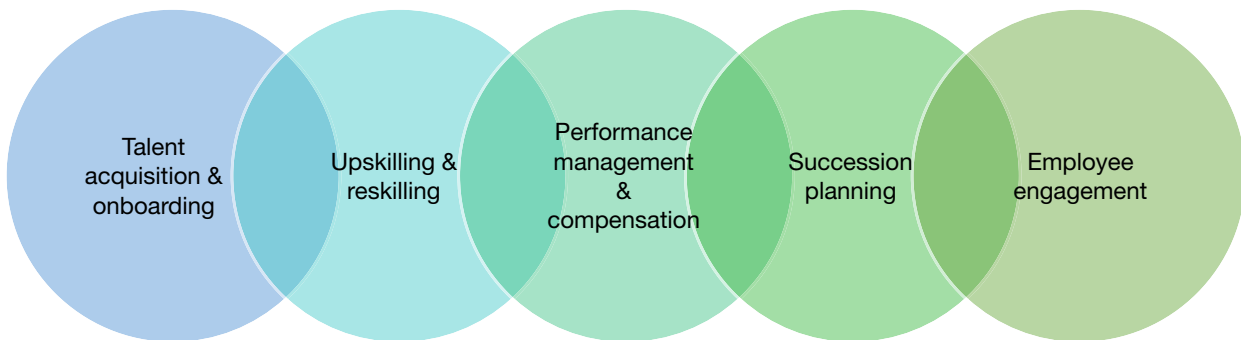
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MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

EMPLOYEE MANAGEMENT (CONT'D)

Talent Management Framework



Talent acquisition & onboarding

Our goal at XOX Networks is to nurture and advance the professional growth of our existing workforce, providing ample opportunities for career progression within the Company. We are committed to maximising the potential of our internal talent pool, ensuring that our team members have the resources and support they need to thrive and advance their careers.

When external recruitment is necessary, our Human Resources team applies fair and structured selection processes to attract candidates whose skills and values align with our organisational goals. New employees are supported through a structured onboarding programme, which helps them integrate smoothly into the Company and understand our culture, values, and operational standards from day one.

Upskilling & reskilling

Empowering our employees to excel is integral to the growth and success of the Group. To support this, we provide continuous learning opportunities that foster both personal and professional development, enabling our workforce to stay ahead in an ever-evolving industry landscape.

In FPE 2025, we remain committed to investing in training and development programmes, utilising both physical and online channels. A total of 90 training hours were recorded. These training sessions encompassed both internal and external learning and development initiatives.

Employee Category	Total hours of training 2025
Management	42
Executive	48
Total	90
	2025
Overall average training hours per employee (hours)	5

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

EMPLOYEE MANAGEMENT (CONT'D)

Performance management & compensation

Our performance culture is built around being result-oriented, accountable, collaborative, and commitment to shared success. KPIs are established for both the business and individual employees to ensure alignment with our strategic goals.

We conduct annual year-end performance reviews to provide constructive feedback, recognise achievements, and identify each employee's development needs and career aspirations. This ongoing dialogue helps drive continuous improvement and professional growth.

Outstanding performance is recognised through bonuses and promotions, rewarding exceptional results and exemplary behaviour. We also benchmark our remuneration packages regularly to ensure they remain competitive within the industry and are aligned with local market standards.

We have implemented an online Human Resource Management System to empower employees and managers with seamless access to various employment-related functions. This system allows users to manage leave, review tax information, and access pay slips efficiently. The initiative aims to reduce reliance on paper printing, promoting a more environmentally sustainable approach within our Human Resource operations.

Succession planning

We recognise the importance of strong leadership continuity. Our Nomination and Remuneration Committee oversees the Group's human capital strategy and succession planning, focusing on leadership development and internal talent readiness. Managerial staff receive targeted training to support their progression into future leadership roles.

Employee engagement

XOX Networks fosters a culture of engagement, inclusion, and well-being by organising a variety of activities that promote team cohesion and celebrate our employees. These activities range from festive celebrations and birthday celebrations to recreational initiatives such as pickleball sessions, all aimed at enhancing employee morale and creating an environment of unity and camaraderie.



SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

EMPLOYEE MANAGEMENT (CONT'D)

Employee retention & attribution

In FPE 2025, our attrition rate was 6%. We aim to reduce our attrition rate by improving on our salary and reward scheme, creating a strong talent pipeline, and continuing to strengthen our talent development programmes.

Employee Category	Total numbers of new hires 2025
Management	0
Executive	6
Total	6

Employee Category	Total numbers of employee turnover 2025
Management	0
Executive	1
Total	1

	2025
New hire rates (%)	33%
Turnover rates (%)	6%

COMMUNITY INVESTMENT

We are dedicated to being a responsible corporate citizen by actively engaging with and supporting the communities where we operate. Our commitment goes beyond traditional business practices; we strive to make a meaningful impact by fostering strong, positive relationships with the local communities. We recognise that social inclusion and community well-being are crucial to sustainable success. By contributing to local initiatives, supporting community development, and encouraging active participation, we aim to enhance the quality of life for residents and create a positive ripple effect throughout the region. We firmly believe that nurturing these connections not only benefits the communities we serve but also yields favourable outcomes for our business in the long term. Through our efforts, we seek to build a foundation of trust, collaboration, and mutual growth.

Despite financial constraints, we remain dedicated to community engagement. While significant direct monetary or non-monetary donations have not been feasible, we are exploring alternative ways to make a meaningful impact. These include providing volunteer opportunities and leveraging our expertise to support charitable organisations. Our commitment to education, community development, and social welfare initiatives remains steadfast as we seek innovative ways to give back.

SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

COMMUNITY INVESTMENT (CONT'D)

As part of our ongoing community engagement efforts, the Group organised a visit to a charitable organisation supporting children with special needs, namely Pusat Jagaan Sayang, where employees participated in art-based activities with the children. This initiative provided an opportunity to foster meaningful interaction, encourage creativity, and contribute to the emotional well-being of the children. In conjunction with this visit, the Group also contributed a monetary donation of RM2,000 to support the organisation's ongoing programmes and operational needs. This reflects the Group's commitment to supporting inclusive community initiatives and creating positive social impact through both financial contributions and employee involvement.



GOVERNANCE SUSTAINABILITY

At XOX Networks, we are committed to the highest standards of corporate governance and ethical conduct. This commitment is demonstrated through our strict compliance with relevant laws and regulations, alongside continuous efforts to foster a culture of transparency, accountability, and integrity throughout the organisation.

In today's increasingly digital environment, we recognise the critical importance of protecting data and maintaining stakeholder trust. To this end, we have established robust cybersecurity and data protection measures to safeguard sensitive information, comply with regulatory requirements, and ensure the privacy and security of all those we serve.

Material Matters:

- ◆ Policy & Regulatory Compliance
- ◆ Cybersecurity & Data Protection



SUSTAINABILITY STATEMENT

(cont'd)

MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

GOVERNANCE SUSTAINABILITY (CONT'D)

POLICY & REGULATORY COMPLIANCE

Regulatory compliance remains a cornerstone of our sustainability strategy. By prioritising ethical business practices, XOX Networks enhances stakeholder confidence, strengthens risk resilience, and supports long-term value creation. Conversely, non-compliance may result in regulatory sanctions, legal liabilities, reputational damage, and operational setbacks.

To mitigate these risks, we closely monitor the regulatory landscape and maintain strong internal systems to ensure continued compliance.

Corporate governance policies

Our governance practices are guided by the Malaysian Code on Corporate Governance 2021 and Bursa Malaysia's ACE Market Listing Requirements. These frameworks form the foundation of our corporate conduct, helping to ensure that we operate with integrity and in the best interests of our stakeholders. Further details are available in our Corporate Governance Overview Statement on pages 23 to 38 of this Annual Report.

Legal & regulatory oversight

XOX Networks routinely reviews its legal register to ensure alignment with evolving laws and standards. Our internal compliance mechanisms enable us to assess regulatory performance, identify gaps, and implement timely improvements. This proactive approach supports effective risk management and reinforces our commitment to responsible business practices.

CYBERSECURITY & DATA PROTECTION

As XOX Networks continues to strengthen its digitalisation of operations, the importance of robust cybersecurity and data protection has become increasingly critical. Operating in an environment that relies on digital systems for event management, client engagement, and financial transactions, the Company recognises that safeguarding information assets is essential to business continuity, regulatory compliance, and stakeholder trust.

Unauthorised internal or external access to XOX Networks' information systems present a material risk, potentially resulting in data breaches, operational disruptions, intellectual property loss, or manipulation of production and distribution processes. Such incidents could adversely affect operational efficiency, compromise sensitive client and commercial information, and damage the Company's reputation and reliability as a trusted partner.

To mitigate these risks, XOX Networks adopts a cybersecurity approach focused on strengthening the resilience of our IT infrastructure, digital assets, and internal networks. Our efforts emphasise proactive monitoring, regular reviews, and alignment with industry best practices to ensure a secure and reliable digital environment for our stakeholders.

Our data handling and storage practices are aligned with the Personal Data Protection Act (PDPA) 2010, ensuring that all personal and sensitive data is managed securely and lawfully. Our outsourced IT and compliance teams work closely together to monitor threats, address emerging vulnerabilities, and enhance our security framework.

In FPE 2025, there were no reported incidents of client data breaches or violations of privacy regulations, underscoring our commitment to data security and responsible digital operations.

	2025	Target
Number of substantiated complaints concerning breaches in client privacy or data loss	Nil	Nil

MOVING FORWARD

At XOX Networks, sustainability is not just a guiding principle; it is central to our identity and informs every aspect of our decision-making. We recognise that responsible practices are both a moral duty and a strategic advantage in today's dynamic business landscape.

SUSTAINABILITY STATEMENT

(cont'd)

PERFORMANCE DATA TABLE FROM ESG REPORTING PLATFORM

As a listed issuer, XOX Networks complies with the mandatory ESG disclosure requirements under Bursa Malaysia's ACE Market Listing Requirements, in accordance with the enhanced Sustainability Reporting Guide (3rd Edition). The performance data table below, extracted from the ESG Reporting Platform, presents key indicators aligned with our identified material sustainability matters.

XOX NETWORKS BERHAD

BMLR Transition Period

Date & Time: 2026-04-21 17:55:57
FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Anti-corruption	Percentage of employees who have received training on anti-corruption by employee category - Management	Percentage	0%	—	No assurance
Anti-corruption	Percentage of employees who have received training on anti-corruption by employee category - Executive	Percentage	0%	—	No assurance
Anti-corruption	Confirmed incidents of corruption and action taken	Number	0	—	No assurance
Community/Society	Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	2,720	—	No assurance
Community/Society	Total number of beneficiaries of the investment in communities	Number	1	—	No assurance
Diversity	Percentage of employees by age group, for each employee category - Management Under 30	Percentage	0%	—	No assurance
Diversity	Percentage of employees by age group, for each employee category - Management Between 30-50	Percentage	100%	—	No assurance
Diversity	Percentage of employees by age group, for each employee category - Management Above 50	Percentage	0%	—	No assurance
Diversity	Percentage of employees by age group, for each employee category - Executive Under 30	Percentage	40%	—	No assurance
Diversity	Percentage of employees by age group, for each employee category - Executive Between 30-50	Percentage	60%	—	No assurance
Diversity	Percentage of employees by age group, for each employee category - Executive Above 50	Percentage	0%	—	No assurance

SUSTAINABILITY STATEMENT

(cont'd)

PERFORMANCE DATA TABLE FROM ESG REPORTING PLATFORM (CONT'D)

XOX NETWORKS BERHAD
BMLR Transition Period

Date & Time: 2026-04-21 17:55:57
FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Diversity	Percentage of employees by gender, for each employee category - Management Male	Percentage	67%	—	No assurance
Diversity	Percentage of employees by gender, for each employee category - Management Female	Percentage	33%	—	No assurance
Diversity	Percentage of employees by gender, for each employee category - Executive Male	Percentage	27%	—	No assurance
Diversity	Percentage of employees by gender, for each employee category - Executive Female	Percentage	73%	—	No assurance
Diversity	Percentage of directors by gender - Male	Percentage	80%	—	No assurance
Diversity	Percentage of directors by gender - Female	Percentage	20%	—	No assurance
Diversity	Percentage of directors by age group - Under 30	Percentage	0%	—	No assurance
Diversity	Percentage of directors by age group - Between 30-50	Percentage	60%	—	No assurance
Diversity	Percentage of directors by age group - Above 50	Percentage	40%	—	No assurance
Energy management	Total energy consumption	Megawatt	1512	—	No assurance
Health and safety	Number of work-related fatalities	Number	0	—	No assurance
Health and safety	Number of employees trained on health and safety standards	Number	1	—	No assurance
Labour practices and standards	Total hours of training by employee category - Management	Hours	42	—	No assurance

SUSTAINABILITY STATEMENT

(cont'd)

PERFORMANCE DATA TABLE FROM ESG REPORTING PLATFORM (CONT'D)

XOX NETWORKS BERHAD

BMLR Transition Period

Date & Time: 2026-04-21 17:55:57

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Labour practices and standards	Total hours of training by employee category - Executive	Hours	48	—	No assurance
Labour practices and standards	Percentage of employees that are contractors or temporary staff	Percentage	0%	—	No assurance
Labour practices and standards	Total number of employee turnover by employee category - Management	Number	0	—	No assurance
Labour practices and standards	Total number of employee turnover by employee category - Executive	Number	1	—	No assurance
Labour practices and standards	Number of substantiated complaints concerning human rights violations	Number	0	—	No assurance
Data privacy and security	Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	—	No assurance

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are required by the Companies Act 2016 to ensure that the financial statements for each financial year are prepared in accordance with the applicable approved accounting standards and the requirements of the Companies Act 2016, which give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial period, and of the results and cash flows of the Group and the Company for the financial period ended.

In preparing the financial statements for the financial period ended 31 December 2025, the Directors ensured that the Management had:

- (a) adopted appropriate accounting policies and applied them consistently;
- (b) made judgments and estimates that are reasonable and prudent; and
- (c) prepared the financial statements on a going concern basis.

The Directors are responsible for ensuring that the Group and the Company keep accounting records which disclose the financial position of the Group and the Company with reasonable accuracy, enabling them to ensure that the financial statements comply with the Companies Act 2016.

The Directors have an overall responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and the Company, and to prevent and detect fraud and other irregularities.

The Directors are satisfied that in preparing the financial statements of the Group and the company for the financial period ended 31 December 2025, the Group has used the appropriate accounting policies and applied them consistently, supported by reasonable and prudent judgments and estimates. The Directors also consider that all applicable approved accounting standards have been complied with and further confirm that the financial statements have been prepared on a going concern basis.



FINANCIAL STATEMENTS

080	Directors' Report	097	Statements of Profit or Loss And Other Comprehensive Income
086	Statement by Directors	099	Statements of Changes in Equity
087	Declaration by the Director	101	Statements of Cash Flows
088	Independent Auditors' Report	105	Notes to the Financial Statements
095	Statements of Financial Position		

DIRECTORS' REPORT

The Directors of the XOX Networks Berhad hereby submit their report and the audited financial statements of the Group and of the Company for the financial period from 1 July 2024 to 31 December 2025.

Principal Activities

The principal activity of the Company is investment holding, whilst the principal activities of the Group, comprising the Company and its subsidiaries, which involved in event management, retail and distribution management, financial solutions and digital and media management. Details of the principal activities of the subsidiary companies are disclosed in Note 6.

There have been no significant changes in the nature of these activities during the financial period.

Change of Financial Year End

During the financial period, the Group and the Company changed their financial year end from 30 June to 31 December and make up their financial statements for the 18 months period to 31 December 2025. Accordingly, comparative figures for the statements of comprehensive income, statements of changes in equity, statements of cash flows and the related notes are not entirely comparable with those for the current financial period.

Results

The results of the Group and of the Company for the financial period are as follows:

	Group RM	Company RM
Loss for the financial period attributable to owners of the Company	<u>12,815,185</u>	<u>11,881,960</u>

In the opinion of the Directors, the results of operations of the Group and of the Company during the financial period have not been substantially affected by any item, transaction or event of a material and unusual nature.

**DIRECTORS'
REPORT**

(cont'd)

Reserves and Provisions

There were no material transfers to or from reserves or provisions during the financial period other than those disclosed in the financial statements.

Dividends

No dividend has been paid or declared by the Company since the end of the previous financial year. The Directors do not recommend any dividend payment in respect of the current financial period.

Issue of Shares and Debentures

There was no issuance of shares or debentures during the financial period other than share capital reduction as disclosed in Note 14.

Share Options

No options have been granted by the Company to any parties during the financial period to take up unissued shares of the Company.

Directors

The Directors of the Company in office during the financial period and during the period from the end of the financial period to the date of this report are:

YM Tengku Ezuan Ismara bin Tengku Nun Ahmad*
Lionel Vernon Yong Nguon Kee
Woon Sing Jiunn
Andy Liew Hock Sim
Lee Kien Fatt *

The Directors who held office in the subsidiary companies (excluding Directors who are also Directors of the Company) during the financial period up to the date of this report:

Koo Kien Keat
Wong Mun Onn
Roy Ho Yew Kee
Audrey Thong Pooi Mun
Amir Akram Bin Abdul Mutalib (Appointed on 18 November 2024)

** Directors of the Company and of the subsidiary companies*

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 is deemed incorporated herein by such reference to the financial statements of the respective subsidiary companies and made a part hereof.

DIRECTORS' REPORT

(cont'd)

Directors' Interests

According to the Register of Directors' Shareholdings, there is no Director who is in office at the end of the financial period held any interest in the shares of the Company and its related corporation.

Directors' Benefits

Since the end of the previous financial year, none of the Directors of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as disclosed in the Directors' Remuneration of this report) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

Neither during nor at the end of the financial period, no arrangement subsisted to which the Company was a party whereby Directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Remuneration

The details of the Directors' remuneration paid/payable to the Directors of the Group and of the Company during the financial period are as follows:

	Group RM	Company RM
Directors' fee	1,027,400	392,400

Indemnity and Insurance Costs

During the financial period, the total amount of indemnity coverage and insurance premium paid for certain Directors and officers of the Group and of the Company were RM5,000,000 and RM28,090 respectively.

There was no indemnity given to or insurance effected for auditors of the Company in accordance with Section 289 of the Companies Act 2016 in Malaysia.

DIRECTORS'
REPORT

(cont'd)

Other Statutory Information

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:

- (a) to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
- (b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company had been written down to an amount which the current assets might be expected so to realise.

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

- (a) which would render the amounts written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
- (c) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (d) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

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

- (a) any charge on the assets of the Group or of the Company which has arisen since the end of the financial period which secures the liability of any other person; or
- (b) any contingent liability of the Group or of the Company which has arisen since the end of the financial period.

DIRECTORS' REPORT

(cont'd)

Other Statutory Information (Cont'd)

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

In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial period and the date of this report which is likely to affect substantially the results of operations of the Group and of the Company in the financial period in which this report is made.

Subsidiary Interests

The details of the subsidiary companies are disclosed in Note 6.

Auditors' Remuneration

The auditors' remuneration of the Group and of the Company for the financial period ended 31 December 2025 is RM157,000 and RM69,000.

DIRECTORS'
REPORT

(cont'd)

Auditors

The Auditors, UHY Malaysia PLT, have expressed their willingness to continue in office.

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

YM TENGKU EZUAN ISMARA
BIN TENGKU NUN AHMAD

LEE KIEN FATT

KUALA LUMPUR

24 April 2026

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

The Directors of XOX Networks Berhad, state that, in their opinion, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2025 and of the financial performance and the cash flows of the Group and of the Company for the financial period from 1 July 2024 to 31 December 2025.

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

YM TENGKU EZUAN ISMARA
BIN TENGKU NUN AHMAD

LEE KIEN FATT

KUALA LUMPUR

24 April 2026

DECLARATION BY THE DIRECTOR PRIMARILY RESPONSIBLE FOR THE FINANCIAL MANAGEMENT OF THE COMPANY

PURSUANT TO SECTION 251(1)(B) OF THE COMPANIES ACT 2016

I, Lee Kien Fatt (MIA Membership No. 7499), being the Director primarily responsible for the financial management of XOX Networks Berhad, do solemnly and sincerely declare that the accompanying financial statements are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act 1960.

LEE KIEN FATT

Subscribed and solemnly declared by the abovenamed Lee Kien Fatt at Kuala Lumpur in Federal Territory, this 24 April 2026

Before me,

ZAINUL ABIDIN BIN AHMAD
NO. W790

COMMISSIONER FOR OATHS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF XOX NETWORKS BERHAD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of XOX Networks Berhad which comprise the statements of financial position as at 31 December 2025 of the Group and of the Company, and the statements of profit and loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial period from 1 July 2024 to 31 December 2025, and notes to the financial statements, including material accounting policy information, as set out on pages 95 to 163.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2025, and of their financial performance and their cash flows for the financial period from 1 July 2024 to 31 December 2025 in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), as applicable to audits of financial statements of public interest entities and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and IESBA Code.

INDEPENDENT AUDITORS' REPORT

(cont'd)

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial period. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How we addressed the key audit matter
<p>Impairment of trade receivables</p> <p>The Group's trade receivables amounting to approximately RM16.5 million, representing approximately 51% of the Group's total assets as at 31 December 2025.</p> <p>The impairment assessment involves significant judgements and there is inherent uncertainty in the assumptions applied by the management to determine the level of allowance. This is considered a key audit matter due to the inherent subjectivity that is involved in making judgement in relation to the recoverability of the trade receivables.</p>	<p>Our procedures in relation to management's impairment assessment included, amongst others:</p> <ul style="list-style-type: none"> • Reviewed the list of Group's trade receivables to determine whether there is any indication of impairment. Our impairment review is focused towards trade receivables which are overdue but not impaired as at 31 December 2025. • Reviewed and understood management's credit control policies. • Tested the accuracy and completeness of the data used by the management. • Assessed the reasonableness of the methods and assumptions used by the management in estimating the recoverable amount and tested the completeness and accuracy of data used in the expected credit loss calculation by tracing to underlying source documents.

INDEPENDENT AUDITORS' REPORT

(cont'd)

Key Audit Matter (Cont'd)

Key Audit Matter	How we addressed the key audit matter
<p>Impairment of trade receivables (Cont'd)</p>	<p>Our procedures in relation to management's impairment assessment included, amongst others: (Cont'd)</p> <ul style="list-style-type: none"> Reviewed the adequacy of the impairment loss and enquired the management regarding the recoverability of selected samples of trade receivables that are individually significant and group of receivables with similar credit risk characteristics. We examined the subsequent collections or the fair value of collateral.

We have determined that there is no key audit matter in the audit of the financial statements of the Company to be communicated in our Auditors' report.

INDEPENDENT AUDITORS' REPORT

(cont'd)

Information Other Than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

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

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

If, based on the work we have performed, 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 for the Financial Statements

The Directors of the Company are responsible for the preparation of the financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company'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 the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT

(cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company'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 or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosure in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

INDEPENDENT
AUDITORS' REPORT

(cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: (Cont'd)

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that 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 group 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 Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITORS' REPORT

(cont'd)

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

UHY Malaysia PLT
202406000040 (LLP0041391-LCA) & AF 1411
Chartered Accountants

TEOH WEI YEIN
Approved Number: 03655/04/2028 J
Chartered Accountant

KUALA LUMPUR

24 April 2026

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

	Note	Group		Company	
		31.12.2025 RM	30.6.2024 RM	31.12.2025 RM	30.6.2024 RM
Assets					
Non-Current Assets					
Property, plant and equipment	4	4,467,765	4,369,059	24,788	38,347
Right-of-use assets	5	627,368	342,503	220,426	79,049
Investment in subsidiary companies	6	-	-	21,909,240	1,005
Goodwill on consolidation	7	-	-	-	-
Trade receivables	8	9,937,251	4,094,751	-	-
		<u>15,032,384</u>	<u>8,806,313</u>	<u>22,154,454</u>	<u>118,401</u>
Current Assets					
Inventories	9	537,437	363,286	-	-
Trade receivables	8	6,605,146	19,995,718	-	-
Other receivables	10	2,328,168	2,289,567	47,834	48,828
Other investments	11	5,036,184	6,602,729	-	-
Amount due from subsidiary companies	12	-	-	6,841,833	28,294,601
Tax recoverable		326,086	725,347	143	143
Fixed deposits with licensed banks	13	108,543	9,548,712	-	9,340,748
Cash and bank balances		2,325,583	5,996,034	179,891	3,180,691
		<u>17,267,147</u>	<u>45,521,393</u>	<u>7,069,701</u>	<u>40,865,011</u>
Total Assets		<u>32,299,531</u>	<u>54,327,706</u>	<u>29,224,155</u>	<u>40,983,412</u>

**STATEMENTS OF
FINANCIAL POSITION**

AS AT 31 DECEMBER 2025

(cont'd)

	Note	Group		Company	
		31.12.2025 RM	30.6.2024 RM	31.12.2025 RM	30.6.2024 RM
Equity and Liabilities					
Equity					
Share capital	14	40,685,249	87,761,774	40,685,249	87,761,774
Reserves	15	(10,707,914)	(44,969,254)	(11,881,960)	(47,076,525)
Total Equity		29,977,335	42,792,520	28,803,289	40,685,249
Non-Current Liabilities					
Lease liabilities	16	356,568	99,525	118,652	-
Deferred tax liabilities	17	-	-	-	-
		356,568	99,525	118,652	-
Current Liabilities					
Trade payables	18	109,913	640,051	-	-
Other payables	19	526,320	456,960	194,250	218,575
Contract liabilities	20	1,026,389	10,090,019	-	-
Amount due to a related party	21	12,806	-	-	-
Lease liabilities	16	290,200	248,631	107,964	79,588
		1,965,628	11,435,661	302,214	298,163
Total Liabilities		2,322,196	11,535,186	420,866	298,163
Total Equity and Liabilities		32,299,531	54,327,706	29,224,155	40,983,412

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

	Note	Group		Company	
		1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Revenue	22	16,291,331	8,902,272	-	-
Cost of sales		(13,817,416)	(7,343,598)	-	-
Gross profit		2,473,915	1,558,674	-	-
Other income		1,269,126	1,128,212	1,828,995	1,289,027
Administrative expenses		(12,493,505)	(6,217,731)	(66,213,118)	(1,879,618)
Net (loss)/gain on impairment of financial instruments		(3,430,978)	(3,959,634)	52,518,377	362,860
Loss from operations		(12,181,442)	(7,490,479)	(11,865,746)	(227,731)
Finance costs	23	(57,370)	(14,072)	(16,214)	(4,919)
Loss before tax	24	(12,238,812)	(7,504,551)	(11,881,960)	(232,650)
Taxation	25	(576,373)	(138,502)	-	-
Loss for the financial year, representing total comprehensive loss for the financial period/year		(12,815,185)	(7,643,053)	(11,881,960)	(232,650)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

(cont'd)

	Group		Company	
	1.7.2024 to 31.12.2025	1.7.2023 to 30.6.2024	1.7.2024 to 31.12.2025	1.7.2023 to 30.6.2024
Note	RM	RM	RM	RM
Loss for the financial period/year attributable to:				
Owners of the parent	<u>(12,815,185)</u>	<u>(7,643,053)</u>	<u>(11,881,960)</u>	<u>(232,650)</u>
Loss per share				
Basic loss per share (sen)	<u>(1.13)</u>	<u>(0.67)</u>		
Diluted loss per share (sen)	<u>*</u>	<u>*</u>		

* Anti-dilutive in nature

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

Group	Note	<u>Attributable to Owners of the Parent</u> <u>Non-Distributable</u>		
		Share Capital RM	Accumulated Losses RM	Total Equity RM
At 1 July 2024		87,761,774	(44,969,254)	42,792,520
Loss for the financial year, representing total comprehensive loss for the financial period		-	(12,815,185)	(12,815,185)
Transaction with owner: Reduction of share capital	14	(47,076,525)	47,076,525	-
At 31 December 2025		<u>40,685,249</u>	<u>(10,707,914)</u>	<u>29,977,335</u>
At 1 July 2023		87,761,774	(37,326,201)	50,435,573
Loss for the financial year, representing total comprehensive loss for the financial year		-	(7,643,053)	(7,643,053)
At 30 June 2024		<u>87,761,774</u>	<u>(44,969,254)</u>	<u>42,792,520</u>

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

(cont'd)

	Note	Share Capital RM	Accumulated Losses RM	Total Equity RM
Company				
At 1 July 2024		87,761,774	(47,076,525)	40,685,249
Loss for the financial year, representing total comprehensive loss for the financial period		-	(11,881,960)	(11,881,960)
Transaction with owner:				
Reduction of share capital	14	(47,076,525)	47,076,525	-
At 31 December 2025		<u>40,685,249</u>	<u>(11,881,960)</u>	<u>28,803,289</u>
At 1 July 2023		87,761,774	(46,843,875)	40,917,899
Loss for the financial year, representing total comprehensive loss for the financial year		-	(232,650)	(232,650)
At 30 June 2024		<u>87,761,774</u>	<u>(47,076,525)</u>	<u>40,685,249</u>

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Cash flows from operating activities				
Loss before tax	(12,238,812)	(7,504,551)	(11,881,960)	(232,650)
Adjustments for:				
Depreciation of property, plant and equipment	2,383,623	1,477,948	33,408	19,394
Depreciation of right-of-use assets	504,660	210,024	182,515	137,659
Impairment losses recognised on:				
- investment in subsidiary companies	-	-	63,581,766	46,545
- trade receivables	6,911,589	4,310,000	-	-
Interest expense	57,370	14,072	16,214	4,919
Interest income	(411,288)	(546,306)	(294,221)	(452,162)
Property, plant and equipment written off	-	41,086	-	-
Bad debt written off	540,944	-	-	-
Reversal of impairment losses recognised on:				
- trade receivables	(3,480,611)	(350,366)	-	-
- amount due from subsidiary companies			(52,518,377)	(362,860)

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

(cont'd)

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Cash flows from operating activities (Cont'd)				
Unwinding of discounts:				
- trade receivables	(689,971)	532,334	-	-
Unrealised gain on foreign exchange	33,363	(28,994)	-	-
Fair value loss on other investments	4,683,991	-	-	-
Operating loss before working capital changes	<u>(1,705,142)</u>	<u>(1,844,753)</u>	<u>(880,655)</u>	<u>(839,155)</u>
Changes in working capital:				
Inventories	(174,151)	(363,286)	-	-
Receivables	4,227,520	(9,046,590)	994	903
Payables	(460,778)	(1,793,106)	(24,325)	(14,999)
Contract liabilities	(9,063,630)	9,191,052	-	-
	<u>(5,471,039)</u>	<u>(2,011,930)</u>	<u>(23,331)</u>	<u>(14,096)</u>
Cash used in operations	<u>(7,176,181)</u>	<u>(3,856,683)</u>	<u>(903,986)</u>	<u>(853,251)</u>
Interest paid	(57,370)	(14,072)	(16,214)	(4,919)
Interest received	411,288	546,306	294,221	452,162
Tax refunded	581,600	-	-	-
Tax paid	(758,712)	(350,505)	-	-
	<u>176,806</u>	<u>181,729</u>	<u>278,007</u>	<u>447,243</u>
Net cash used in operating activities	<u>(6,999,375)</u>	<u>(3,674,954)</u>	<u>(625,979)</u>	<u>(406,008)</u>

**STATEMENTS OF
CASH FLOWS**

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

(cont'd)

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Cash flows from investing activities				
Net advances to subsidiary companies	-	-	(11,518,856)	(8,201,601)
Purchase of property, plant and equipment	(2,482,329)	-	(19,849)	-
Acquisition of other investments	(3,117,446)	(6,602,729)	-	-
Net cash used in investing activities	<u>(5,599,775)</u>	<u>(6,602,729)</u>	<u>(11,538,705)</u>	<u>(8,201,601)</u>
Cash flows from financing activities				
Repayment of lease liabilities	(490,913)	(215,869)	(176,864)	(145,320)
Net advances from a related party	12,806	-	-	-
Net cash used in financing activities	<u>(478,107)</u>	<u>(215,869)</u>	<u>(176,864)</u>	<u>(145,320)</u>
Net decrease in cash and cash equivalents	<u>(13,077,257)</u>	<u>(10,493,552)</u>	<u>(12,341,548)</u>	<u>(8,752,929)</u>
Cash and cash equivalents at the beginning of the financial period/year	15,544,746	26,009,304	12,521,439	21,274,368
Effect on foreign exchange	(33,363)	28,994	-	-
Cash and cash equivalents at the end of the financial period/year	<u>2,434,126</u>	<u>15,544,746</u>	<u>179,891</u>	<u>12,521,439</u>

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

(cont'd)

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Cash and cash equivalents at the end of the financial period/year comprises:				
Cash and bank balances	2,325,583	5,996,034	179,891	3,180,691
Fixed deposits with licensed banks	108,543	9,548,712	-	9,340,748
	<u>2,434,126</u>	<u>15,544,746</u>	<u>179,891</u>	<u>12,521,439</u>
Cash outflow for leases as a lessee				
	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Note	RM	RM	RM	RM
Included in net cash from operating activities:				
Payment relating to short-term leases	24 339,619	185,370	-	-
Interest paid in relation to leases liabilities	23 57,370	14,072	16,214	4,919
Included in net cash from financing activities				
Payment of lease liabilities	16 490,913	215,869	176,864	145,320
Total cash outflows for leases	<u>887,902</u>	<u>415,311</u>	<u>193,078</u>	<u>150,239</u>

The accompanying notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2025

1. Corporate Information

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the ACE Market of the Bursa Malaysia Securities Berhad.

The registered office of the Company is located at 22-09, Menara 1MK, No. 1, Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur.

The principal place of business of the Company is located at 7th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

The principal activity of the Company is investment holding. The principal activities of its subsidiary companies are disclosed in Note 6. There have been no significant changes in the nature of these activities during the financial period.

2. Basis of Preparation

(a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRSs”), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

The financial statements of the Group and of the Company have been prepared under the historical cost convention, unless otherwise indicated in the material accounting policies below.

Adoption of new and amended standards

During the financial period, the Group and the Company have adopted the following new and amendments to MFRSs issued by the Malaysian Accounting Standards Board (“MASB”) that are mandatory for current financial period:

Amendments to MFRS 121

Lack of Exchangeability

The adoption of the above new and amendments to MFRSs did not have any significant impact on the financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective

The Group and the Company have not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group and for the Company:

	Effective dates for financial periods beginning on or after
Amendments to MFRSs to Annual Improvements to MFRS Standards - Volume 11	1 January 2026
Amendments to MFRS 7 and MFRS 9	1 January 2026
Amendments to MFRS 7 and MFRS 9	1 January 2026
MFRS 18	1 January 2027
MFRS 19	1 January 2027
Amendments to MFRS 121	1 January 2027
Amendments to MFRS 10 and MFRS 128	Deferred until further notice

The Group and the Company intend to adopt the above new and amendments to MFRSs, if applicable, when they become effective.

The initial application of the above-mentioned amendments to standards are not expected to have any significant impacts on the financial statements of the Group and of the Company except as disclosed below.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 will replace MFRS 101 *Presentation of Financial Statements*. It preserves the majority requirements of MFRS 101 while introducing additional requirements. In addition, narrow-scope amendments have been made to MFRS 107 *Statement of Cash Flows* and some requirements of MFRS 101 have been moved to MFRS 108 *Basis of Preparation of Financial Statements*.

MFRS 18 additional requirements are as follows:

(i) Statement of Profit or Loss and Other Comprehensive Income

MFRS 18 introduces newly defined “operating profit or loss” and “profit or loss before financing and income tax” subtotal which are to be presented in the statement of profit or loss, while the net profit or loss remains unchanged. Statement of profit or loss to be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

(ii) Statement of Cash Flows

The standard modifies the starting point for calculating cash flows from operations using the indirect method, shifting from “profit or loss” to “operating profit or loss”. It also provides guidance on classification of interest and dividend in statement of cash flows.

(iii) New disclosures of expenses by nature

Entities are required to present expenses in the operating category by nature, function or a mix of both. MFRS 18 includes guidance for entities to assess and determine which approach is most appropriate based on the facts and circumstances.

(iv) Management-defined Performance Measures (MPMs)

The standard requires disclosure of explanations of the entity’s company-specific measures that are related to the statement of profit or loss, referred to MPMs. MPMs are required to be reconciled to the most similar specified subtotal in MFRS Accounting Standards.

(v) Enhanced Guidance on Aggregation and Disaggregation

MFRS 18 provides enhanced guidance on grouping items based on shared characteristics and requires disaggregation when items have dissimilar characteristics or when such disaggregation is material.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

The potential impact of the new standard on the financial statements of the Group and of the Company have yet to be assessed.

(b) Functional and presentation currency

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

(c) Significant accounting judgments, estimates and assumptions

The preparation of the Group and of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

Judgements

There are no significant areas of critical judgement in applying accounting policies that have significant effect on the amounts recognised in the financial statements.

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 reporting period are set out below:

Useful lives/amortisation of property, plant and equipment (Note 4) and right-of-use ("ROU") assets (Note 5)

The Group and the Company regularly review the estimated useful lives of property, plant and equipment and ROU assets based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment and ROU assets would increase the recorded depreciation and decrease the value of property, plant and equipment and ROU assets.

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

2. Basis of Preparation (Cont'd)

- (c) Significant accounting judgments, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)Impairment of investments in subsidiary companies

The Company reviews its investments in subsidiary companies when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount at the reporting date for investments in subsidiaries is disclosed in Note 6.

Provision for expected credit loss of trade receivables at amortised cost

The Group and the Company review the recoverability of its trade receivables at each reporting date to assess whether an impairment loss should be recognised. The impairment provisions for receivables are based on assumptions about risk of default and expected loss rates. The Group and the Company use judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's and on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The carrying amounts at the reporting date for trade receivables are disclosed in Note 8.

3. Material Accounting Policies

The Group and the Company apply the material accounting policies set out below, consistently throughout all periods presented in the financial statements unless otherwise stated.

- (a) Basis of consolidation

- (i) Subsidiary companies

In the Company's separate financial statements, investment in subsidiaries are stated at cost less any accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(b) Foreign currency transactions and balances

Transactions in foreign currency are recorded in the functional currency of the respective Group entities using the exchange rates prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are included in profit or loss.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the reporting period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. Exchange differences arising from such non-monetary items are also recognised in other comprehensive income.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The policy of recognition and measurement of impairment losses is in accordance with Note 3(h)(i).

(i) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and less any impairment losses. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefit associated with the item will flow to the Group and the Company and the cost of the item can be measured reliably.

(ii) Depreciation

Depreciation is recognised in the profit or loss on straight line basis to write off the cost of each asset to its residual value over its estimated useful life.

Property, plant and equipment are depreciated based on the depreciation rate of the assets as follows:

Office equipment	20%
Renovations	20%
Furniture and fittings	20%
Signboard	20%
Tools and equipment	20%

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)**(c) Property, plant and equipment (Cont'd)****(ii) Depreciation (Cont'd)**

The residual values, useful lives and depreciation method are reviewed at each reporting period end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in property, plant and equipment.

(d) LeasesAs lessee

The ROU asset is initially measured at cost and subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group and to the Company by the end of the lease term or the cost of the ROU asset reflects that the Group and the Company will exercise a purchase option. In that case the ROU asset will be depreciated over the useful life of the underlying asset, which determined on the same basis as those of property, plant and equipment. In addition, the ROU asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurement of lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the respective Group entities' incremental borrowing rate is used.

The lease liability is measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a revision of in-substance fixed lease payments, or if there is a change in the Group's and the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Group and if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. The Group and the Company will reassess whether it is reasonably certain to exercise the extension option if there is a significant change in circumstances within its control.

When the lease liability is remeasured as described in the above paragraph, a corresponding adjustment is made to the carrying amount of the ROU asset or is recorded in profit or loss if the carrying amount of the ROU asset has been reduced to zero.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(d) Leases (Cont'd)

As lessee (Cont'd)

Short-term leases and leases of low-value assets

The Group and the Company have elected not to recognise ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group and the Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. Low value assets are those assets valued at less than RM20,000 each when purchased new.

As lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

If the lease arrangement contains lease and non-lease components, the Group and the Company apply MFRS 15 Revenue from Contracts with Customers to allocate the consideration in the contract based on the stand-alone selling price.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. Contingent rents are recognised as revenue in the period in which they are earned.

(e) Financial assets

Financial assets are recognised in the statements of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at FVTPL, directly attributable transaction costs.

The Group and the Company determine the classification of their financial assets at initial recognition, and the categories include trade and other receivables, amount due from subsidiary companies, fixed deposits with licensed banks and cash and bank balances.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(e) Financial assets (Cont'd)

(i) Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. The Group's and the Company's financial assets at amortised cost include trade and other receivables excluding prepayments, amount due from subsidiaries, fixed deposits with licensed bank and bank and cash balances.

(ii) Financial assets at fair value through other comprehensive income ("FVTOCI")

The Group and the Company have not designated any financial assets at FVTOCI.

(iii) Financial assets at fair value through profit or loss

The Group and the Company have not designated any financial assets at FVTPL.

All financial assets, except for those measured at FVTPL and equity investments measured at FVTOCI, are subject to impairment assessment in accordance with Note 3(h)(ii) on impairment of financial assets.

Regular way purchase or sale of financial assets

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group or the Company commit to purchase or sell the asset.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(e) Financial assets (Cont'd)

Derecognition

A financial asset or part of it is derecognised when, and only when the contractual rights to receive cash flows from the financial asset expire or transferred, or control of the financial asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial assets and the sum of consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

(f) Financial liabilities

Financial liabilities are recognised when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments. All financial liabilities are recognised initially at fair value plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(g) Inventories

Inventories are stated at the lower of cost (determined on a weighted average basis) and net realisable value. Where necessary, allowance is made for deteriorated, obsolete and slow-moving inventories.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(h) Impairment of assets

(i) Non-financial assets

The carrying amounts of non-financial assets (except for inventories and deferred tax assets and non-current assets classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives, or that are not yet available for use, the recoverable amount is estimated each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units.

The recoverable amount of an asset or cash-generating unit is the greater of its value-in-use and its fair value less costs of disposal. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. Impairment loss is recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amounts of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (group of cash-generating units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised for asset in prior years. Such reversal is recognised in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(h) Impairment of assets (Cont'd)

(ii) Financial assets

The Group and the Company recognise an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (“a 12-month ECL”). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (“a lifetime ECL”).

For trade receivables, other receivables, and inter-company balances, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(i) Provisions

Provisions are recognised when there is a present legal or constructive obligation that can be estimated reliably, as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each end of the reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)**(i) Provisions (Cont'd)**

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. The expense relating to any provision is presented in the statements of profit or loss and other comprehensive income net of any reimbursement.

(j) Employee benefits**(i) Short term employee benefits**

Wages, salaries, bonuses and social security contributions are recognised as an expense in the reporting period in which the associated services are rendered by employees of the Group and of the Company. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick and medical leave are recognised when the absences occur.

The expected cost of accumulating compensated absences is measured as additional amount expected to be paid as a result of the unused entitlement that has accumulated at the end of the reporting period.

(ii) Defined contribution plans

As required by law, companies in Malaysia make contributions to the state pension scheme, the Employee Provident Fund ("EPF"). Some of the Group's foreign subsidiaries also make contributions to their respective countries' statutory pension schemes. Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group and the Company have no further payment obligations.

(k) Contract asset and contract liabilities

Contract asset is the right to consideration for goods or services transferred to the customers. The Group's contract asset is the excess of revenue recognised over the billings to-date and deposits or advances received from customers.

Where there is objective evidence of impairment, the amount of impairment losses is determined by comparing the contract asset's carrying amount and the present value of estimated future cash flows to be generated by the contract asset.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(k) Contract asset and contract liabilities (Cont'd)

Contract asset is reclassified to trade receivables at the point at which invoices have been billed to customers.

Contract liability is the obligation to transfer goods or services to customers for which the Group has received the consideration or has billed the customers. The Group's contract liability is the excess of the billings to-date over the revenue recognised. Contract liabilities are recognised as revenue when the Group performs its obligation under the contracts.

Contract costs comprise costs incurred for the event management services. The contract costs recognised in profit or loss when the related event management of the contract is completed.

(l) Revenue recognition

(i) Revenue from contracts with customers

Revenue is recognised when the Group satisfied a performance obligation ("PO") by transferring a promised good or services to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

The Group recognises revenue from the following major sources:

(i) Event management services

The revenue arising from event management services are recognised at a point in time unless one of the following overtime criteria is met:

- (a) The customer simultaneously received and consumes the benefits provided;
- (b) The Group's performance creates and enhances an asset that the customer control as the asset is created or enhances; or
- (c) The Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)**(l) Revenue recognition (Cont'd)**

The Group recognises revenue from the following major sources: (Cont'd)

(ii) Sales of goods

Revenue from sale of goods is recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

(iii) Interest income

Revenue from interest income on loan financing is recognised on accrual basis unless recoverability is in doubt, in which case the recognition of interest is suspended. Subsequent to suspension interest is recognised on receipt basis.

The Group recognises interest income using EIR method.

(iv) Rental income

Rental income is recognised on an accrual basis.

(v) Management fee

Management fee is recognised when services are rendered.

(vi) Services fee

Consultant services fee is recognised when services are rendered.

(m) Income taxes

Tax expense in profit or loss comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the financial period, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial periods.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

3. Material Accounting Policies (Cont'd)

(n) Income taxes (Cont'd)

Deferred tax is recognised using the liability method for all temporary differences between the carrying amounts of assets and liabilities in the statements of financial position and their tax bases. Deferred tax is not recognised for the temporary differences arising from the initial recognition of goodwill, the initial recognition of assets and liabilities in a transaction which is not a business combination and that affects neither accounting nor taxable profit nor loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(o) Segments reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-makers are responsible for allocating resources and assessing performance of the operating segments and make overall strategic decisions. The Group's operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

4. Property, Plant and Equipment

Group	Office equipment RM	Renovations RM	Furniture and fittings RM	Signboard RM	Tools and equipment RM	Total RM
31.12.2025						
Cost						
At 1 July 2024	660,690	180,429	39,857	7,193	6,678,085	7,566,254
Additions	49,544	-	-	-	2,432,785	2,482,329
At 31 December 2025	710,234	180,429	39,857	7,193	9,110,870	10,048,583
Accumulated depreciation						
At 1 July 2024	346,383	143,331	16,889	3,008	2,687,584	3,197,195
Charge for the financial period	153,556	25,991	9,569	1,712	2,192,795	2,383,623
At 31 December 2025	499,939	169,322	26,458	4,720	4,880,379	5,580,818
Carrying amount						
At 31 December 2025	210,295	11,107	13,399	2,473	4,230,491	4,467,765

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

4. Property, Plant and Equipment (Cont'd)

Group	Office equipment RM	Renovations RM	Furniture and fittings RM	Signboard RM	Tools and equipment RM	Total RM
30.6.2024						
Cost						
At 1 July 2023	692,536	373,379	109,877	7,193	6,678,085	7,861,070
Written off	(31,846)	(192,950)	(70,020)	-	-	(294,816)
At 30 June 2024	660,690	180,429	39,857	7,193	6,678,085	7,566,254
Accumulated depreciation						
At 1 July 2023	264,660	280,365	70,800	1,867	1,355,285	1,972,977
Charge for the financial year	111,534	26,974	6,000	1,141	1,332,299	1,477,948
Written off	(29,811)	(164,008)	(59,911)	-	-	(253,730)
At 30 June 2024	346,383	143,331	16,889	3,008	2,687,584	3,197,195
Carrying amount						
At 30 June 2024	314,307	37,098	22,968	4,185	3,990,501	4,369,059

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

4. Property, Plant and Equipment (Cont'd)

	Office equipment RM	Furniture and fittings RM	Renovation RM	Total RM
Company				
31.12.2025				
Cost				
At 1 July 2024	60,826	10,150	25,995	96,971
Addition	19,849	-	-	19,849
At 31 December 2025	<u>80,675</u>	<u>10,150</u>	<u>25,995</u>	<u>116,820</u>
Accumulated depreciation				
At 1 July 2024	34,614	6,680	17,330	58,624
Charge for the financial period	22,564	3,045	7,799	33,408
At 31 December 2025	<u>57,178</u>	<u>9,725</u>	<u>25,129</u>	<u>92,032</u>
Carrying amount				
At 31 December 2025	<u>23,497</u>	<u>425</u>	<u>866</u>	<u>24,788</u>
30.6.2024				
Cost				
At 1 July 2023/ 30 June 2024	<u>60,826</u>	<u>10,150</u>	<u>25,995</u>	<u>96,971</u>
Accumulated depreciation				
At 1 July 2023	22,449	4,650	12,131	39,230
Charge for the financial year	12,165	2,030	5,199	19,394
At 30 June 2024	<u>34,614</u>	<u>6,680</u>	<u>17,330</u>	<u>58,624</u>
Carrying amount				
At 30 June 2024	<u>26,212</u>	<u>3,470</u>	<u>8,665</u>	<u>38,347</u>

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

5. Right-of-Use Assets

	Premises RM	Motor Vehicles RM	Total RM
Group			
31.12.2025			
Cost			
At 1 July 2024	662,396	254,785	917,181
Additions	789,525	-	789,525
Expiration of lease contracts	(121,552)	-	(121,552)
At 31 December 2025	<u>1,330,369</u>	<u>254,785</u>	<u>1,585,154</u>
Accumulated depreciation			
At 1 July 2024	542,830	31,848	574,678
Charge for the financial period	313,572	191,088	504,660
Expiration of lease contracts	(121,552)	-	(121,552)
At 31 December 2025	<u>734,850</u>	<u>222,936</u>	<u>957,786</u>
Carrying amount			
At 31 December 2025	<u>595,519</u>	<u>31,849</u>	<u>627,368</u>
30.6.2024			
Cost			
At 1 July 2023	516,460	-	516,460
Additions	145,936	254,785	400,721
At 30 June 2024	<u>662,396</u>	<u>254,785</u>	<u>917,181</u>
Accumulated depreciation			
At 1 July 2023	364,654	-	364,654
Charge for the financial year	178,176	31,848	210,024
At 30 June 2024	<u>542,830</u>	<u>31,848</u>	<u>574,678</u>
Carrying amount			
At 30 June 2024	<u>119,566</u>	<u>222,937</u>	<u>342,503</u>

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

5. Right-of-Use Assets (Cont'd)

	Premises RM
Company	
31.12.2025	
Cost	
At 1 July 2024	540,844
Additions	323,892
At 31 December 2025	<u>864,736</u>
Accumulated depreciation	
At 1 July 2024	461,795
Charge for the financial period	182,515
At 31 December 2025	<u>644,310</u>
Carrying amount	
At 31 December 2025	<u>220,426</u>
30.6.2024	
Carrying amount	
Cost	
At 1 July 2023	394,908
Additions	145,936
At 30 June 2024	<u>540,844</u>
Accumulated depreciation	
At 1 July 2023	324,136
Charge for the financial year	137,659
At 30 June 2024	<u>461,795</u>
Carrying amount	
At 30 June 2024	<u>79,049</u>

The net carrying amount of the motor vehicles of the Group held under lease arrangement is RM31,849 (30.6.2024: RM222,937).

The entire additional costs for the right-of-use assets of the Group and of the Company during the financial period/year are acquired under lease financing.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

6. Investment in Subsidiary Companies

	Company	
	31.12.2025	30.6.2024
	RM	RM
In Malaysia		
At cost		
Unquoted shares	100,640,055	15,150,054
Less: Accumulated impairment losses	(78,730,815)	(15,149,049)
	<u>21,909,240</u>	<u>1,005</u>

During the financial period, the Company subscribed for additional shares in its subsidiaries amounting to RM85.49million. The subscription was satisfied via capitalisation of amounts due from the subsidiaries, resulting in a corresponding increase in investment in subsidiary companies and a decrease in amounts due from subsidiaries.

Movements in the allowance for impairment losses are as follows:

	Company	
	31.12.2025	30.6.2024
	RM	RM
At 1 July 2024/2023	15,149,049	15,102,504
Impairment losses recognised	63,581,766	46,545
At 31 December 2025/30 June 2024	<u>78,730,815</u>	<u>15,149,049</u>

An impairment loss amounting to RM63,581,766 (1.7.2023 to 30.6.2024: RM46,545) was recognised during the financial period/year.

The impairment losses were recognised in administration expenses in the statements of profit or loss and other comprehensive income.

Details of the subsidiary companies are as follows:

Name of company	Place of business/ Country of incorporation	Effective Interest		Principal activities
		31.12.2025	30.6.2024	
		%	%	
Direct holding:				
Futurescape Equipment Sdn. Bhd.	Malaysia	100	100	Renting of tools and equipment for stage design production

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

6. Investment in Subsidiary Companies (Cont'd)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective Interest		Principal activities
		31.12.2025 %	30.6.2024 %	
Direct holding: (Cont'd)				
ICT Rewards and Services Sdn. Bhd.	Malaysia	100	100	Restaurant operator
Contango Alpha Sdn. Bhd.	Malaysia	100	100	Trading of telephone and telecommunications equipment and cell phones, event management and trading and general trading
PC3 Technology Sdn. Bhd.	Malaysia	100	100	Money lending
Urusrasa Sdn. Bhd.	Malaysia	100	100	Dormant
Octagon Media Sdn. Bhd.	Malaysia	100	100	Advertising, media buying and maintainer of social media platforms
Trumpet International Sdn. Bhd.	Malaysia	100	100	Event and artist management
Excitix Ticketing Sdn. Bhd.	Malaysia	100	100	Ticketing solutions provider to the event industry
Supernova International Sdn. Bhd.	Malaysia	100	-	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

6. Investment in Subsidiary Companies (Cont'd)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective Interest		Principal activities
		31.12.2025 %	30.6.2024 %	
<i>Indirect holding:</i>				
<i>Subsidiary company of ICT Rewards and Services Sdn. Bhd.</i>				
Supernova International Sdn. Bhd.	Malaysia	-	100	Investment holding

7. Goodwill on Consolidation

	Group	
	31.12.2025 RM	30.6.2024 RM
Cost		
At 31 December 2025/1 July 2024	2,670,921	2,670,921
Accumulated impairment losses		
At 31 December 2025/1 July 2024	2,670,921	2,670,921
Carrying amount		
At 31 December 2025/30 June 2024	-	-

The goodwill arising on consolidation relates to the acquisition of subsidiaries primarily engaged in the event management business.

In the previous financial year, an impairment loss of RM2,670,921 was recognised on goodwill as the recoverable amount was determined to be lower than its carrying amount.

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

8. Trade Receivables

	Group	
	31.12.2025	30.6.2024
	RM	RM
Trade receivables		
- Third party	24,417,047	28,222,493
- Related party	866,080	1,177,728
	<u>25,283,127</u>	<u>29,400,221</u>
Less: Accumulated impairment losses	(8,740,730)	(5,309,752)
	<u>16,542,397</u>	<u>24,090,469</u>
Presented as:		
Non-Current	9,937,251	4,094,751
Current	6,605,146	19,995,718
	<u>16,542,397</u>	<u>24,090,469</u>
Secured	6,608,093	15,748,920
Unsecured	9,934,304	8,341,549
	<u>16,542,397</u>	<u>24,090,469</u>

Included in trade receivables of the Group is an amount of RM866,080 (30.6.2024: RM1,171,000) due from a subsidiary company of a corporate shareholder.

Trade receivables of RM1,196,585 (30.6.2024: RM629,698) are non-interest bearing and the normal credit terms are generally 30 days (30.6.2024: 30) days.

Secured and unsecured loan receivables of RM6,608,093 and RM8,737,719 (2024: RM15,748,920 and RM7,711,851) are with interest bearing ranging from 8% to 18% (30.6.2024: 8% to 12%) per annum and repayable over 12 to 60 (2024: 12 to 60) monthly instalments.

All loan receivables are to pay only interest portion on monthly basis and the whole principal amount of loan is to be paid in final payment of the loan except RM7,600,000 (30.6.2024: RM7,000,000) which is to be paid on monthly basis for both interest and principal portion.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

8. Trade Receivables (Cont'd)

Movements in the allowance for impairment losses are as follows:

	Group	
	31.12.2025	30.6.2024
	RM	RM
At 1 July 2024/2023	5,309,752	1,350,118
Impairment losses recognised	6,911,589	4,310,000
Impairment loss reversed	(3,480,611)	(350,366)
At 31 December 2025/30 June 2024	8,740,730	5,309,752

The aged analysis of trade receivables as at the end of the reporting period:

	Gross amount RM	Specific allowance RM	Expected credit losses RM	Net amount RM
Group				
31.12.2025				
Neither past due nor impaired	16,598,259	-	(2,186,781)	14,411,478
<i>Past due but not impaired:</i>				
Less than 30 days	203,828	-	(49,007)	154,821
31 to 60 days	189,167	-	(47,954)	141,213
61 to 90 days	576,333	-	(61,886)	514,447
91 to 120 days	1,224,363	-	(215,134)	1,009,229
More than 121 days	416,668	-	(105,459)	311,209
	2,610,359	-	(479,440)	2,130,919
<i>Credit impaired</i>				
Individual impaired	6,074,509	(6,074,509)	-	-
	25,283,127	(6,074,509)	(2,666,221)	16,542,397

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

8. Trade Receivables (Cont'd)

The aged analysis of trade receivables as at the end of the reporting period: (Cont'd)

	Gross amount RM	Specific allowance RM	Expected credit losses RM	Net amount RM
Group (Cont'd)				
30.6.2024				
Neither past due nor impaired	22,013,553	-	-	22,013,553
<i>Past due but not impaired:</i>				
Less than 30 days	150,324	-	-	150,324
31 to 60 days	65,805	-	-	65,805
61 to 90 days	34,807	-	-	34,807
91 to 120 days	122,831	-	-	122,831
More than 121 days	2,216,901	-	(513,752)	1,703,149
	2,590,668	-	(513,752)	2,076,916
<i>Credit impaired</i>				
Individual impaired	4,796,000	(4,796,000)	-	-
	<u>29,400,221</u>	<u>(4,796,000)</u>	<u>(513,752)</u>	<u>24,090,469</u>

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group.

As at 31 December 2025, trade receivables of RM2,130,919 (30.6.2024: RM2,076,916) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default.

The trade receivables of the Group that are individually assessed to be impaired amounting to RM6,074,509 (30.6.2024: RM4,796,000), relate to customers that are in financial difficulties, have defaulted on payments and/or have disputed on the billings. These balances are expected to be recovered through the debts recovery process.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

9. Inventories

	Group	
	31.12.2025	30.6.2024
	RM	RM
At cost:		
Trading goods	<u>537,437</u>	<u>363,286</u>
Recognised in profit or loss:		
Inventories recognised as cost of sales	<u>373,006</u>	<u>28,606</u>

10. Other Receivables

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
Other receivables	5,304,918	5,351,324	1,395,291	1,395,291
Less: Accumulated impairment losses	<u>(5,295,291)</u>	<u>(5,295,291)</u>	<u>(1,395,291)</u>	<u>(1,395,291)</u>
	9,627	56,033	-	-
Deposits	2,029,504	146,001	47,834	48,828
Prepayments	<u>289,037</u>	<u>2,087,533</u>	<u>-</u>	<u>-</u>
	<u>2,328,168</u>	<u>2,289,567</u>	<u>47,834</u>	<u>48,828</u>

Movements in the allowance for impairment losses are as follows:

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
At 31 December 2025/1 July 2024	<u>5,295,291</u>	<u>5,295,291</u>	<u>1,395,291</u>	<u>1,395,291</u>

Other receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant difficulties and have defaulted on payments.

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

11. Other Investments

	Group	
	31.12.2025	30.6.2024
	RM	RM
Financial asstes at fair value through profit or loss		
Quoted shares in Malaysia	<u>5,036,184</u>	<u>6,602,729</u>

The other investments measured at fair value recurring basis and classified as Level 1 of the fair value hierarchy by reference to quoted price at active market.

12. Amount Due from Subsidiary Companies

	Company	
	31.12.2025	30.6.2024
	RM	RM
Non-trade related	6,841,833	80,812,978
Less: Accumulated impairment losses	-	(52,518,377)
	<u>6,841,833</u>	<u>28,294,601</u>

These represents non-trade in nature, unsecured, non-interest bearing advances and repayable on demand.

During the financial period, the Company capitalised the amount due from its subsidiary companies amounting to RM85.49million through subscription of additional shares in its subsidiaries.

Movement in allowance for impairment losses are as follows:

	Company	
	31.12.2025	30.6.2024
	RM	RM
At 1 July 2024/2023	52,518,377	52,881,237
Reversal of impairment losses	(52,518,377)	(362,860)
At 31 December 2025/30 June 2024	<u>-</u>	<u>52,518,377</u>

The reversal of impairment losses in the amount due from subsidiaries were due to the capitalisation of equity contributions.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

13. Fixed Deposits with Licensed Banks

The interest rates of fixed deposits of the Group and of the Company are ranging from 1.75% to 2.13% (30.6.2024: 3.20% to 3.62% per annum and the maturity of deposits is 1 month (30.6.2024: 1 to 3 months).

14. Share Capital

	Group and Company			
	Number of Shares		Amount	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	Units	Units	RM	RM
Issued and fully paid ordinary shares				
At 1 July 2024 /2023	1,135,709,139	1,135,709,139	87,761,774	87,761,774
Reduction of share capital	-	-	(47,076,525)	-
At 31 December 2025/30 June 2024	<u>1,135,709,139</u>	<u>1,135,709,139</u>	<u>40,685,249</u>	<u>87,761,774</u>

On 15 April 2025, the Company completed the share capital reduction by reducing the amount issued share capital from RM87,761,774 to RM40,685,249 by way of offsetting against accumulated losses of RM47,076,525 pursuant to Section 117 of the Companies Act 2016.

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

15. Reserves

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
Accumulated losses	<u>(10,707,914)</u>	<u>(44,969,254)</u>	<u>(11,881,960)</u>	<u>(47,076,525)</u>

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

16. Lease Liabilities

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
At 1 July 2024/2023	348,156	163,304	79,588	78,972
Additions	789,525	400,721	323,892	145,936
Accretion of interest	57,370	14,072	16,214	4,919
Payments	(548,283)	(229,941)	(193,078)	(150,239)
At 31 December 2025 /30 June 2024	<u>646,768</u>	<u>348,156</u>	<u>226,616</u>	<u>79,588</u>
Presented as:				
Non-Current	356,568	99,525	118,652	-
Current	290,200	248,631	107,964	79,588
	<u>646,768</u>	<u>348,156</u>	<u>226,616</u>	<u>79,588</u>

The maturity analysis of lease liabilities of the Group and of the Company at the end of the reporting period:

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
Within one year	331,289	262,778	117,187	80,774
Later than one year and not later than two years	297,187	102,303	117,187	-
Later than two years and not later than five years	79,884	-	4,884	-
	<u>708,360</u>	<u>365,081</u>	<u>239,258</u>	<u>80,774</u>
Less: Future finance charges	(61,592)	(16,925)	(12,642)	(1,186)
Present value of lease liabilities	<u>646,768</u>	<u>348,156</u>	<u>226,616</u>	<u>79,588</u>

The Group leases premises and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

The lease liabilities bear interest at 6.40% to 6.65% (30.6.2024: 5.40% to 6.65%) per annum.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

17. Deferred Tax Liabilities

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
At 1 July 2024/2023	-	28,506	-	-
Over provision in prior years	-	(28,506)	-	-
At 31 December 2025/ 30 June 2024	-	-	-	-

The net deferred tax assets and liability shown on the statements of financial position after appropriate offsetting are as follows:

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
Deferred tax assets	(32,801)	(37,431)	(539)	(5,884)
Deferred tax liabilities	32,801	37,431	539	5,884
	-	-	-	-

The components and movements of deferred tax assets and liability are as follows:

	Unabsorbed capital allowances RM
Group	
Deferred tax assets	
At 1 July 2024	(37,431)
Recognised in profit or loss	5,851
Under provision in prior financial period	(1,221)
At 31 December 2025	(32,801)
At 1 July 2023	(177,861)
Recognised in profit or loss	159,276
Under provision in prior financial years	(18,846)
At 30 June 2024	(37,431)

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

17. Deferred Tax Liabilities (Cont'd)

The components and movements of deferred tax assets and liability are as follows:
(Cont'd)

	Accelerated capital allowances RM
Group (Cont'd)	
Deferred tax liability	
At 1 July 2024	37,431
Recognised in profit or loss	(6,502)
Over provision in prior financial period	1,872
At 31 December 2025	<u>32,801</u>
At 1 July 2023	206,367
Recognised in profit or loss	(159,348)
Over provision in prior financial years	(9,588)
At 30 June 2024	<u>37,431</u>
	Unabsorbed capital allowances RM
Company	
Deferred tax asset	
At 1 July 2024	(5,884)
Recognised in profit or loss	5,345
At 31 December 2025	<u>(539)</u>
At 1 July 2023	(4,259)
Recognised in profit or loss	2,474
Under provision in prior financial years	(4,099)
At 30 June 2024	<u>(5,884)</u>

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

17. Deferred Tax Liabilities (Cont'd)

The components and movements of deferred tax assets and liability are as follows:
(Cont'd)

	Accelerated capital allowances RM
Company (Cont'd)	
Deferred tax liability	
At 1 July 2024	5,884
Recognised in profit or loss	(5,345)
At 31 December 2025	<u>539</u>
At 1 July 2023	4,259
Recognised in profit or loss	(2,474)
Over provision in prior financial years	4,099
At 30 June 2024	<u>5,884</u>

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Unabsorbed capital allowances	16,786,681	15,505,310	83,524	50,574
Unutilised tax losses	18,836,260	16,325,614	5,286,055	5,269,735
Other deductible temporary differences	810,979	-	-	-
	<u>36,433,921</u>	<u>31,830,924</u>	<u>5,369,580</u>	<u>5,320,309</u>

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiary companies that have a recent history of losses.

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

18. Trade Payables

	Group	
	31.12.2025	30.6.2024
	RM	RM
Trade payables		
- third parties	109,913	624,085
- related parties	-	15,966
	<u>109,913</u>	<u>640,051</u>

Credit terms of trade payables of the Group ranged from 0 to 30 days (30.6.2024: 0 to 30 days) depending on the terms of the contracts. The trade payables are non-interest bearing and unsecured.

Included in trade payables of the Group is an amount of RMNIL (30.6.2024: RM15,966) due from company in which Directors have interest.

19. Other Payables

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	RM	RM	RM	RM
Other payables	102,202	151,878	71,740	117,928
Accruals	273,636	242,189	122,510	100,647
Deposits received	137,692	62,893	-	-
Service tax payable	12,790	-	-	-
	<u>526,320</u>	<u>456,960</u>	<u>194,250</u>	<u>218,575</u>

20. Contract Liabilities

	Group	
	31.12.2025	30.6.2024
	RM	RM
Deferred income	<u>1,026,389</u>	<u>10,090,019</u>

The Group issues invoices to the customers while the revenue recognised when the performance obligation is satisfied. The Group has contract liabilities which represent unsatisfied performance obligation the end of the reporting year is expected to be recognised within 1 year.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

21. Amount due to a related party

These represent non-trade related, non-interest bearing, unsecured and repayable on demand.

22. Revenue

	Group	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Revenue form contracts with customers:		
- Sales of goods	469,947	12,822
- Services rendered	11,663,350	6,802,333
- Rental income	350,685	637,084
- Interest income	3,807,349	1,450,033
	<u>16,291,331</u>	<u>8,902,272</u>
Timing of revenue recognition		
At a point in time	9,885,463	8,293,939
Over time	6,405,868	608,333
	<u>16,291,331</u>	<u>8,902,272</u>

23. Finance Costs

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Interest expenses on:				
- Lease liabilities	<u>57,370</u>	<u>14,072</u>	<u>16,214</u>	<u>4,919</u>

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

24. Loss before Tax

Loss before tax is determined after charging/(crediting) amongst other, the following items:

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Auditors' remuneration				
- statutory audit	150,000	123,400	62,000	52,000
- non statutory audit	7,000	7,000	7,000	7,000
Bad debts written off	540,944	-	-	-
Depreciation of property, plant and equipment	2,383,623	1,477,948	33,408	19,394
Depreciation of right-of-use assets	504,660	210,024	182,515	137,659
Fair value loss on other investment	4,683,991	-	-	-
Impairment loss on:				
- Investment in subsidiary companies	-	-	63,581,766	46,545
- Trade receivables	6,911,589	4,310,000	-	-
Property, plant and equipment written off	-	41,086	-	-
Loss/(Gain) on foreign exchange:				
- realised	186,521	(3,175)	-	-
- unrealised	33,363	(28,994)	-	-
Interest income				
- cash and cash equivalents	(148,538)	(267,872)	(37,084)	(176,140)
- deposit with licensed bank	(262,750)	(278,434)	(257,137)	(276,022)
Rental income	-	-	(191,566)	(158,413)
Short-term leases:				
- Rental of machinery and equipment	3,810	5,357	-	-
- Rental of premises	335,809	180,013	-	-

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

24. Loss before Tax (Cont'd)

Loss before tax is determined after charging/(crediting) amongst other, the following items:
(Cont'd)

	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Reversal of impairment losses recognised on				
- trade receivables	(3,480,611)	(350,366)	-	-
- amount due from subsidiary companies	-	-	(52,518,377)	(362,860)
Unwinding of discount				
- Trade receivables	(689,971)	532,334	-	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

25. Taxation

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Tax expenses recognised in profit or loss:				
Current tax provision	321,375	186,994	-	-
Under/(Over) provision in prior financial years	254,998	(19,986)	-	-
	<u>576,373</u>	<u>167,008</u>	<u> </u>	<u> </u>
Deferred tax:				
Over provision in prior financial years	-	(28,506)	-	-
Tax expense for the financial period/year	<u>576,373</u>	<u>138,502</u>	<u> </u>	<u> </u>

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

25. Taxation (Cont'd)

Malaysian income tax is calculated at the statutory tax rate of 24% (30.6.2024: 24%) of the estimated assessable profits for the financial period.

A reconciliation of income tax expense applicable to loss before tax at the statutory tax rate to income tax expenses at the effective income of the Group and of the Company are as follows:

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Loss before tax	(12,238,812)	(7,504,551)	(11,881,960)	(232,650)
At Malaysian statutory tax rate of 24% (1.7.2023 to 30.6.2024: 24%)	(2,937,315)	(1,801,092)	(2,851,670)	(55,836)
Expenses not deductible for tax purposes	2,427,562	1,420,458	15,444,255	76,721
Income not subject to tax	(273,592)	(171,174)	(12,604,410)	(87,086)
Deferred tax assets not recognised	1,119,765	738,802	11,825	66,201
Utilisation of previously unrecognised tax assets	(15,045)	-	-	-
Under/(Over) provision in respect of prior financial year				
- Taxation	254,998	(19,986)	-	-
- Deferred tax	-	(28,506)	-	-
Tax expense for the financial period/year	576,373	138,502	-	-

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

25. Taxation (Cont'd)

The Group and the Company have the following estimated unabsorbed capital allowances and unused tax losses available to carry forward to offset against future taxable profits. The said amount is subject to approval by the tax authorities.

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Unabsorbed capital allowances	16,923,352	15,661,049	85,770	75,091
Unutilised tax losses	18,836,260	16,325,614	5,286,055	5,269,735
	<u>35,759,612</u>	<u>31,986,663</u>	<u>5,371,825</u>	<u>5,344,826</u>

With effects from year assessment 2019, unutilised tax losses are allowed to be carried forward up to a maximum of ten (10) years of assessment under the current tax legislation in Malaysia. The other temporary difference does not expire under tax legislation.

Pursuant to Section 44(5F) of the Income Tax Act 1967 in Malaysia, the unutilised tax losses can only be carried forward until the following years of assessment.

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Unutilised tax losses to be carried forward until:				
- Year of assessment 2028	10,634,960	10,697,649	3,768,900	3,768,900
- Year of assessment 2029	630,521	630,521	607,389	607,389
- Year of assessment 2030	257,123	257,123	40,433	40,433
- Year of assessment 2031	1,050,779	1,050,779	560,474	560,474
- Year of assessment 2032	582,240	582,240	3,329	3,329
- Year of assessment 2033	2,011,204	1,308,411	85,588	85,588
- Year of assessment 2034	1,363,024	1,798,891	203,622	203,622
- Year of assessment 2035	2,306,409	-	16,320	-
	<u>18,836,260</u>	<u>16,325,614</u>	<u>5,286,055</u>	<u>5,269,735</u>

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

26. Loss Per Share**(a) Basic loss per share**

The basic earnings per share are calculated based on the consolidated loss for the financial period/year attributable to owners of the parent and the weighted average number of ordinary shares in issue during the financial period as follows:

	Group	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Loss attributable to owners of the parent for basic earnings	<u>(12,815,185)</u>	<u>(7,643,053)</u>
Weighted average number of ordinary shares in issue (in shares):	<u>1,135,709,139</u>	<u>1,135,709,139</u>
Basic loss per ordinary share (in sen)	<u>(1.13)</u>	<u>(0.67)</u>

(b) Diluted loss per share

Diluted loss per ordinary share is not applicable for the current and previous financial period as the unexercised share options were anti-dilutive in nature, this is due to the average market share price of the Company being below the exercise price of share options.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

27. Staff Costs

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Directors' fee	1,027,400	639,434	392,400	319,434
Salaries, wages and other emoluments	2,458,465	1,668,923	1,112,276	674,125
Defined contribution plans	276,645	223,799	149,870	94,719
Social security contributions	25,810	19,233	11,670	5,847
Other benefits	115,890	72,734	26,476	19,886
	<u>3,904,210</u>	<u>2,624,123</u>	<u>1,692,692</u>	<u>1,114,011</u>

Included in staff costs is aggregate amount of remuneration received and receivable by the Executive Director and Non-executive Directors of the Company and of the subsidiary companies during the financial period/year as below:

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Executive Directors				
- Fees	221,000	155,834	-	41,834
- Salaries and other emoluments	-	145,517	-	145,517
- Defined contribution plans	-	23,836	-	23,836
- Social security contributions	-	772	-	772
	<u>221,000</u>	<u>325,959</u>	<u>-</u>	<u>211,959</u>
Non-executive Directors				
- Fees	806,400	483,600	392,400	277,600
	<u>1,027,400</u>	<u>809,559</u>	<u>392,400</u>	<u>489,559</u>

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

28. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the liabilities of the Company arising from financing activities, including both cash and non-cash changes:

	Note	At 1 July 2024 /2023 RM	Financing cash flows (i) RM	New lease (Note 5) RM	At 31 December 2025/ 30 June 2024 RM
Group					
31.12.2025					
Lease liabilities	16	348,156	(490,913)	789,525	646,768
Amount due to a related party	21	-	12,806	-	12,806
		<u>348,156</u>	<u>(478,107)</u>	<u>789,525</u>	<u>659,574</u>
30.6.2024					
Lease liabilities	16	163,304	(215,869)	400,721	348,156
Company					
31.12.2025					
Lease liabilities	16	79,588	(176,864)	323,892	226,616
30.6.2024					
Lease liabilities	16	78,972	(145,320)	145,936	79,588

(a) The financing cash flows from loans and borrowings make up the net amount of proceeds from or repayments of lease liabilities in the statements of cash flows.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

29. Related Party Disclosures

(a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group, having authority and responsibility for planning, directing and controlling the activities of the Group entities directly or indirectly.

(b) Significant related party transactions

Related party transactions have been entered into in the normal course of business under negotiated terms. In addition to the related party balances disclosed in Notes 8, 12, 18 and 21 to the financial statements, the significant related party transactions of the Group and of the Company are as follows:

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Transaction with subsidiary companies				
Rental charged to Management and consultation fee charged to	-	-	191,562	158,412
	-	-	1,343,210	678,120
Transaction with related parties				
Sales to related parties	2,241,189	1,889,596	-	-
Purchase from related party	72,060	-	-	-
Advances from related party	716,051	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

29. Related Party Disclosures (Cont'd)

(c) Compensation of key management personnel

Remuneration of Directors and other members of key management are as follows:

	Group		Company	
	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM	1.7.2024 to 31.12.2025 RM	1.7.2023 to 30.6.2024 RM
Fees	1,027,400	639,434	392,400	319,434
Salaries and other emoluments	587,611	547,987	587,611	547,987
Defined contribution plans	74,115	75,121	74,115	75,121
Social security contributions	3,616	2,852	3,616	2,852
	<u>1,692,742</u>	<u>1,265,394</u>	<u>1,057,742</u>	<u>945,394</u>

30. Segment Information

For management purposes, the Group is organised into business units based on the nature of products and services and has three reportable segments as follows:

- (a) Digital and media management
 - Providing consultancy service.
- (b) Event management
 - Event management;
 - Provision of ticketing solutions; and
 - Renting service for event equipment.
- (c) Financial solutions
 - Provision of money lending service.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

30. Segment Information (cont'd)

Other reporting segments that do not constitute reportable segments comprise operations related to investment holdings.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

Transactions between segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on consolidation. The measurement basis and classification are consistent with those adopted in the previous financial period.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

30. Segment Information (Cont'd)

Information about segment assets and liabilities are neither included in the internal management reports nor provided regularly to the management. Hence, no disclosures are made on segment assets and liabilities.

	Event management RM	Financial Solutions RM	Other operating segments RM	Total segments RM	Adjustment and eliminations RM	Consolidated RM
1.7.2024 to 31.12.2025						
Revenue						
External customers	12,014,035	3,807,349	469,947	16,291,331	-	16,291,331
Inter-segment	708,173	-	-	708,173	(708,173)	-
Total revenue	12,722,208	3,807,349	469,947	16,999,504	(708,173)	16,291,331
Results						
Interest income	114,074	-	297,214	411,288	-	411,288
Finance costs	(41,156)	-	(16,214)	(57,370)	-	(57,370)
Depreciation of property, plant and equipment	(2,317,086)	(29,785)	(36,752)	(2,383,623)	-	(2,383,623)
Depreciation of right-of use assets	(322,145)	-	(182,515)	(504,660)	-	(504,660)
Income tax expenses	(281,402)	(320,960)	25,989	(576,373)	-	(576,373)
Loss after tax	(4,477,275)	(2,717,770)	(16,683,530)	(23,878,575)	11,063,390	(12,815,185)
Segment Assets						
Additions to non-current assets	2,922,715	5,398	343,741	3,271,854	-	3,271,854
Segment assets	9,944,832	15,748,954	36,808,605	62,502,391	(30,202,860)	32,299,531

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

30. Segment Information (Cont'd)
31.12.2025
Segment Liabilities

Segment liabilities

	Event management RM	Financial Solutions RM	Other operating segments RM	Total segments RM	Adjustment and eliminations RM	Consolidated RM
	7,559,644	2,788,702	1,577,178	11,925,524	(9,603,328)	2,322,196
Other non-cash items						
Impairment loss on:						
- Trade receivables	-	6,911,589	-	6,911,589	-	6,911,589
- Investment in subsidiary companies	-	-	63,581,766	63,581,766	(63,581,766)	-
Reversal of impairment loss on:						
- Trade receivables	(950,000)	(2,530,611)	-	(3,480,611)	-	(3,480,611)
- Amount due from subsidiary companies	-	-	(52,518,377)	(52,518,377)	52,518,377	-
Bad debts written off	-	540,944	-	540,944	-	540,944
Fair value loss on other investments	-	-	4,683,991	4,683,991	-	4,683,991
Unrealised loss on foreign exchange	33,363	-	-	33,363	-	33,363
Unwinding of discount:						
- Trade receivables	-	(689,971)	-	(689,971)	-	(689,971)

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

30. Segment Information (Cont'd)

1.7.2023 to 30.6.2024

Revenue	Event management management RM	Financial Solutions RM	Other operating segments RM	Total segments RM	Adjustment and eliminations RM	Consolidated RM
External customers	7,416,433	1,450,033	35,806	8,902,272	-	8,902,272
Inter-segment	734,063	-	-	734,063	(734,063)	-
Total revenue	8,150,496	1,450,033	35,806	9,636,335	(734,063)	8,902,272
Results						
Interest income	92,011	-	454,295	546,306	-	546,306
Finance costs	(9,153)	-	(4,919)	(14,072)	-	(14,072)
Depreciation of property, plant and equipment	(1,437,241)	(19,084)	(21,623)	(1,477,948)	-	(1,477,948)
Depreciation of right-of use assets	(72,365)	-	(137,659)	(210,024)	-	(210,024)
Income tax expenses	50,705	(189,207)	-	(138,502)	-	(138,502)
Loss after tax	(4,849,487)	(2,424,709)	(52,542)	(7,326,738)	(316,315)	(7,643,053)
Segment Assets						
Additions to non-current assets	254,785	-	145,936	400,721	-	400,721
Segment assets	11,270,025	23,822,543	49,748,324	84,840,892	(30,513,186)	54,327,706

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

30. Segment Information (Cont'd)

1.7.2023 to 30.6.2024

Segment Liabilities

Segment liabilities

Other non-cash items

Impairment loss on:

- Trade receivables

- Investment in subsidiary
companies

Reversal of impairment loss on:

- Trade receivables

- Amount due from subsidiary companies

Unrealised gain on foreign
exchange

Unwinding of discount:

- Trade receivables

Property, plant and
equipment written off

	Event management RM	Financial Solutions RM	Other operating segments RM	Total segments RM	Adjustment and eliminations RM	Consolidated RM
	33,145,478	21,144,522	41,786,616	96,076,616	(84,541,430)	11,535,186
	1,500,000	2,810,000	-	4,310,000	-	4,310,000
	-	-	46,545	46,545	(46,545)	-
	-	(350,366)	-	(350,366)	-	(350,366)
	-	-	(362,860)	(362,860)	362,860	-
	(28,994)	-	-	(28,994)	-	(28,994)
	-	532,334	-	532,334	-	532,334
	41,086	-	-	41,086	-	41,086

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

30. Segment Information (Cont'd)

Geographical information

No disclosure on geographical segment information as the Group operates predominantly in Malaysia.

Major customers

Revenue from 8 (30.6.2024: 2) major customers in the event management segments represent approximately amount to RM8,928,001 (30.6.2024: RM4,856,682) or 54% (30.6.2024: 55%) of the Group's revenue.

31. Financial instruments

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value through profit or loss ("FVTPL") or at amortised cost ("AC"). The principal accounting policies in Note 3 describe how the classes of the financial instruments are measured, and how income and expenses, including fair values gains and losses are recognised.

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Financial assets at AC RM	Financial assets at FVTPL RM	Financial liabilities at AC RM	Total RM
Group				
31.12.2025				
Financial Assets				
Trade receivables	16,542,397	-	-	16,542,397
Other receivables	2,039,131	-	-	2,039,131
Fixed deposits with licensed banks	108,543	-	-	108,543
Cash and bank balances	2,325,583	-	-	2,325,583
Other investments	-	5,036,184	-	5,036,184
	<u>21,015,654</u>	<u>5,036,184</u>	<u>-</u>	<u>26,051,838</u>

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

31. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

	Financial assets at AC RM	Financial assets at FVTPL RM	Financial liabilities at AC RM	Total RM
Group (Cont'd)				
31.12.2025 (Cont'd)				
Financial Liabilities				
Trade payables	-	-	109,913	109,913
Other payables	-	-	526,320	526,320
Lease liabilities	-	-	646,768	646,768
Amount due to related party	-	-	12,806	12,806
	<u>-</u>	<u>-</u>	<u>1,295,807</u>	<u>1,295,807</u>
30.6.2024				
Financial Assets				
Trade receivables	24,090,469	-	-	24,090,469
Other receivables	202,034	-	-	202,034
Fixed deposits with licensed banks	9,548,712	-	-	9,548,712
Cash and bank balances	5,996,034	-	-	5,996,034
Other investments	-	6,602,729	-	6,602,729
	<u>39,837,249</u>	<u>6,602,729</u>	<u>-</u>	<u>46,439,978</u>
Financial Liabilities				
Trade payables	-	-	640,051	640,051
Other payables	-	-	456,960	456,960
Lease liabilities	-	-	348,156	348,156
	<u>-</u>	<u>-</u>	<u>1,445,167</u>	<u>1,445,167</u>

NOTES TO THE
FINANCIAL STATEMENTS

(cont'd)

31. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

	Financial assets at amortised RM	Financial liabilities at amortised cost RM	Total RM
Company			
31.12.2025			
Financial Assets			
Other receivables	47,834	-	47,834
Amount due from subsidiary companies	6,841,833	-	6,841,833
Cash and bank balances	179,891	-	179,891
	<u>7,069,558</u>	<u>-</u>	<u>7,069,558</u>
Financial Liabilities			
Other payables	-	194,250	194,250
Lease liabilities	-	226,616	226,616
	<u>-</u>	<u>420,866</u>	<u>420,866</u>
30.6.2024			
Financial Assets			
Other receivables	48,828	-	48,828
Amount due from subsidiary companies	28,294,601	-	28,294,601
Fixed deposits with licensed banks	9,340,748	-	9,340,748
Cash and bank balances	3,180,691	-	3,180,691
	<u>40,864,868</u>	<u>-</u>	<u>40,864,868</u>
Financial Liabilities			
Other payables	-	218,575	218,575
Lease liabilities	-	79,588	79,588
	<u>-</u>	<u>298,163</u>	<u>298,163</u>

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity and interest rate risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers and deposits with banks and financial institutions. The Company's exposure to credit risk arises principally from loans and advances to subsidiary companies and deposits with banks. There are no significant changes as compared to prior financial periods.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks and financial institutions with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

The Company provides unsecured loans and advances to subsidiary companies. The Company monitors on an ongoing basis the results of the subsidiary companies and repayments made by the subsidiary companies.

At each reporting date, the Group assess whether any of the receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(i) Credit risk (Cont'd)

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the financial period represent the Group's and the Company's maximum exposure to credit risk. There was no indication that any subsidiary companies would default on repayment as at the end of the reporting period. There are no significant changes as compared to previous financial period.

At the end of the reporting period, approximately 93% (30.6.2024: 92%) of the Group's trade receivables were due from 11 (30.6.2024: 5) major customers who are financial borrowers located in Malaysia.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as and when they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's and the Company's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group finances its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

	On demand or within 1 year		1 - 2 years		2 - 5 years		Total contractual cash flows		Total carrying amount	
	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
Group										
31.12.2025										
Non-derivative financial liabilities										
Trade payables	109,913	-	-	-	-	-	109,913	109,913	109,913	109,913
Other payables	526,320	-	-	-	-	-	526,320	526,320	526,320	526,320
Lease liabilities	331,289	297,187	297,187	79,884	79,884	79,884	708,360	646,768	646,768	646,768
	<u>967,522</u>	<u>297,187</u>	<u>297,187</u>	<u>79,884</u>	<u>79,884</u>	<u>79,884</u>	<u>1,344,593</u>	<u>1,283,001</u>	<u>1,283,001</u>	<u>1,283,001</u>
30.6.2024										
Non-derivative financial liabilities										
Trade payables	640,051	-	-	-	-	-	640,051	640,051	640,051	640,051
Other payables	456,960	-	-	-	-	-	456,960	456,960	456,960	456,960
Lease liabilities	262,778	102,303	102,303	-	-	-	365,081	348,156	348,156	348,156
	<u>1,359,789</u>	<u>102,303</u>	<u>102,303</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,462,092</u>	<u>1,445,167</u>	<u>1,445,167</u>	<u>1,445,167</u>

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. (Cont'd)

	On demand				Total contractual cash flows RM	Total carrying amount RM
	or within 1 year RM	1 - 2 years RM	2 - 5 years RM	Total contractual cash flows RM		
Company						
31.12.2025						
Non-derivative financial liabilities						
Other payables	194,250	-	-	194,250	194,250	
Lease liabilities	117,187	117,187	4,884	239,258	226,616	
	<u>311,437</u>	<u>117,187</u>	<u>4,884</u>	<u>433,508</u>	<u>420,866</u>	
30.6.2024						
Non-derivative financial liabilities						
Other payables	218,575	-	-	218,575	218,575	
Lease liabilities	80,774	-	-	80,774	79,588	
	<u>299,349</u>	<u>-</u>	<u>-</u>	<u>299,349</u>	<u>298,163</u>	

NOTES TO THE FINANCIAL STATEMENTS

(cont'd)

31. Financial Instruments (Cont'd)

(c) Interest rate risk

The Group's and the Company's fixed rate deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates.

The Group manages the interest rate risk of its deposits with licensed banks by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long term deposits.

The Group manages its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group constantly monitors its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

The interest rate profile of the Group's and of the Company's significant interest-bearing financial instruments, based on carrying amount as at the end of the reporting period was:

	31.12.2025	30.6.2024
	RM	RM
Group		
Fixed rate instruments		
Financial assets	15,454,355	33,009,483
Financial liability	(646,768)	(348,156)
	<u>14,807,587</u>	<u>32,661,327</u>
Company		
Fixed rate instruments		
Financial assets	-	9,340,748
Financial liability	(226,616)	(79,588)
	<u>(226,616)</u>	<u>9,261,160</u>

Fair value sensitivity analysis for fixed rate instruments

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

**NOTES TO THE
FINANCIAL STATEMENTS**

(cont'd)

31. Financial Instruments (Cont'd)**(d) Fair value of financial instruments**

The carrying amounts of short-term receivables and payables, cash and cash equivalents and short-term borrowings approximate their fair value due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

It was not practicable to estimate the fair value of investment in unquoted equity due to the lack of comparable quoted prices in an active market and the fair value cannot be reliably measured.

(e) Fair value hierarchy

No fair value hierarchy has been disclosed as the Group and the Company do not have financial instruments measured at fair value.

32. Capital Management

Total capital managed at the Group level is the shareholders' funds as shown in the statements of the financial position.

The primary objective of the Group's capital management is to ensure that it maintains a strong credit and financially prudent capital ratios in order to support its current business as well as future expansion so as to maximise the shareholder value.

The Group manages its capital structure and make adjustment to it, in light of changes in economic condition including the interest rate movements. To maintain and adjust capital structure, the Group may adjust dividend payment to shareholders, return capital to shareholders or issue new shares.

There were no changes in the Group's approach to capital management during the financial period.

33. Comparative Figures

During the financial period, the Group and the Company changed their financial year end from 30 June to 31 December and made up their financial statements for the 18 months period to 31 December 2025. Accordingly, comparative figure for the statements of comprehensive income, statements of changes in equity, statements of cash flows and the related notes are not entirely comparable with those for the current financial period.

34. Date of Authorisation for Issue

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 24 April 2026.

ANALYSIS OF SHAREHOLDINGS

AS AT 27 MARCH 2026

ISSUED SHARES OF THE COMPANY

Total Number of Issued Shares : 1,135,709,139 ordinary shares
 Class of Shares : Ordinary shares
 Voting Rights : One vote per ordinary share

DISTRIBUTION OF SHAREHOLDERS (BASED ON THE RECORD OF DEPOSITORS)

Size of Holdings	No. of Shareholders	No. of Shares Held	%
Less than 100	129	5,344	*
100 – 1,000	644	296,021	0.03
1,001 – 10,000	1,601	9,795,939	0.86
10,001 – 100,000	2,082	85,391,885	7.52
100,001 to less than 5% of issued shares	572	575,663,250	50.69
5% and above of issued shares	4	464,556,700	40.90
Total	5,032	1,135,709,139	100.00

* Less than 0.01%

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNTS BELONGING TO THE SAME PERSON)

Name of Shareholders	No. of Shares Held	%
1. Apex Nominees (Asing) Sdn. Bhd. Pledged Securities Account for XOX (Hong Kong) Limited (STA 1)	171,000,000	15.06
2. Key Alliance Group Berhad	140,451,200	12.37
3. Alliancegroup Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Lim Pak Hong (7001583)	80,000,000	7.04
4. Affin Hwang Nominees (Asing) Sdn. Bhd. Exempt An for SFGHK Limited (Account Client)	73,105,500	6.44
5. Jadi Chemicals Sdn. Bhd.	55,286,900	4.87
6. Unik Makmur Sdn. Bhd.	52,771,700	4.65
7. Attractive Holdings Sdn. Bhd.	52,206,500	4.60
8. Go Kian Lee	43,732,400	3.85
9. Parlo Tours Sdn. Bhd.	43,589,600	3.84
10. Affin Hwang Nominees (Tempatan) Sdn. Bhd. Exempt An for SFGHK Limited (Account Client)	24,318,000	2.14

ANALYSIS OF
SHAREHOLDINGS

(cont'd)

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (CONT'D)
(BASED ON THE RECORD OF DEPOSITORS)
(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNTS BELONGING TO THE SAME PERSON)

	Name of Shareholders	No. of Shares Held	%
11.	Fast Assets Sdn. Bhd.	20,250,000	1.78
12.	Cartaban Nominees (Asing) Sdn. Bhd. Exempt An for Standard Chartered Bank Singapore (EFGBHK-ASING)	18,649,600	1.64
13.	Chai Koon Khow	10,446,500	0.92
14.	M & A Nominee (Tempatan) Sdn. Bhd. SFGHK Limited for AE Multi Industries Sdn. Bhd.	10,000,000	0.88
15.	Chung Kin Chuan	9,637,100	0.85
16.	Ling Kee Ong	6,098,500	0.54
17.	Wong Ngie Tien	5,730,200	0.51
18.	HSBC Nominees (Asing) Sdn. Bhd. Exempt An for the Morgan Stanley & Co. International Plc (IPB Client Acct)	4,604,300	0.41
19.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. Exempt An for Lazarus Securities Pty Ltd	3,700,000	0.33
20.	Mok Ching Yam	3,400,000	0.30
21.	Heng Jooi Hui	3,000,000	0.26
22.	Ang Wan Joo	2,500,000	0.22
23.	Maybank Nominees (Tempatan) Sdn. Bhd. Chia Boon Seng	2,500,000	0.22
24.	Yap Yok Foo	2,445,500	0.22
25.	Choi Fook Chye	2,300,000	0.20
26.	Maybank Nominees (Tempatan) Sdn. Bhd. Tay Sian Tuan	2,280,000	0.20
27.	Foo Fook Min	2,032,300	0.18
28.	Loh Ik Seng	2,000,000	0.18
29.	HLIB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Ong Tee Paan (CCTS)	1,858,000	0.16
30.	Daren Yoon Thai On	1,800,000	0.16
	TOTAL	851,693,800	75.02

ANALYSIS OF SHAREHOLDINGS

(cont'd)

LIST OF SUBSTANTIAL SHAREHOLDERS (BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS)

	Name of Substantial Shareholders	Direct	No. of Shares Held		%
			%	Indirect	
1.	XOX (Hong Kong) Limited	171,000,000	15.06	–	–
2.	XOX Bhd	–	–	171,000,000 [^]	15.06
3.	Key Alliance Group Berhad	140,451,200	12.37	–	–
4.	ACE Solution Investments Limited	140,000,000	12.33	–	–
5.	Lim Pak Hong	80,000,000	7.04	–	–

[^] Deemed interested by virtue of Section 8 of the Companies Act 2016 through its shareholding in XOX (Hong Kong) Limited

LIST OF DIRECTORS' SHAREHOLDINGS (BASED ON THE REGISTER OF DIRECTORS' SHAREHOLDINGS)

	Name of Directors	Direct	No. of Shares Held		%
			%	Indirect	
1.	YM Tengku Ezuan Ismara bin Tengku Nun Ahmad	–	–	–	–
2.	Andy Liew Hock Sim	–	–	–	–
3.	Lionel Vernon Yong Nguon Kee	–	–	–	–
4.	Lee Kien Fatt	–	–	–	–
5.	Woon Sing Jiunn	–	–	–	–

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting (“**20th AGM**” or “**Meeting**”) of XOX Networks Berhad (“**XOX Networks**” or the “**Company**”) will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 11 June 2026 at 10.00 a.m. or at any adjournment thereof to transact the following business:

AGENDA

- | | | |
|----|---|---|
| 1. | To receive the Audited Financial Statements for the financial period ended 31 December 2025, together with the Reports of the Directors and Auditors thereon. | Please refer to
Explanatory Note 1 |
| 2. | To approve the payment of Directors’ fees and other benefits payable of up to RM550,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 11 June 2026 until the conclusion of the next annual general meeting of the Company. | (Ordinary Resolution 1) |
| 3. | To re-elect the following Directors who retire by rotation in accordance with Clause 107 of the Company’s Constitution and who being eligible, have offered themselves for re-election: | |
| | (a) Mr. Andy Liew Hock Sim; and | (Ordinary Resolution 2) |
| | (b) Ms. Woon Sing Jiunn. | (Ordinary Resolution 3) |
| 4. | To re-appoint Messrs UHY Malaysia PLT as External Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 4) |

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without any modifications, the following resolutions:

- | | | |
|----|--|--------------------------------|
| 5. | Proposed Retention of Mr. Lionel Vernon Yong Nguon Kee as Independent Non-Executive Director | (Ordinary Resolution 5) |
| | “ THAT Mr. Lionel Vernon Yong Nguon Kee, who has served the Board as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, be retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company.” | |
| 6. | Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 | (Ordinary Resolution 6) |
| | “ THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad (“ Bursa Securities ”) for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting (“ Mandate ”); | |

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

THAT approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new shares in proportion to their shareholdings ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act 2016 and Clause 59 of the Constitution of the Company arising from any issuance of new shares pursuant to the Mandate;

AND THAT the Board of Directors ("**Board**") of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company arising from any issuance of new shares pursuant to the Mandate."

7. **Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

(Ordinary Resolution 7)

"**THAT**, subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and/or any other applicable laws, regulations and guidelines, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders in relation to the Proposed Shareholders' Mandate dated 30 April 2026 provided that such transactions are in the ordinary course of business which are necessary for the day-to-day operations, made on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;

THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which this ordinary resolution for the Proposed Shareholders' Mandate was passed, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the next annual general meeting;
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things and take all such steps and to execute all such transactions, deeds, agreements, arrangements and/or undertakings as the Directors in their discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Shareholders' Mandate and such transactions as authorised by this ordinary resolution with full powers to assent to any modifications, variations and/or amendments thereto."

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

8. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and/or the Constitution of the Company.

BY ORDER OF THE BOARD

CHONG VOON WAH
(SSM PC No. 202008001343) (MAICSA 7055003)
THAI KIAN YAU
(SSM PC No. 202008001515) (MIA 36921)
Company Secretaries

Kuala Lumpur
30 April 2026

Notes:

1. A member of the Company entitled to attend and vote is entitled to appoint a maximum of two (2) proxies to attend, participate (including pose questions to the Board of the Company) and vote in his/her/its stead. Where a member appoints two (2) proxies to attend, participate and vote at the 20th AGM, he/she/it shall specify the proportions of his/her/its shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
2. For the purpose of determining a member who shall be entitled to attend the 20th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 3 June 2026. Only a depositor whose name appears on the Record of Depositors as at 3 June 2026 shall be entitled to attend, participate and vote at the 20th AGM or appoint a proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
3. A proxy may, but need not be, a member of the Company.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a duly notarised certified copy of that power or authority, shall be deposited at the share registrar office of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the 20th AGM or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
5. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
6. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
7. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice will be put to vote by way of poll.

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

EXPLANATORY NOTES

1. Audited Financial Statements for the Financial Period Ended 31 December 2025

The Agenda No. 1 is meant for discussion only, as Section 340(1)(a) of the Companies Act 2016 provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1: Proposed Payment of Directors' Fees and Other Benefits Payable

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 20th AGM.

The Directors' fees and other benefits payable are calculated based on the number of scheduled Board and Board Committee Meetings to be held for the period commencing from 11 June 2026 until the conclusion of the next Annual General Meeting of the Company and assuming that all Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and allowances on a monthly basis and/or as and when required. In the event the Directors' fees and allowances proposed are insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. Ordinary Resolutions 2 and 3: Re-election of Directors

The following Directors are standing for re-election as Directors of the Company pursuant to Clause 107 of the Company's Constitution at the 20th AGM of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:

- (i) Mr. Andy Liew Hock Sim; and
- (ii) Ms. Woon Sing Jiunn.

(collectively referred to as "**Retiring Directors**")

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the 20th AGM, the Board, through its Nomination and Remuneration Committee ("**NRC**"), had assessed the Retiring Directors and considered the following:

- (i) The Directors' performance and contribution;
- (ii) The Directors' skills, experience and strengths in qualities; and
- (iii) The Directors' ability to act in the best interest of the Company in decision-making.

Upon deliberation, the Board (except for the Retiring Directors who had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and NRC meetings) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Further, the NRC has considered and affirmed, and the Board has endorsed that the Retiring Directors comply with the independence criteria as prescribed in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") and remain independent in exercising their judgment and in carrying out their duties as Independent Non-Executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

EXPLANATORY NOTES (CONT'D)

4. Ordinary Resolution 4: Re-appointment of External Auditors

The Audit and Risk Management Committee (“**ARMC**”) has assessed the objectivity, suitability and independence of the External Auditors and recommended the re-appointment of Messrs. UHY Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2026. The Board has, in turn, reviewed the recommendation of the ARMC and recommended the same for the shareholders’ approval at the 20th AGM of the Company.

5. Ordinary Resolution 5: Proposed Retention of Independent Non-Executive Director

The proposed Ordinary Resolution 5, if passed, will allow Mr. Lionel Vernon Yong Nguon Kee (“**Mr. Lionel**”) to be retained and continue to act as an Independent Non-Executive Director of the Company.

The Board, through the NRC, has determined that Mr. Lionel’s vast and diverse range of experiences has brought the right mix of skills to the Board. As Director, he continues to bring independent and objective judgements to Board deliberations and the decision-making process as a whole. The Board, therefore, endorsed the NRC’s recommendation for him to be retained as an Independent Director.

The NRC and the Board also have undertaken relevant assessments and recommended Mr. Lionel to continue as Independent Non-Executive Director based on the following justifications:

- (i) he fulfills the criteria under the definition of Independent Director as stated in the Listing Requirements and, therefore, is able to bring independent and objective judgment to the Board as a whole;
- (ii) his experience in the relevant industries has enabled him to provide the Board and Board Committees, as the case may be, with pertinent expertise, skills, contributions and competence;
- (iii) he has been with the Company for a certain period and therefore understands the Company’s business operations, which enables him to contribute actively and effectively during deliberations or discussions at Board and Board Committee meetings;
- (iv) he continues to be scrupulously independent in his thinking and his effectiveness as a constructive challenger of the Executive Director and Management; and
- (v) he has not entered into any related party transactions with the Group.

As recommended by the Malaysian Code of Corporate Governance, the Board recommended that Mr. Lionel, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company, subject to the shareholders’ approval through a two-tier voting process at the 20th AGM of the Company.

6. Ordinary Resolution 6: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Ordinary Resolution 6 is proposed pursuant to Sections 75 and 76 of the Companies Act 2016 for the purpose of obtaining a renewed general mandate (“**Renewed General Mandate**”), which if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company at any time provided that the aggregate number of shares issued pursuant to the Renewed General Mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors deem fit and in the best interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This Renewed General Mandate will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier. This Renewed General Mandate, if granted, will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

EXPLANATORY NOTES (CONT'D)

6. Ordinary Resolution 6: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (Cont'd)

Pursuant to Section 85(1) of the Companies Act 2016, read together with Clause 59 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company:

Section 85(1) of the Companies Act 2016 states:

Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Clause 59 of the Company's Constitution provides as follows:

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as it think most beneficial to the Company. The Board may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Constitution and the Rules.

In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 6, if passed, will exclude your pre-emptive rights over all new shares in the Company to be issued under the Renewed General Mandate.

As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the general mandate granted to the Directors at the Nineteenth Annual General Meeting of the Company held on 27 November 2024, and it will lapse at the conclusion of the 20th AGM of the Company.

7. Ordinary Resolution 7: Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company. For more information, please refer to the Company's Circular to Shareholders dated 30 April 2026.

STATEMENT ACCOMPANYING NOTICE OF TWENTIETH ANNUAL GENERAL MEETING (“20TH AGM”)

(PURSUANT TO RULE 8.29(2) OF THE ACE MARKET LISTING REQUIREMENTS
OF BURSA MALAYSIA SECURITIES BERHAD)

1. No individual is seeking election as a Director of the Company (excluding the Directors who are standing for re-election under Ordinary Resolutions 2 and 3) at the 20th AGM.
2. Details of the general mandate to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in proposed Ordinary Resolution 6 and Explanatory Note No. 6 of the Notice of 20th AGM.

ADMINISTRATIVE GUIDE

FOR THE TWENTIETH ANNUAL GENERAL MEETING (“20TH AGM” OR “MEETING”)

Date & Time : Thursday, 11 June 2026 at 10.00 a.m.

Meeting Venue : Lot 4.1, 4th Floor, Menara Lien Hoe
No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort
47410 Petaling Jaya, Selangor

Registration for the 20th AGM

1. Registration counter will open at 9.00 a.m. on the day of the 20th AGM up to the time of the commencement of the 20th AGM at 10.00 a.m.
2. Please produce your ORIGINAL Identity Card (“IC”) or Passport (for foreign shareholder) during registration for verification. Only the original IC or Passport is valid for registration.
3. Upon verification, you are required to sign the Attendance List and will be given a wristband for entry to the meeting venue. There will be no replacement of wristband in the event if you lose or misplace the wristband.
4. Please note that you are not allowed to register on behalf of another shareholder/proxy, even with the original IC or Passport of that other shareholder/proxy. Please make sure you collect your IC or Passport after the registration.

Other Information for the Attendance at the Meeting Venue

5. All attendees at the meeting venue must be fully vaccinated or medically fit to attend without any transmissible health condition. Although the wearing of a face mask in an enclosed area is now optional, you are encouraged to wear your face mask throughout the meeting session.
6. In the event that you are unwell or display symptoms of illness, the Company also reserve the right to reject entrance of any attendee who does not meet the foregoing health standard operating procedures.
7. Parking bays are available at Menara Lien Hoe. Kindly use Touch’n Go (with a minimum RM20.00 card balance), debit or credit card to enter the parking bay as it is a cashless payment system.
8. All attendees are required to register with the security personnel at the lobby of the building before they can gain access to the 4th Floor for the 20th AGM.

General Meeting Records of Depositors

9. For the purpose of determining members’ eligibility to attend this meeting, only members whose names appear in the Record of Depositors of the Company as at **3 June 2026** shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Appointment of Proxy

10. If a member is unable to attend the 20th AGM, he/she/it is encouraged to appoint the Chairman of the 20th AGM as his/her/its Proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
11. If you wish to participate in the 20th AGM yourself, please do not submit any Form of Proxy for the 20th AGM. You will not be allowed to participate in the 20th AGM together with the proxy appointed by you.
12. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

ADMINISTRATIVE
GUIDE

(cont'd)

Appointment of Proxy (Cont'd)

13. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
14. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
15. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a duly notarised certified copy of that power or authority, shall be deposited at the share registrar office of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the 20th AGM or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
16. If a member has submitted his/her Form of Proxy prior to the 20th AGM and subsequently decides to personally participate in the 20th AGM, the individual member must contact the Company's Share Registrar or the Company, whose contact details are set out in No. 20 below, to revoke the appointment of his/her proxy no later than 10 June 2026 at 10.00 a.m.

Poll Voting

17. The voting at the 20th AGM will be conducted by way of poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as the Poll Administrator to conduct the poll by way of electronic voting and SharePolls Sdn. Bhd. as the Scrutineers to verify the poll results. Upon completion of the voting session for the 20th AGM, the Scrutineers will verify and announce the poll results, followed by the Chairman's declaration of whether the resolutions are duly passed.

No Recording or Photography

18. Strictly **NO recording or photography** of the proceedings of the 20th AGM is allowed.

No Gifts, E-Vouchers or Food Vouchers

19. There will be no distribution of gifts, e-vouchers or food vouchers to the Members or Proxy(ies)/Corporate Representative(s) who participate in the 20th AGM.

Enquiry

20. If you have any enquiries prior to the meeting, please contact the following officers during office hours [from 9.00 a.m. to 5.30 p.m. (Monday to Friday)]:

**For Registration, logging in and system related:
InsHub Sdn. Bhd.**

Name : Ms. Eris/Mr. Calvin
Telephone No. : +603-7688 1013
Email : vgm@mlabs.com

**For Form of Proxy:
ShareWorks Sdn. Bhd.**

Name : Mr. Wai Kien/Mr. Kou
Telephone No. : +603-6201 1120
Email : ir@shareworks.com.my

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XOX NETWORKS BERHAD
Registration No. 200501002315 (679361-D)
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account Number
No. of ordinary shares held

I/We, _____ NRIC/Passport/Company Registration No. _____
(Full name in block)

of _____
(Address)

contact no. _____ email address _____ being a member/members of
XOX Networks Berhad, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

or failing him, the Chairman of the meeting as my/our proxy to attend and to vote for me/us on my/our behalf at the Twentieth Annual General Meeting ("20th AGM") of the Company to be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 11 June 2026 at 10.00 a.m. or at any adjournment thereof, and to vote as indicated below:

No.	Agenda	Resolution	For	Against
1.	To approve the payment of Directors' fees and other benefits payable to the Directors for the period commencing from 11 June 2026 until the next annual general meeting of the Company.	Ordinary Resolution 1		
2.	To re-elect Mr. Andy Liew Hock Sim as Director.	Ordinary Resolution 2		
3.	To re-elect Ms. Woon Sing Jiunn as Director.	Ordinary Resolution 3		
4.	To re-appoint Messrs UHY Malaysia PLT as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	Ordinary Resolution 4		
5.	To retain Mr. Lionel Vernon Yong Nguon Kee as Independent Non-Executive Director.	Ordinary Resolution 5		
6.	To approve the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Ordinary Resolution 6		
7.	To approve the proposed new shareholders' mandate and renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	Ordinary Resolution 7		

(Please indicate with a "X" in the space provided on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion)

Dated this _____

Signature*
Member
(* if shareholder is a corporation, this form should be executed under seal)



Notes:

1. A member of the Company entitled to attend and vote is entitled to appoint a maximum of two (2) proxies to attend, participate (including pose questions to the Board of the Company) and vote in his/her/its stead. Where a member appoints two (2) proxies to attend, participate and vote at the 20th AGM, he/she/it shall specify the proportions of his/her/its shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
2. For the purpose of determining a member who shall be entitled to attend the 20th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 3 June 2026. Only a depositor whose name appears on the Record of Depositors as at 3 June 2026 shall be entitled to attend, participate and vote at the 20th AGM or appoint a proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
3. A proxy may, but need not be, a member of the Company.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a duly notarised certified copy of that power or authority, shall be deposited at the share registrar office of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the 20th AGM or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
5. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
6. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
7. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice will be put to vote by way of poll.

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AFFIX
STAMP

**SHARE REGISTRAR OF
XOX NETWORKS BERHAD**
Registration No. 200501002315 (679361-D)

ShareWorks Sdn. Bhd.
Registration No. 199101019611 (229948-U)
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas, 50480 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur
Malaysia

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Fold This Flap For Sealing



XOX NETWORKS BERHAD

200501002315 (679361-D)

7th Floor, Menara Lien Hoe, 8 Persiaran Tropicana

Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor, Malaysia

Tel : +60 10-309 8998

www.xoxnetworks.com.my