RICHTECH
Digital Berhad
[Registration No. 202301037196 (1531119-U)]

ANNUAL REPORT 2026

Visit us
www.richtech.my

OUR MISSION

We strive to be the most efficient partner for our growing network of Supporting Merchants, Dealers, Telcos, and new collaborators, helping them enhance profitability. We aim to simplify industry processes, including logistics, distribution, payment methods, and collection needs of the industry.

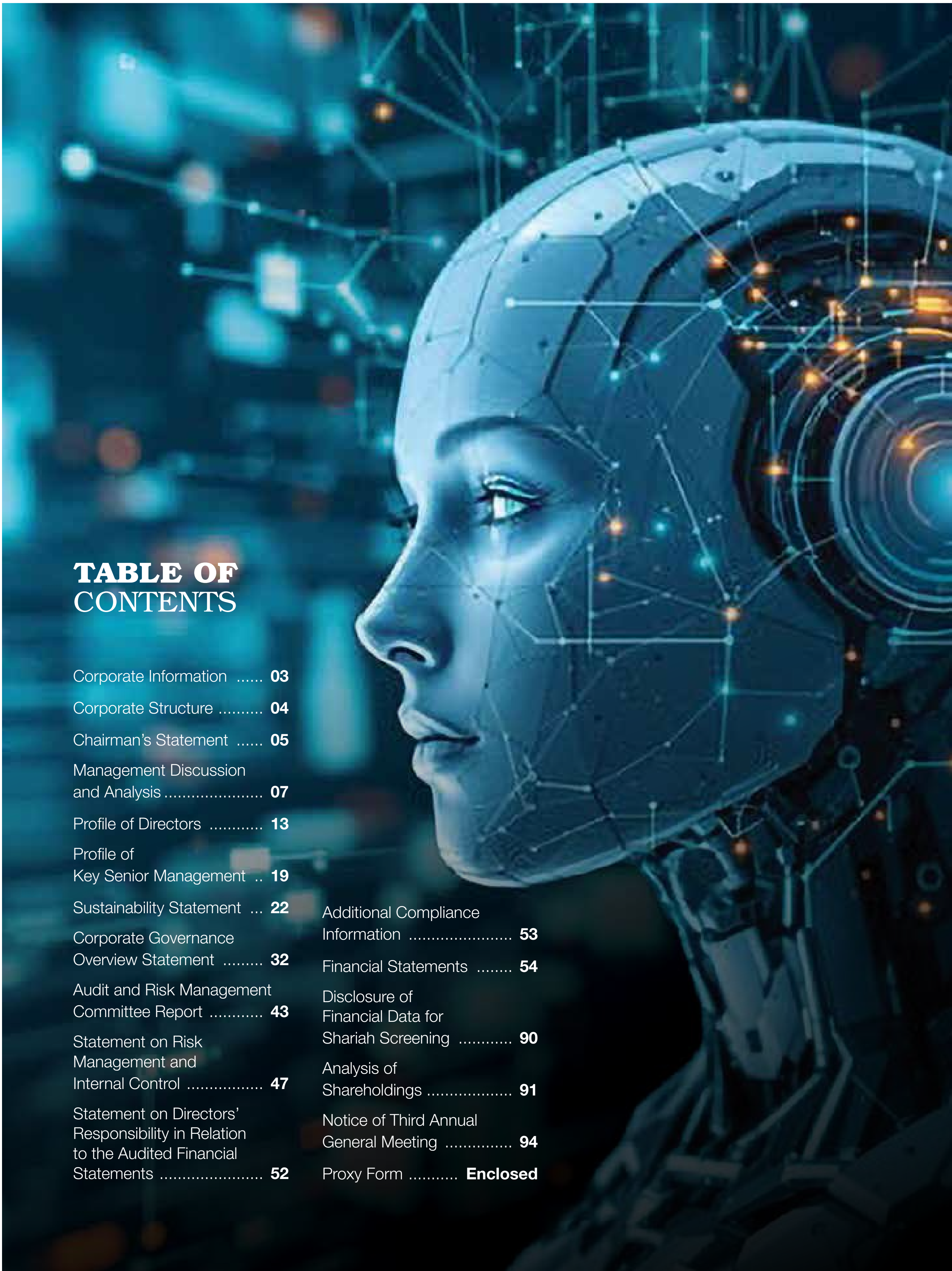
OUR STORY

Aiming to be a leader in Malaysia's electronic reload and bill payment services industry.

Currently, RichTech has over 4 million users through a network of over 1,000 SRS corporate users and over 32,000 SRS end-users via our SRS App, SRS Portal and customised digital platform.

OUR VISION

Our goal is to build a successful enterprise that benefits all associate partners while staying competitive in a constantly evolving business environment.



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CORPORATE INFORMATION

Board of Directors

Wong Koon Wai
Non-Independent
Non-Executive Chairman

Lee Teik Keong
Managing Director

Agnes Wong Eei Nien
Executive Director

Koo Woon Kan
Senior Independent
Non-Executive Director

Yeoh Jie Hu
Independent
Non-Executive Director

Ang Seng Wong
Independent
Non-Executive Director

Company Secretary

Khoo Ming Siang
(MAICSA 7034037)
SSM Practising Cert. No.: 202208000150

Audit and Risk Management Committee

Koo Woon Kan (Chairperson)
Yeoh Jie Hu
Ang Seng Wong

Nomination Committee

Ang Seng Wong (Chairman)
Yeoh Jie Hu
Koo Woon Kan

Remuneration Committee

Yeoh Jie Hu (Chairman)
Ang Seng Wong
Koo Woon Kan

Registered Office

Unit 521, 5th Floor, Lobby 6
Block A, Damansara Intan
No. 1, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan
Tel. No. : 03-7732 0792
Email : cosec@aquilla.com.my

Sponsor

Malacca Securities Sdn Bhd
(197301002760 (16121-H))
BO1-A-13A, Level 13A, Menara 2
No. 3, Jalan Bangsar, KL Eco City
59200 Kuala Lumpur
Tel. No. : 1300 22 1233

Business Address

729, 7th Floor, Block A
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Jalan SS7/19, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan
Tel. No. : 03-7625 9760
Email : hello@richtech.my
Website : www.richtech.my

Share Registrar

Securities Services (Holdings) Sdn Bhd
197701005827(36869-T))
Level 7, Menara Milenium
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50490 Kuala Lumpur
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External Auditors

TGS TW PLT
202106000004
(LLP0026851-LCA) & AF002345
Unit E-16-2B, Level 16
Icon Tower (East)
No. 1, Jalan 1/68F
Jalan Tun Razak
50400 Kuala Lumpur
Tel. No. : 03-9771 4326

Stock Exchange Listing

ACE Market of Bursa Malaysia
Securities Berhad
(Listed on 17 February 2025)
Stock Name : RTECH
Stock Code : 0342

Principal Bankers

Public Bank Berhad
AmBank Berhad
CIMB Bank Berhad
Malayan Banking Berhad

CORPORATE STRUCTURE

RICHTECH DIGITAL BERHAD
202301037196 (1531119-U)

Investment Holding Company

100%

RichTech Cloudlink Sdn. Bhd.
202601009030 (1671128 M)

RichTech Cloudlink Sdn. Bhd. (“**RCLSB**”) is principally involved in information technology and software development, including the design, development, customisation, implementation, maintenance and support of business applications and related digital solutions.

RichTech Communications Sdn. Bhd.
200101025973 (561731-V)

RichTech Communications Sdn Bhd ("**RCSB**") is principally involved in the distribution of electronic reloads as well as the provision of bill payment services via our SRS platform.

Dear Valued Shareholders,

On behalf of the Board of Directors of RichTech Digital Berhad ("RichTech" or "the Company"), I present the Annual Report and Audited Financial Statements for the financial year ended 31 March 2026 ("FY2026"), our first full financial year as a listed entity on the ACE Market of Bursa Malaysia Securities Berhad.

CHAIRMAN'S STATEMENT

Financial Year Ended 31 March 2026

INDUSTRY LANDSCAPE

At the macro level, Malaysia's digital payments ecosystem continued to expand during the Company's FY2026, spanning from April 2025 to March 2026. PayNet recorded 8.44 billion digital payment transactions in 2025, a 25% increase year-on-year, while value of retail e-payment transactions reached RM831 billion. DuitNow QR doubled its transaction volume to 3 billion, and non-bank digital transaction volumes grew at 71.7% — all indicative of a society progressing steadily toward cashless norms.

However, the aggregate growth of digital payments does not translate uniformly across all segments of the ecosystem. For operators in the prepaid electronic reload space, the operating environment has become increasingly challenging. The competitive landscape has shifted materially in recent years, with the major telecommunications providers aggressively repricing their postpaid offerings to a level that erodes the traditional cost advantage of prepaid plans. As postpaid becomes more accessible and affordable, a segment of the prepaid subscriber base — particularly among younger, more mobile-savvy consumers — has migrated away, reducing the addressable market for prepaid reload services.

Compounding this, the reload distribution segment has experienced sustained margin compression. Telecommunications providers have progressively tightened the commission and rebate structures available to independent reload distributors, squeezing the economics for platform operators such as RichTech. This is an industry-wide phenomenon, but its impact is felt acutely by smaller operators who lack the scale to absorb margin erosion through volume alone.

Chairman's Statement

(**Cont'd**)

A further structural factor specific to RichTech's customer base has been the contraction of the foreign labour workforce in Malaysia. Prepaid mobile services have historically been heavily consumed by foreign workers, who tend to rely on prepaid plans for both domestic and international communication. The decline in the foreign worker population — a trend driven by stricter enforcement, sector-specific workforce reductions, and broader labour market adjustments — has had a direct bearing on demand within the segment we serve. This is not a temporary dislocation; it reflects a longer-term shift in the composition of the prepaid subscriber base that the industry must navigate.

PERFORMANCE OVERVIEW

Against this backdrop, FY2026 was a year in which the Group faced tangible revenue and profitability pressure. The confluence of margin compression from telcos, softening demand in the prepaid segment, and a shrinking core customer base weighed on the Group's financial outcomes for the year. Revenue and profitability declined compared to prior periods, and the Board does not intend to minimise the significance of these developments. Further details are discussed in the Management Discussion and Analysis section of this Annual Report.

That said, the Group remained profitable, with a net profit margin that continues to reflect the inherently lean cost structure of a platform-based business. The SRS platform — serving over 4 million registered users through more than 1,000 corporate users and approximately 32,000 individual end-users — continues to operate, and the business has not required additional debt financing to sustain its operations.

PROSPECTS AND THE WAY FORWARD

The Board and Management are under no illusion that the road ahead requires meaningful adaptation. The business model that served RichTech well in its earlier years is operating in a market that has changed structurally, and incremental adjustments will not be sufficient to restore the Group to a growth trajectory. What is required is a deliberate broadening of the Company's revenue base and customer reach.

Management is focused on broadening the Group's revenue base through a deliberate set of initiatives: deepening bill payment services, which carry lower exposure to telco margin decisions; expanding the corporate user network beyond the traditional reload reseller community; and deploying IPO proceeds toward platform enhancement and targeted marketing. The Group expects telecommunications operators to continue compressing commission rates in the Reloads business, a trend that could further affect the Group's earnings if it persists, and these initiatives are aimed at reducing the Group's revenue concentration in a segment under sustained margin pressure while reaching customer segments less exposed to it.

Beyond the immediate business, the Board and Management are also taking a longer view. RichTech's core competency — the in-house development and operation of both front-end and back-end digital platform infrastructure — is an asset that extends beyond the reload and bill payment business. Management has the technical capability to conceive, build, and operate other platform-based services, and the Board has endorsed the exploration of adjacent opportunities that leverage this expertise. The formation of RichTech Cloudlink Sdn Bhd is the first concrete step in this direction. It is early days, and the Board is measured in its expectations for the near term. But the intent is clear: to build toward a more diversified, platform-driven business over time, on foundations the Group has already built itself. We choose to act ahead of necessity, not in response to it.

The Board is realistic about the pace at which these initiatives will take effect. Rebuilding the revenue base takes time, and FY2027 is likely to remain a period of transition rather than a sharp recovery. Nevertheless, the Board is satisfied that management has a clear-eyed understanding of the challenges, a focused set of priorities, and the financial resources — including a healthy cash position from the IPO — to execute without being forced into short-term compromises.

The Board will continue to monitor performance closely and keep shareholders informed through our quarterly disclosures and any material corporate announcements.

APPRECIATION

I wish to thank my fellow directors for their counsel and commitment, and the management team and staff of RichTech for their continued dedication in a year that presented genuine commercial difficulty. To our corporate users, resellers, and partners — we value your continued engagement. And to our shareholders: the Board remains committed to managing your investment with discipline and transparency, and to working diligently toward a return to stronger performance.

I would also like to place on record the Board's appreciation to Mr Tan Yeon Kieng, who stepped down as an Independent Non-Executive Director on 5 May 2026. Mr Tan was among the founding directors of the Company who helped steer RichTech through the IPO process that brought the Company to the ACE Market.

At the same time, the Board warmly welcomes Mr Ang Seng Wong, who assumed the role of Independent Non-Executive Director on the same date. Mr Ang brings with him a depth of experience that the Board looks forward to drawing upon.

Wong Koon Wai
Non-Independent Non-Executive Chairman
RichTech Digital Berhad

24 July 2026

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

1. OVERVIEW OF THE GROUP

RichTech Digital Berhad ("RichTech" or the "Company", and together with its subsidiaries, the "Group") is a public limited liability company incorporated in Malaysia and listed on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") since 17 February 2025. The Company is principally an investment holding company. Its operating subsidiary, RichTech Communications Sdn Bhd ("RichTech Communications"), is principally engaged in the distribution of electronic reloads and the provision of bill payment services in Malaysia through the Group's proprietary SRS platform.

The SRS platform enables electronic reloads for mobile airtime and data, prepaid digital television, gaming credits, application credit and e-wallet credit, together with bill payment services covering postpaid mobile network services, water and electricity utilities, national sewerage maintenance services, internet services, postpaid digital television, quit rent and assessment, and education loan instalment payments. The Group serves both corporate clients (reload retailers and mobile application operators) and end-users through the SRS App and SRS Portal.

2. BASIS OF COMPARISON

The financial year ended 31 March 2026 ("FY2026") is the Group's first full 12-month financial year following its listing. The comparative period reported in the audited financial statements, from 1 January 2024 to 31 March 2025 ("FPE2025"), is a 15-month transitional financial period arising from the Group's change of financial year end from 31 December to 31 March.

Accordingly, year-on-year percentage movements between FY2026 (12 months) and FPE2025 (15 months) set out in this report are not on a like-for-like basis and should be read with this difference in mind. Where relevant, monthly run-rate comparisons are also presented to aid comparability.

3. REVIEW OF FINANCIAL PERFORMANCE

3.1 Group Results

A summary of the Group's results for FY2026 as compared to FPE2025 is set out below:

	FY2026	FPE2025	Change
	RM'000	RM'000	%
Revenue (commission revenue)	5,905	10,317	(42.8)
Cost of sales	(386)	(390)	(1.0)
Gross profit	**5,519**	**9,927**	**(44.4)**
Other income	299	1	29,800
Selling and distribution expenses	(24)	(28)	(14.3)
Administrative expenses	(1,832)	(3,601)	(49.1)
Profit from operations	**3,962**	**6,299**	**(37.1)**
Finance income	542	363	49.3
Profit before taxation	**4,504**	**6,662**	**(32.4)**
Taxation	(1,237)	(2,203)	(43.8)
Profit after taxation / total comprehensive income	**3,267**	**4,459**	**(26.7)**

All figures are extracted from the audited financial statements of the Group and are rounded to the nearest RM'000; minor differences may arise due to rounding.

Management Discussion and Analysis

(**Cont'd**)

3. REVIEW OF FINANCIAL PERFORMANCE (CONT'D)

3.1 Group Results (Cont'd)

The Group recorded revenue (commission revenue) of RM5.91 million for FY2026, against RM10.32 million for the 15-month FPE2025. On a monthly run-rate basis, revenue averaged approximately RM0.49 million per month in FY2026 compared to approximately RM0.69 million per month in FPE2025, a decline of approximately 28%. This reflects continued commission margin compression from telecommunications operators and other service providers, against a backdrop of gross sales that grew modestly on a monthly run-rate basis (please see further explanation in Section 3.2 : Business Line Analysis).

Administrative expenses of RM1.83 million for FY2026 were lower than the RM3.60 million incurred in FPE2025, which had included one-off costs associated with the listing exercise.

Finance income of RM0.54 million (FPE2025: RM0.36 million) reflects interest earned on the IPO proceeds and internally generated funds placed in fixed deposits and banks.

Profit before taxation of RM4.50 million translated into profit after taxation of RM3.27 million for FY2026, after a tax charge of RM1.24 million (effective tax rate of 27.5%, against 33.1% in FPE2025, which had included a higher proportion of non-deductible listing-related expenses). On a monthly run-rate basis, profit after taxation of approximately RM0.27 million per month in FY2026 compares to approximately RM0.30 million per month in FPE2025, a decline of approximately 8%, a materially smaller decline than at the revenue line, reflecting the tighter cost management and interest income earned on listing proceeds.

3.2 Business Line Analysis

For the purposes of MFRS 8 Operating Segments, the Group's revenue, results, assets and liabilities are confined to a single reportable operating segment. The analysis below is presented on a voluntary basis, consistent with the gross sales and commission revenue disclosures made by the Group in its quarterly reports announced to Bursa Securities, to provide additional insight into the composition of the Group's commission revenue between its two principal service lines.

FY2026 (12 months)	Reloads	Bill Pay	Total
	RM'000	RM'000	RM'000
Gross sales	437,522	134,515	572,037
Gross purchases	(432,308)	(133,824)	(566,132)
Commission revenue	5,214	691	5,905
% of total commission revenue	88.3%	11.7%	100.0%
Commission margin (of segment gross sales)	1.19%	0.51%	1.03%

The Reloads business line remained the Group's principal revenue contributor in FY2026, generating RM5.21 million or 88.3% of total commission revenue at a commission margin of 1.19% of segment gross sales.

The Bill Pay business line contributed RM0.69 million or 11.7% of total commission revenue at a commission margin of 0.51% of segment gross sales. Total gross sales for FY2026 amounted to RM572.04 million (Reloads: RM437.52 million or 76.5%; Bill Pay: RM134.52 million or 23.5%), against gross purchases of RM566.13 million.

4. REVIEW OF FINANCIAL POSITION

A summary of the Group's financial position as at 31 March 2026 as compared to 31 March 2025 is set out below:

	31.3.2026	31.3.2025
	RM'000	**RM'000**
Property, plant and equipment	408	283
Inventories	8,351	11,487
Other receivables	523	61
Fixed deposits with a licensed bank	–	15,000
Short-term investments	17,415	–
Cash and bank balances	9,287	6,797
Total assets	**35,984**	**33,628**
Share capital	26,445	26,445
Merger reserve	(12,786)	(12,786)
Retained earnings	19,484	16,217
Total equity	**33,143**	**29,876**
Deferred tax liability	12	12
Other payables	144	314
Prepaid balances	2,542	3,079
Tax payable	143	347
Total liabilities	**2,841**	**3,752**
Total equity and liabilities	**35,984**	**33,628**

Total assets increased by 7.0% to RM35.98 million (31.3.2025: RM33.63 million), largely reflecting the redeployment of RM15.00 million of fixed deposits into short-term money market funds (RM17.41 million as at 31.3.2026) which offer greater liquidity while continuing to generate a return, together with an increase in cash and bank balances to RM9.29 million (31.3.2025: RM6.80 million).

Inventories, comprising physical reload coupons and softpins for electronic reloads, decreased to RM8.35 million (31.3.2025: RM11.49 million), consistent with the lower level of business activity in the final quarter of the financial year.

Total equity increased by 10.9% to RM33.14 million (31.3.2025: RM29.88 million), driven by the profit after taxation of RM3.27 million recorded for the financial year, as no dividend was paid or declared during FY2026 (Section 7). Total liabilities decreased by 24.3% to RM2.84 million (31.3.2025: RM3.75 million), mainly due to lower other payables and tax payable at the financial year end. The Group remained debt-free throughout FY2026, with no interest-bearing borrowings.

Management Discussion and Analysis

(**Cont'd**)

5. LIQUIDITY AND CAPITAL RESOURCES

A summary of the Group's cash flows for FY2026 as compared to FPE2025 is set out below:

	31.3.2026	31.3.2025
	RM'000	RM'000
Net cash generated from operating activities	**4,599**	**5,474**
Net cash used in investing activities	**(2,109)**	**(15,241)**
Net cash generated from financing activities	**–**	**11,834**
Net increase in cash and cash equivalents	**2,490**	**2,067**
Cash and cash equivalents at beginning of the financial year/period	6,797	4,731
Cash and cash equivalents at end of the financial year/period	**9,287**	**6,797**

The Group generated net cash from operating activities of RM4.60 million in FY2026 (FPE2025: RM5.47 million), after a working capital inflow arising mainly from the RM3.14 million reduction in inventories, partly offset by an increase in other receivables and decrease in payables and prepaid balances. Net cash used in investing activities of RM2.11 million in FY2026 (FPE2025: RM15.24 million) principally comprised the placement of RM17.14 million into short-term money market instruments, offset by the RM15.00 million uplift of fixed deposits previously pledged for more than three months to maturity. There were no financing cash flows in FY2026, as no dividend was declared and there was no further issuance of shares, compared to FPE2025 which included net IPO proceeds of RM12.85 million and a dividend payment of RM1.01 million.

As at 31 March 2026, the Group held cash and bank balances of RM9.29 million and short-term investments of RM17.41 million, an aggregate of RM26.70 million in liquid resources, against total liabilities of only RM2.84 million. The Board is of the view that the Group's cash resources are sufficient to meet its working capital and near-term capital expenditure requirements.

5.1 Status of Utilisation of IPO Proceeds

The gross proceeds of RM13.67 million raised from the Company's IPO in February 2025 have been utilised as follows as at the date of this report:

Details of use of proceeds	Proposed RM'000	Utilised RM'000	Balance RM'000	Intended timeframe
Marketing and promotional activities	4,500	–	4,500	Within 24 months of listing
Acquisition of new office	3,000	–	3,000	Within 24 months of listing
General working capital	3,000	3,000	–	Within 12 months of listing
Estimated listing expenses	3,166	3,166	–	Immediate
Total	**13,666**	**6,166**	**7,500**	

Of the total IPO proceeds, RM6.17 million (general working capital and listing expenses) has been fully utilised. The remaining RM7.50 million, earmarked for marketing and promotional activities and the acquisition of a new office, remains within its intended 24-month utilisation timeframe from the date of listing (17 February 2025) and has not been re-allocated.

6. KEY FINANCIAL RATIOS

	31.3.2026	31.3.2025
Basic/diluted earnings per share (sen)	1.61	2.92
Net assets per share (RM)	0.16	0.15
Effective tax rate (%)	27.50	33.10
Commission margin on gross sales (%)	1.03	1.28
Gross profit margin (%)	93.46	96.22

7. DIVIDEND

The Board does not recommend any dividend in respect of FY2026, consistent with the Group's stated priority of applying its cash resources towards business expansion. No dividend was paid or declared during FY2026. In the prior period, an interim single-tier dividend of RM0.005 per ordinary share, amounting to RM1.01 million, was declared on 14 February 2025 and paid on 28 March 2025 in respect of FPE2025.

8. CORPORATE DEVELOPMENTS

- Incorporation of RichTech Cloudlink Sdn Bhd as a wholly-owned subsidiary on 5 March 2026, with a paid-up capital of RM10,000.

- There were no material corporate proposals announced but not completed, and no material litigation, as at the date of this report.

9. ANTICIPATED AND KNOWN RISK

The principal risks and uncertainties anticipated to affect the Group's business operations and financial performance are comprehensively discussed in the Statement on Risk Management and Internal Control (SORMIC) on pages 47 to 51 of this Annual Report.

10. PROSPECTS

RichTech mainly runs its business through its own SRS platform, which lets customers top up prepaid mobile credit and pay bills electronically. The market for these services in Malaysia is expected to keep growing strongly, with the industry projected to expand by about 11.5% per year from 2024 to 2026. This gives the Group a generally positive demand outlook.

At the same time, the business remains highly competitive. Telcos and other service providers have continued to reduce commission rates, which puts pressure on profit margins even if transaction volumes stay stable. Demand is still supported by the growing use of digital payments and prepaid mobile services in Malaysia, but competition from digital wallets, changing customer habits, and new entrants could slow the Group’s ability to grow its market share.

To deal with this margin pressure, management is working on several strategies to widen the Group’s income sources. These include growing its bill payment services, which are less affected by telco commission cuts; expanding its corporate customer base beyond traditional reload dealers; and using the remaining IPO funds to improve the platform and support targeted marketing. The aim is to reduce the Group’s dependence on the reload segment, where margins are under ongoing pressure, and to reach customer groups that are less affected by this issue.

10. PROSPECTS (CONT'D)

In the near term, the Group is still expected to face challenges from execution risk, margin pressure, and strong competition, so growth is likely to remain gradual. However, the long-term outlook for digital payments in Malaysia is still positive.

Beyond its current reload and bill payment business, the Group also has strengths in building and running digital platforms, both on the customer-facing side and the back-end system side. This gives it the ability to expand into other platform-based services in the future. The Board has already approved exploring related business opportunities, and the incorporation of RichTech Cloudlink Sdn Bhd marks an early step in that direction. This new effort is still at an early stage, so its financial impact cannot yet be measured, but it reflects the Group's longer-term plan to diversify its revenue sources over time.

PROFILE OF DIRECTORS

Wong Koon Wai

Non-Independent Non-Executive Chairman

Date of Board Appointment: **31 December 2023**

Board Committee Membership: **None**

51
Male
Malaysian

Wong Koon Wai ("Mr. Wong"), a Malaysian aged 51, is our Non-Independent Non-Executive Chairman. He was appointed to our Board on 31 December 2023.

Mr. Wong graduated with a Bachelor Degree in Business (Accountancy) from the Royal Melbourne Institute of Technology, Melbourne in 1999. He started his career in the audit and assurance profession in July 2000 and joined Crowe Horwath (presently known as Crowe Malaysia PLT) in May 2003. He was promoted to the position of Senior Manager before he left the firm eight (8) years later in 2011. Throughout his audit and assurance profession tenure, he has gained knowledge in external audit and corporate transactions locally and overseas.

Mr. Wong joined a private company principally involved in foundation steel in 2011 as its Financial Controller, where he oversaw the finance and accounting functions of the company and its group of companies across Malaysia, Singapore, China, Vietnam and Indonesia. In 2012, he joined the Malaysian Institute of Accountants as Technical Director and Head of the Professional Standards & Practices Division, where he was responsible for the overall direction, management and coordination of the division's activities.

In 2014, he joined an IT start-up as its Chief Operating Officer, where he was responsible for planning, directing and coordinating the company's operational strategies, policies and business objectives. In May 2018, he joined RichTech Communications Sdn. Bhd. ("RCSB") as Chief Operating Officer to spearhead the company's proposed listing on the LEAP Market of Bursa Malaysia Securities Berhad. Following the discontinuation of the proposed listing exercise, he left RCSB in December 2018.

From January 2019 to July 2020, he was involved in entrepreneurial ventures as an independent investor. Since August 2020, he has been serving as the Chief Financial Officer of Pappajack Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad. He is responsible for overseeing the Group's finance and accounting functions, treasury, financial reporting, budgeting, risk management, internal controls, corporate finance and regulatory compliance, and plays a key role in the Group's strategic planning and corporate exercises.

Mr. Wong currently serves as the Independent Non-Executive Director of EVD Berhad and HLT Global Berhad, both of which are listed on the ACE Market of Bursa Malaysia Securities Berhad. He also sits on the board of Golden Plus Holdings Berhad, a public limited liability company and holds directorship in several private limited companies.

He has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. He has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

He does not have any family relationship with any director and/or major shareholder of the Company. He attended all five (5) Board Meetings held during the financial year ended 31 March 2026.

Profile of Directors

(**Cont'd**)

Lee Teik Keong

Managing Director

Date of Board Appointment: **21 September 2023**

Board Committee Membership: **None**

46
Male
Malaysian

Lee Teik Keong ("Mr. Lee"), a Malaysian aged 46, is our Managing Director and major shareholder. He was appointed to our Board on 21 September 2023.

Mr. Lee graduated with an International Diploma in Computer Science and an International Higher Diploma in Computer Science in January 2001 and March 2002 respectively, both from FTMS School of Computing Sciences. Thereafter, he obtained a Bachelor Degree in Computer Science in February 2003 from De Monfort University, Malaysia campus.

He is the Managing Director of RichTech Communications Sdn Bhd ("RCSB") since December 2010. Until to-date, he has approximately 21 years of experience in the telecommunication industry, specialising in information technology ("IT"), computer and software programming.

Mr. Lee began his career in January 2003 as an Applications Developer with Unrealmind Interactive Berhad, which was then listed on the MESDAQ Market (now known as ACE Market) of Bursa Malaysia Securities Berhad and thereafter in December 2005, he was promoted to Assistant Manager for the technical project management team where he performed supervisory works, administrative works for web pages and developed text-based game messages for SMS and ringtone related programs. He resigned from Unrealmind Interactive Berhad in June 2007.

In July 2007, he worked as a System Analyst at the technical team in Golden Dynamic Enterprises (M) Sdn Bhd where he was subsequently promoted to the position of Technical Manager. During his tenure, he led a team of IT staff and provided IT support to the company. He oversaw projects comprising IT infrastructure as well as system development. Further, he was also involved in IT security enhancement where he executed a disaster recovery plan for the company. He resigned from Golden Dynamic Enterprises (M) Sdn Bhd in December 2010.

While he was serving his tenure with Golden Dynamic Enterprises (M) Sdn Bhd, he also joined RCSB as a director in July 2007 and subsequently acquired 50.0% and 45.0% equity interests of RCSB in September 2007 and October 2010 respectively. After his resignation from Golden Dynamic Enterprises (M) Sdn Bhd in December 2010, he then officially assumed his role as the Managing Director of RCSB, where he is responsible for managing and overseeing the entire business operations of RCSB, including spearheading the business strategies and plans to facilitate the growth of our Group to become a specialist in providing electronic reload and bill payment services through our SRS platform and continue to carry out these responsibilities to date.

Other than RichTech Digital Berhad, Mr. Lee does not hold any directorships in other public companies and listed issuers.

He has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. He has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

He is the spouse of Agnes Wong Eei Nien, our Executive Director and substantial shareholder. Save for that, he does not have any family relationship with any director and/or major shareholder of our Company.

He attended all five (5) Board Meetings held during the financial year ended 31 March 2026.

Agnes Wong Eei Nien

Executive Director

Date of Board Appointment: **21 September 2023**

Board Committee Membership: **None**

43
Female
Malaysian

Agnes Wong Eei Nien ("Ms. Wong"), a Malaysian aged 43, is our Executive Director. She was appointed to our Board on 21 September 2023.

Ms. Wong holds a Diploma in Computer Studies (Major in E-Commerce) and an Advanced Diploma in Computer Studies (Major in Computer Science) in April 2002 and April 2005, respectively, both from Informatics College, Malaysia.

She began her career in May 2005 as an Account Executive with Unrealmind Interactive Berhad, which was then listed on the MESDAQ Market (now known as ACE Market) of Bursa Malaysia Securities Berhad, where she managed submissions of mobile content to telecommunications service providers, monitored the quality of mobile content, performed data entry clerk works as well as handled client requests and complaints. She resigned from Unrealmind Interactive Berhad in November 2006.

Thereafter in November 2006, she served as a Content Executive with Universal Music Sdn Bhd where she performed submissions of mobile content to telecommunications service providers, monitored the quality of mobile content, ensured that the mobile content was up to date on different platforms as well as performed scheduling works on the production of mobile content.

While she was serving her tenure with Universal Music Sdn Bhd, she also joined RichTech Communications Sdn Bhd ("RCSB") as a director in October 2010 and subsequently acquired the remaining 5.0% equity interest of RCSB in December 2010. After her resignation from Universal Music Sdn Bhd in September 2012, she then officially assumed her role as director of RCSB, where she is responsible for our Group's advertising, promotion and marketing functions, and she continues to lead these functions within our Group.

Other than RichTech Digital Berhad, Ms. Wong does not hold any directorships in other public companies and listed issuers.

She has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. She has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

Ms. Wong is the spouse of Mr. Lee Teik Keong, our Managing Director and major shareholder. Save for that, she does not have any family relationship with any director and/or major shareholder of the Company.

She attended all five (5) Board Meetings held during the financial year ended 31 March 2026.

Profile of Directors

(**Cont'd**)

Koo Woon Kan

Senior Independent Non-Executive Director

Date of Board Appointment: **31 December 2023**

Board Committee Membership: **Chairperson, Audit and Risk Management Committee**
Member Nomination Committee
Member Remuneration Committee

50
Female
Malaysian

Koo Woon Kan ("Ms. Koo"), a Malaysian aged 50, is our Senior Independent Non-Executive Director. She was appointed to our Board on 31 December 2023.

Ms. Koo obtained the Association of Chartered Certified Accountants (ACCA) qualification in 1999 and has been a member of the Malaysian Institute of Accountants since 2019.

She has over 20 years of experience in accounting, finance, and financial services, having held various leadership roles throughout her career. She began her career in November 1999 as an Assistant Accountant with Guardian Security Consultants Sdn. Bhd., a subsidiary of HLI-Hume Management Co. Sdn. Bhd., and remained in this role until February 2001. From February 2001 to June 2006, she continued her career as an Internal Auditor at HLI-Hume Management Co. Sdn. Bhd., where she was later promoted to Senior Internal Auditor before leaving in July 2006.

Between July 2006 and January 2008, she worked as an Accountant at First Mobile Group Sdn. Bhd. After taking a brief career break from February 2008 to July 2008, she joined Puma Sports Goods Sdn. Bhd. in October 2008 as Head of the Accounts Department, a role she held until June 2009. From July 2009 to May 2011, she served as a Senior Accountant at Scope International (M) Sdn. Bhd. Subsequently, she founded Eco Circle Sdn. Bhd. (May 2011), Rightway Management Sdn. Bhd. (October 2016), and Rightway Corporate Advisory Sdn. Bhd. (which was subsequently dissolved in March 2026), companies engaged in property investment, trading activities, accounting, and corporate secretarial services.

Since December 2014, she has also served as the Financial Controller of Chi Yuan Industrial (M) Sdn. Bhd., a company involved in the manufacturing of polyethylene terephthalate (PET) and polyvinyl chloride (PVC).

Ms. Koo currently serves as the Independent Non-Executive Director on the board of Pappajack Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad. She is also the Independent Non-Executive Director of Farmiera Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad, and also Rosado Berhad, a public limited liability company, and holds directorships in several private limited companies.

She has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. She has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

She does not have any family relationship with any director and/or major shareholder of the Company. She attended all five (5) Board Meetings held during the financial year ended 31 March 2026.

Profile of Directors

(Cont'd)

Yeoh Jie Hu

Independent Non-Executive Director

Date of Board Appointment: **31 December 2023**

Board Committee Membership: **Chairman, Remuneration Committee**
Member Audit and Risk Management Committee
Member Nomination Committee

38
Male
Malaysian

Yeoh Jie Hu ("Mr. Yeoh"), a Malaysian aged 38, is our Independent Non-Executive Director. He was appointed to our Board on 31 December 2023.

Mr. Yeoh graduated with a Bachelor of Laws from the University of London (external program) in August 2010. In September 2011, he obtained his certificate in legal practice from the Legal Profession Qualifying Board of Malaysia where subsequently in November 2011, he commenced his pupillage with Messrs. Shahrizat Rashid & Lee as a pupil-in-chambers until August 2012. He was then admitted as Advocate and Solicitor in the High Court of Malaya and has been a member of the Bar Council of Malaysia since September 2012.

Mr. Yeoh began his legal practice as Legal Associate with Messrs. Shahrizat Rashid & Lee where he was involved in litigation comprising debt recovery and employment related matters. He resigned from Messrs. Shahrizat Rashid & Lee in December 2013.

In January 2014, he joined Messrs. Gopi Seshadari as a Legal Associate where he was primarily responsible for handling litigation relating to corporate (shareholders' disputes) and construction matters. Thereafter, he resigned from Messrs. Gopi Seshadari in March 2016.

Subsequently in April 2016, he joined Messrs. Benjamin Dawson as a Legal Associate where he was involved in handling banking litigation as well as general litigation related matters comprising various contractual disputes. He then resigned from Messrs. Benjamin Dawson in March 2018.

In March 2018, he joined Prudential Assurance Malaysia Berhad as an Assistant Manager where he was in charge of rendering legal advice as well as handling all legal related matters for the company. He departed from Prudential Assurance Malaysia Berhad in September 2018.

Thereafter, in September 2018, he co-founded The Law Chambers of Ng & Yeoh (the partnership has been dissolved in rendering legal services relating to litigation matters. He departed from The Law Chambers of Ng & Yeoh in August 2020.

Later in September 2020, he founded Messrs. Yeoh & Partners where he is the Managing Partner and is primarily involved in general litigation as well as conveyancing related matters, until to-date.

Mr. Yeoh does not hold any directorship in public companies and listed issuers and does not have any family relationship with any director and/or major shareholder of the Company. He has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. He has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

He attended all five (5) Board Meetings held during the financial year ended 31 March 2026.

Profile of Directors

(**Cont'd**)

Ang Seng Wong

Independent Non-Executive Director

Date of Board Appointment: **5 May 2026**

Board Committee Membership: **Chairman, Nomination Committee**
Member Audit and Risk Management Committee
Member Remuneration Committee

64
Male
Malaysian

Ang Seng Wong ("Mr. Ang"), a Malaysian aged 64, is our Independent Non-Executive Director. He was appointed to our Board on 5 May 2026.

Mr. Ang graduated with a Bachelor of Business (Banking and Finance) and a Bachelor of Arts from Chisholm Institute of Technology. He subsequently obtained a Master of Business Administration (MBA) from Cardiff Metropolitan University and a Doctor of Business Administration (DBA) from Swiss School of Management. He is a Chartered Accountant with the Malaysian Institute of Accountants and a Fellow of the Institute of Corporate Directors Malaysia.

He began his career in January 1986 with Freeman McMurrick Pty. Ltd. in Australia as an Accountant, where he was involved in the preparation of management accounts, liaising with underwriters, and supporting the preparation of the company's financial statements. He remained with the firm until November 1989.

Upon returning to Malaysia, he joined Apex Securities Sdn. Bhd. (now known as JF Apex Securities Berhad), where he specialised in stock market research, including analysing and recommending investment opportunities. He subsequently joined TH-Exima Electronics (M) Sdn. Bhd. as a Finance Director, overseeing the company's finance and accounting functions, and was later appointed as Executive Representative of CIDC (Malaysia) Sdn. Bhd., a subsidiary of China Investment Development Company, Taiwan.

In July 1994, he joined NCK Corporation Berhad as Corporate Affairs Manager. Reporting directly to the Group Managing Director, he played a key role in overseeing the operations of the Group's subsidiary companies. His responsibilities included financial analysis, participation in management meetings, and liaising with key stakeholders, including suppliers, contractors, customers, and financial institutions.

Following this, he was engaged by PAEX Inc., United States of America to establish and develop a supply chain in Asia for the export of food and beverage ware to the United States of America. He later joined Astral Supreme Berhad as a General Manager, where he oversaw the manufacturing, marketing, and distribution of electrical and electronic products, and was subsequently promoted to Executive Director.

After leaving Astral Supreme Berhad, he embarked on an independent career as a Corporate Consultant, Independent Director, trainer, and lecturer.

He currently serves as the Independent Non-Executive Chairman of CPE Technology Berhad and Infoline Tec Group Berhad, and as Independent Non-Executive Director of Life Water Berhad and Salcon Berhad all of which are companies listed on the Main Market of Bursa Malaysia Securities Berhad.

He has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. He has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

He does not have any family relationship with any director and/or major shareholder of the Company. He did not attend any Board Meeting held during the financial year ended 31 March 2026 as he was appointed on 5 May 2026.

PROFILE OF KEY SENIOR MANAGEMENT

Chew Kim Wei

Chief Technical Officer

Date of Board Appointment: **2 January 2022**

45
Male
Malaysian

Chew Kim Wei ("Mr. Chew"), a Malaysian aged 45, is the Chief Technical Officer of our Group.

Mr. Chew graduated with a Diploma and a Higher Diploma in Computer Science, both from Institut Latihan FTMS-ICL, Kuala Lumpur in May 2005.

Upon graduation, he began his career as a Programmer with Holographic Label Sdn. Bhd. where he provided technical support works and evaluated software solutions during the early stage of the software architecture system and the planning stage of system migration. He performed enhancement works for incorporation of the release of future codes and patches where he also worked with the product management team of the said company to design, build and test systems. He resigned from Holographic Label Sdn. Bhd. in April 2007.

In May 2007, he joined Uberfusion Sdn. Bhd. as a Software Engineer, where he continued to perform such similar scope of work as in Holographic Label Sdn. Bhd. He resigned from Uberfusion Sdn. Bhd. in May 2009.

In June 2009, he joined Golden Dynamic Enterprises (M) Sdn. Bhd. as a Software Engineer where he developed web applications for deployment on platforms and sites, worked with the software development and testing team for the design and development of robust solutions. He also handled resolutions for defects arising from websites and mobile applications, managed aspects of the lifecycle of Android mobile applications through research and development activities. In addition, he provided post launch support works as well. During his tenure with the said company, he worked with cross functional teams to define and design new features for websites and mobile applications. He resigned from Golden Dynamic Enterprises (M) Sdn. Bhd. in December 2013.

Since January 2014, he joined RichTech Communications Sdn. Bhd. as a Programmer, where he is primarily responsible for developing web applications for deployment on platforms and sites, supervising programmers', designers' and technicians' works. He is also in charge of designing and developing analytic data structures, where he performs tests and deployment on a scalable of available software products, up until to-date. He was redesignated/promoted to Chief Technical Officer in January 2022. As our Chief Technical Officer, he will continue to assume such responsibilities.

Mr. Chew does not hold any directorship in public companies and listed issuers and does not have any family relationship with any director and/or major shareholder of the Company. He has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. He has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

Profile of Key Senior Management

(**Cont'd**)

Hong Chuan Keong

Chief Financial Officer

Date of Board Appointment: **2 January 2022**

57
Male
Malaysian

Hong Chuan Keong ("Mr. Hong"), a Malaysian aged 57, is the Chief Financial Officer of our Group.

Mr. Hong completed his examination of the Chartered Institute of Management Accountants in May 1994. He is a Chartered Management Accountant under the Chartered Institute of Management Accountants and Chartered Accountant of the Malaysian Institute of Accountants since August 1999 and April 2000, respectively.

After taking a study break upon completion of the aforesaid examination in May 1994, he began his career in January 1995 as an Assistant Accountant with Esprit Group Berhad, which was then listed on the Second Board (now known as Main Market) of Bursa Malaysia Securities Berhad, where he performed final accounts preparation, verifications for monthly payrolls of the employees of Esprit Group Berhad, invoices and delivery orders as well as implementation on internal control procedures for ensuring segregation of duties and proper flow of documentations and proper authorisation of personnel accessibilities to the computer accounting system of Esprit Group Berhad. He then left Esprit Group Berhad in May 1997.

In June 1997, he joined L&M Corporation (M) Berhad (now known as TXCD Berhad), a company listed on the Main Market of Bursa Malaysia Securities Berhad, as an Accountant where he performed bank and creditors reconciliation, monthly cashflow base preparation and monthly management review of the accounts of L&M Corporation (M) Berhad's subsidiaries. He was also involved in acting as a stock coordinator for year-end stock take on an annual basis. Thereafter, he resigned from L&M Corporation (M) Berhad in July 1999.

In August 1999, he joined Blaze Construction Sdn. Bhd. as an Accounts and Finance Manager where he oversaw the accounts and finance department, performed the setting up of the accounting software system and project costing and control preparation for every project of the company. He resigned from Blaze Construction Sdn. Bhd. in August 2005.

In September 2005, he joined Sogo Steel Centre Sdn. Bhd. as Head of Accounts and Finance Department, where he oversaw and managed the said department, ensured timely submission of financial report and accuracy of accounting system, annual budget and financial ratio analysis preparation based on industrial norm as well as performing identification works of the strengths and weakness of Sogo Steel Centre Sdn. Bhd. He provided advice to the management of Sogo Steel Centre Sdn. Bhd. on managing risk and exposure to foreign exchange. Subsequently, he resigned from Sogo Steel Centre Sdn. Bhd. in February 2012.

In March 2012, he joined Seven Seven Convenience Store and F&B Sdn. Bhd. as Group Finance Manager, where he oversaw the accounts, finance and purchasing department. He monitored and managed the said company's treasury and banking facilities to ensure the sufficiency of cash flow for its branches and outlets. He ensured timely submission of financial reports and continuous improvement of the implementation of the internal control. He also performed tax and financial preparation as well as capital expenditure assets risk evaluation and analysis. He resigned from Seven Seven Convenience Store and F&B Sdn. Bhd. in February 2020.

Thereafter, he joined RichTech Communications Sdn. Bhd. ("RCSB") as an Accountant on a part time basis from March 2020 to June 2023 where he prepared management accounts on a monthly basis for submission to the management of RCSB. Thereafter, he was employed as a full-time employee of RCSB in July 2023 and he continued to play similar roles with additional responsibilities, such as financial record keeping, reporting and analysis as well as tax preparation and filing. He also performed financial advices and consultation as well as verification works on the accuracy of financial records to ensure compliance with relevant laws and regulations. He was redesignated to Chief Financial Officer in July 2023. As our Chief Financial Officer, he will continue to assume such responsibilities.

Mr. Hong does not hold any directorship in public companies and listed issuers and does not have any family relationship with any director and/or major shareholder of the Company. He has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. He has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

Lai Yun Teng

Operations Manager

Date of Board Appointment: **13 September 2018**

32
Female
Malaysian

Lai Yun Teng ("Ms. Lai"), a Malaysian aged 32, is the Operations Manager of our Group.

Ms. Lai graduated from Sekolah Sri Sempurna with a Malaysian Certificate of Education (Sijil Pelajaran Malaysia) in 2011.

Upon her graduation, she commenced her studies for a Diploma in Business Studies (Accounting) at Tunku Abdul Rahman College in April 2012, but quit pursuing the same in May 2015 due to personal reasons.

In June 2015, she joined Nan Ya Hardware Sdn. Bhd. as an Accounting Assistant where she performed accounting works, attended to customer calls and emails, utilised accounting software programs to process the company's business transactions and handled bookkeeping works for the company's financial records, bank statements and invoices reconciliation where she prepared invoicing reports as well as providing accounting and clerical supports to the Account Manager. She left Nan Ya Hardware Sdn. Bhd. in February 2017.

Upon her resignation, she took a career break until August 2018. In September 2018, she joined RichTech Communications Sdn. Bhd. as Operations Manager where she manages electronic reloads inventories, stock purchases as well as oversees the customer service team in handling users' enquiries. As our Operations Manager, she will continue to assume such responsibilities.

Ms. Lai does not hold any directorship in public companies and listed issuers and does not have any family relationship with any director and/or major shareholder of the Company. She has not entered into any transaction, whether directly or indirectly, that has a conflict of interest with the Company. She has no conviction for any offences within the past five years (other than traffic offences, if any), nor has had any public sanction or penalty imposed by the relevant regulatory bodies during the financial period.

SUSTAINABILITY STATEMENT

RichTech Digital Berhad ("RDB") and its subsidiaries ("the Group", collectively) is one of Malaysia's leading electronic reloads and bill payment service providers. RDB recognises the importance of integrating sustainability practices into our business strategy and operations, with a focus on driving positive environmental and social impact while maintaining strong governance standards that underpin our business operations.

REPORTING PERIOD AND SCOPE

RDB is pleased to present its second Sustainability Statement for the period from 1 April 2025 to 31 March 2026 ("FY 2026").

This Statement focuses on RDB's sustainability strategies, initiatives and progress in managing the identified Environmental, Social and Governance ("ESG") factors deemed material to its business and stakeholders for FY 2026.

REPORTING FRAMEWORK AND STANDARDS

This Statement has been prepared in accordance with Bursa Securities' ACE Market Listing Requirements. In developing the contents of this Statement, the Group is guided by Bursa Securities' Sustainability Reporting Guide and Toolkits (3rd Edition).

BOARD REVIEW

All information and data disclosed is based on internal data monitoring that has been verified by the respective data owners to ensure the accuracy of the information presented in this Statement. This Statement has been reviewed and approved by RDB's Board of Directors ("Board") on 24 July 2026.

SUSTAINABILITY APPROACH

At RDB, we are committed to embrace ESG practices, which drives the development of environmentally responsible operations, foster talent development and supportive workplaces for employees, and uphold high standards of corporate governance.

Our approach to sustainability is built on three pillars which enables us to deliver on our objective to promote sustainable growth and business resilience in the long term.

Pillar	Objective
Digital Transformation for Environmental Stewardship	Leveraging our platform to reduce environmental impact through digitalisation and paperless transactions
Digital Ecosystem for Social Inclusion	Promoting financial inclusion and accessibility while supporting the digital empowerment of communities and businesses across Malaysia
Responsible Governance and Operations	Upholding high standards of data security, privacy protection and ethical business practices

SUSTAINABILITY GOVERNANCE

Sustainability oversight at RDB is led by the Board who assumes the ultimate responsibility in overseeing the Group's sustainability management. In carrying out its responsibilities, the Board considers the relevant sustainability matters integrated into the Group's planning, performance and long term strategic direction. The Board is also responsible in reviewing and endorsing the Group's sustainability strategy, policies and targets.

The execution of RDB's sustainability strategies is driven by the Management having established a dedicated Sustainability Working Group ("SWG"), chaired by the Managing Director with members comprising the heads of key departments. The SWG's roles and responsibilities include:

- Assess relevant sustainability risks and opportunities to identify and prioritise material ESG matters
- Implement sustainability practices into business operations
- Monitor the progress of sustainability achievements against targets
- Ensure the integrity and completeness of sustainability disclosures

The SWG ensures that the execution of the Group's ESG initiatives is embedded across all business functions, creating accountability at every operational level.

STAKEHOLDER ENGAGEMENT

Regular engagement with internal and external stakeholders is essential for us to better understand their views and align our sustainability strategies with their expectations and requirements. We are committed to maintaining open and transparent communication with our stakeholders.

We have identified our key stakeholders as those that are impacted by our operations and those who influence our activities. These include our employees, customers, contractors and suppliers, shareholders and investors, as well as government and regulators.

Our engagement with the various stakeholder groups is summarised as follows:

Stakeholder Groups	Engagement Channels	Areas of Interest	Frequency
Employees	• Trainings • Performance appraisals • Dialogue sessions with supervisor and Management	• Opportunities for career growth • Remuneration and benefits • Staff welfare	• Annual/ ad hoc as required
Customers	• Feedback and support sessions • Complaints monitoring	• Customer satisfaction • User experience	• Ongoing
Contractors and suppliers	• Meeting sessions • Email communication	• Payment and credit terms • Long term partnership	• Ongoing
Shareholders and investors	• Quarterly financial results • Annual reports • General meetings • Bursa announcements • Company website	• Business strategies • Financial performance • Corporate governance	• Annual/ ad hoc as required
Government and regulators	• Annual reports • Bursa announcements	• Corporate governance • Regulatory compliance	• Annual/ ad hoc as required

Sustainability Statement

(**Cont'd**)

MATERIALITY ASSESSMENT

In FPE 2025, RDB conducted an in-depth materiality assessment exercise focused on identifying and prioritising sustainability topics that are material to our business and stakeholders.

A total of eight material topics were identified to be most relevant to the Group's operations. We have assessed that the material topics identified in FPE 2025 remain relevant and material to our internal and external stakeholders in FY 2026, as presented below.

Material Topic	Importance to Stakeholders	Significance to RDB's Business	Relevant ESG Pillar
Data Privacy & Cybersecurity	High	High	Governance
Talent Attraction & Development	High	High	Social
Ethical Business & Anti-Corruption	High	High	Governance
Energy Management & Climate Action	High	Medium	Environmental
Diversity, Equity & Inclusion	Medium	High	Social
Digital Inclusion & Community Impact	Medium	Medium	Social
Responsible Supply Chain	Medium	Medium	Social
E-Waste Management	Medium	Low	Environmental

ECONOMIC

As a leader in Malaysia's electronic reload and bill payment services industry, RDB has over four million users through a network of over 1,000 SRS corporate users and over 32,000 SRS end-users. At RDB, we recognise that sustainable business growth is fundamental to creating long term value for our stakeholders and contributing to Malaysia's socio-economic development.

Our business model is designed for long term sustainability through:

- Scalable Technology: Cloud-based infrastructure that can efficiently accommodate growth without proportional increases in operational costs
- Diversified Revenue Streams: Multiple service offerings and revenue models that provide stability and growth opportunities
- Strong Partnerships: Long-standing relationships with service providers and distributors that create mutual value and sustainable competitive advantages
- Innovation Focus: Continuous investment in research and development to maintain technological leadership and market relevance

ECONOMIC (CONT'D)

The Group's economic value generated in FY 2026 is presented below:

	FY 2026	FPE 2025 (15 months actual)
Economic value generated (Revenue + Other income + Finance income)	6,746,140	10,681,362
Economic value distributed:		
– Operating costs (COGS + admin + selling expenses)	(1,028,024)	(3,025,048)
– Employee wages + benefits	(1,214,371)	(993,939)
– Payment to providers of capital (Dividends)	–	(1,012,265)
– Payment to government (Tax expense)	(1,236,607)	(2,203,400)
– Community investment	(780)	–
Economic value retained	3,266,358	3,446,710

CUSTOMER SATISFACTION

As customer satisfaction is a key driver to long term growth, the Group is committed to enhancing customer satisfaction by actively monitoring feedback and maintaining high transaction rate success. We view our customers as key partners and value their input in shaping continuous improvement. We conduct effective and transparent communication with our customers through various channels, including meetings, emails and corporate website.

Sustainability Statement

(**Cont'd**)

ENVIRONMENT

DRIVING THE PAPERLESS ECONOMY

Our SRS platform fundamentally transforms traditional transactional processes by eliminating the need for physical paper receipts and manual processing. Through our digital ecosystem, we estimate that our current users collectively avoid millions of paper-based transactions annually, contributing significantly to forest conservation and waste reduction.

Every electronic reload and bill payment processed through our platform represents a reduction in physical infrastructure requirement, from printing facilities to transportation networks. This digital transformation creates a multiplier effect, as our business partners and end-users adopt more sustainable practices through our services.

ENERGY MANAGEMENT & CLIMATE ACTION

As a company operating a digital platform, the Group's primary environmental impact stems from the energy consumption of our offices. While our activities are not carbon-intensive in nature, electricity usage contribute to the Group's GHG emissions profile. We are committed to minimising this impact through usage efficiency, innovation and responsible practices, leveraging our platform to promote environmental stewardship.

We strive to reduce energy usage by putting up notices in the offices to remind employees to be mindful of their energy consumption. We also track our monthly energy usage to better understand energy consumption patterns and this insight will help us identify potential energy conservation opportunities for the Group in future.

E-WASTE MANAGEMENT

Electronic waste (e-waste) management is the systematic process of collecting, recycling and safe disposal of discarded electronic devices. Proper disposal of e-waste contributes to a circular economy and compliance with anti-pollution regulations. At RDB, we have implemented a strict e-waste policy that ensures all retired electronic assets are disposed or recycled through government-certified partners.

We will continue to improve the tracking and monitoring of consumption metrics beginning from FY 2026 as part of the Group's commitment in reducing and minimising environmental impact.

	Unit	FY 2026
Electricity usage	kWh	42,398
Water usage	m^3	194
Electronic waste	kg	5

ENVIRONMENTAL INITIATIVES

As a responsible corporate entity, RDB is committed to promoting sustainable business practices and integrating sustainability into our operations. The Group has begun implementing several measures with a focus on reducing environmental impact, including:

- Green Technology Integration: Exploring partnerships with renewable energy providers and implementing energy-efficient technologies in our operations
- Sustainability Practices: Raising awareness among employees and implementing environmentally responsible practices in our office

SOCIAL

EMPLOYEE MANAGEMENT

Our employees play a crucial role in contributing to the Group's long term growth and success. We are committed to cultivating a workplace that upholds human rights and fosters a culture of respect and continuous development.

As at 31 March 2026, the employment breakdown of RDB's total workforce of 11 by gender and age categories are as follows:

Employment by gender	Male		Female	
	Number	%	Number	%
Non-executive	0	0	3	100
Executive	4	67	2	33
Management	1	50	1	50
Total	**5**	**45**	**6**	**55**

Employment by age	Male		Female	
	Number	%	Number	%
Under 30	1	25	3	75
Between 30 and 50	3	50	3	50
Above 50	1	100	0	0

TALENT ATTRACTION & DEVELOPMENT

We foster a culture of continuous learning, providing our employees with opportunities for professional development through upskilling, certifications and mentorship. Our success depends on the talent, dedication and wellbeing of our employees. We are committed to fostering an inclusive, diverse and supportive workplace that enables all team members to thrive. The Group endeavours to provide for:

- Equal Opportunity: Maintaining fair employment practices that promote diversity and inclusion across all levels of our organisation
- Professional Growth: Providing opportunities for career advancement, skills development and continuous learning
- Work-Life Balance: Implementing flexible work arrangements and policies that support employee wellbeing and productivity
- Health and Safety: Ensuring a safe and healthy work environment that prioritises employee welfare

For FY 2026, the total training hours by employment category breakdown is as follows:

	Hours
Non-executive	7
Executive	21
Management	7
Total	**35**

SOCIAL (CONT'D)

DIVERSITY, EQUITY & INCLUSION

RDB is an equal opportunity employer committed to building an inclusive workplace where every employee feels valued. Although we do not have a formal Diversity, Equity & Inclusion policy in place, the Group ensures fairness in recruitment, promotion and remuneration. In line with Bursa Malaysia's gender diversity requirement, we are proud to have met the 30% minimum threshold for female representation on our Board, where two out of six directors are women. The Group is working towards greater diversity at all levels.

DIGITAL INCLUSION & COMMUNITY IMPACT

Our platform serves as a bridge to financial inclusion by providing accessible electronic reloads and bill payment services solutions to underserved communities across Malaysia. Through our network of reload retailers and mobile application partners, we aim to ensure that digital services are available even in remote areas.

Our user-friendly interface and multilingual support make electronic reloads and bill payment services accessible to users across different age groups, education levels and technological backgrounds, promoting digital literacy and financial empowerment.

We are committed to contribute to Malaysia's digital talent development by investing in continuous learning and skills enhancement for our workforce, ensuring they remain at the forefront of technological innovation and industry best practices.

GOVERNANCE

We seek to grow responsibly by upholding strong corporate governance, which forms the foundation of sustainable business practices. We are committed to the highest levels of transparency, accountability and ethical conduct.

DATA PRIVACY & CYBERSECURITY

As a digital platform handling sensitive financial transactions and personal information, we recognise the importance of safeguarding the personal data of our employees and other external parties. To maintain the highest standards of data security and privacy protection, RDB has implemented several measures to strengthen data protection processes and procedures:

- Advanced Security Infrastructure: Implementation security technologies and protocols to protect user data and transaction integrity
- Privacy by Design: Incorporating privacy considerations into all aspects of our platform development and operations, ensuring compliance with applicable data protection regulations
- Regular Security Audits: Conducting frequent security assessments and penetration testing to identify and address potential vulnerabilities
- User Education: Providing clear information and guidance to users about security best practices and privacy protection measures

For FY 2026, there were zero cases of customer privacy breaches identified and zero complaints pertaining to losses of customer data.

GOVERNANCE (CONT'D)

ETHICAL BUSINESS AND ANTI-CORRUPTION

RDB adopts a zero-tolerance stance on all forms of bribery and corruption. Our Code of Conduct and Ethics applies to all directors and employees and explicitly prohibits such practices. We have established a secure and confidential whistleblowing channel, overseen by the Audit and Risk Management Committee, to enable the reporting of any suspected misconduct without fear of reprisal.

We maintain a compliance framework that ensures adherence to all applicable laws, regulations and industry standard. Our risk management approach encompasses:

- Financial Compliance: Strict adherence to financial services regulations and anti-money laundering requirements
- Operational Risk Management: Comprehensive risk assessment and mitigation strategies across all business operations
- Business Continuity: Robust disaster recovery and business continuity plans to ensure uninterrupted service delivery
- Regular Monitoring: Continuous monitoring and reporting systems that enable proactive risk identification and management

In FY 2026, we recorded zero confirmed cases of corruption and non-compliance with applicable laws, rules and regulations.

RESPONSIBLE SUPPLY CHAIN

Our commitment to sustainability extends to our supply chain. We place strong emphasis on trust, transparency and integrity in all supplier relationships. We are committed to fair and transparent procurement practices, and our procurement processes are designed to identify and engage the most qualified partners while promoting responsible business conduct.

CONCLUSION

Although RDB is at the beginning of its sustainability journey, we are committed to achieving growth in economic performance to create and distribute economic value to our stakeholders.

We have adopted a phased implementation approach to our reporting on an annual basis. In adopting a phased-approach to sustainability reporting, we will be introducing more quantitative and qualitative data and targets going forward.

Sustainability Statement

(**Cont'd**)

RICHTECH DIGITAL BERHAD

BMLR Transition Period

Date & Time: 2026-07-22_17:16:18

Ace Market | Group 3 | FYE 31/03/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Energy Management	Total energy consumption	kWh	—	42,398	—	No assurance
Water	Total volume of water used	m3	—	194	—	No assurance
Waste management	Total electronic waste generated	kg	—	5	—	No assurance
Diversity	Percentage of gender group by employee category: Male non-executive	%	—	0	—	No assurance
Diversity	Percentage of gender group by employee category: Female non-executive	%	—	100	—	No assurance
Diversity	Percentage of gender group by employee category: Male executive	%	—	67	—	No assurance
Diversity	Percentage of gender group by employee category: Female executive	%	—	33	—	No assurance
Diversity	Percentage of gender group by employee category: Male management	%	—	50	—	No assurance
Diversity	Percentage of gender group by employee category: Female management	%	—	50	—	No assurance
Diversity	Percentage of gender group by age: Male under 30	%	—	25	—	No assurance
Diversity	Percentage of gender group by age: Female under 30	%	—	75	—	No assurance
Diversity	Percentage of gender group by age: Male between 30 and 50	%	—	50	—	No assurance

This report was generated on the Bursa Malaysia CSI Platform on 2026-07-22_17:16:18

Sustainability Statement

(Cont'd)

RICHTECH DIGITAL BERHAD

BMLR Transition Period

Date & Time: 2026-07-22_17:16:18

Ace Market | Group 3 | FYE 31/03/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Percentage of gender group by age: Female between 30 and 50	%	—	50	—	No assurance
Diversity	Percentage of gender group by age: Male above 50	%	—	100	—	No assurance
Diversity	Percentage of gender group by age: Female above 50	%	—	0	—	No assurance
Labour practices and standards	Total hours of training by employee category: Non-executive	Hours	—	7	—	No assurance
Labour practices and standards	Total hours of training by employee category: Executive	Hours	—	21	—	No assurance
Labour practices and standards	Total hours of training by employee category: Management	Hours	—	7	—	No assurance
Data privacy and security	Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	—	0	—	No assurance
Anti-corruption	Confirmed incidents of corruption and action taken	Number	—	0	—	No assurance
Community	Total amount invested in the community	RM	—	780	—	No assurance

CORPORATE GOVERNANCE OVERVIEW STATEMENT

INTRODUCTION

The Board of Directors ("**the Board**") of RichTech Digital Berhad ("**RDB**" or the "**Company**") is pleased to present the Corporate Governance ("**CG**") Overview Statement for the financial year ended 31 March 2026 ("**FYE 2026**"), which has been prepared in compliance with Rule 15.25 of the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The Board is pleased to set out below the Corporate Governance Overview Statement which describes the manner in which the Group has applied the following principles of the MCCG during the FYE 2026:

A. Board leadership and effectiveness;
B. Effective audit and risk management; and
C. Integrity in corporate reporting and meaningful relationship with stakeholders.

This CG Overview Statement should be read together with the CG Report which is available on the Company's corporate website at www.richtech.my as well as via an announcement on the website of Bursa Securities.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

PART I – BOARD RESPONSIBILITIES

The Group is led and managed by an effective and experienced Board, comprising members with a wide range of experience and qualifications.

The Board is supported by the following three (3) Board Committees with delegated responsibilities to oversee the Group's affairs. These Board Committees were authorised to act on behalf of the Board in accordance with their respective Terms of Reference ("**TOR**"):

Board of Directors
Oversees the Company's strategic direction, performance and affairs to foster the success of the Group in delivering sustainable value over the long term to stakeholders

Audit and Risk Management Committee ("ARMC")

Assist the Board in fulfilling its statutory and fiduciary responsibilities for the review of financial statements, process for monitoring compliance with law and regulations and quarterly/year-end announcements to Bursa Securities, oversight of the financial reporting process, internal control system, risk management policies and strategies, internal and external audit processes and any conflict of interest situations and related party transactions.

Nomination Committee ("NC")

Assist the Board in in the succession planning of the Board and Key Senior Management. Key responsibilities include reviewing the employment terms of Executive Directors and Key Senior Management, recommending nominations for new Directors, conducting annual reviews to determine the necessary mix of genders, skills, experience and other requisite qualities of Directors, and annually assessing the overall effectiveness of the Board as a whole and the respective Board Committees.

Remuneration Committee ("RC")

Assist the Board in implementing its remuneration policies and procedures including reviewing and recommending matters relating to the remuneration of the Board and Key Senior Management. Key responsibilities include reviewing the remuneration packages for Executive Directors, Non-Executive Directors and Key Senior Management of the Group with the aims to attract, retain and motivate Directors and Key Senior Management to

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

PART I – BOARD RESPONSIBILITIES (CONT'D)

The role of the Board Committees is to advise and make recommendations to the Board. Notwithstanding, the ultimate responsibility for the final decision on all matters lies with the Board. The Chairman of these Board Committees will provide highlights to the Board, and any further deliberation is made at the Board level, if required.

Separation of Roles between Chairman and Managing Director

The Board is led by Non-Independent Non-Executive Chairman, Mr. Wong Koon Wai. He is responsible for providing leadership and instilling good corporate governance and effectiveness of the Board. The positions of the Chairman and the Managing Director are held by separate individuals. This is to ensure that there is a balance of power and authority to promote accountability and unfettered powers in decision making.

The Board maintains the perspective that the Chairman is not involved in any Board Committees. This is to uphold checks and balances as well as objectivity. Having the Chairman of the Board who also sits on Board Committee(s) gives rise to the risk of self-review and may impair the objectivity of the Chairman. Therefore, the Chairman of the Board is not a member of any of the Board Committees which is in line with the principles and best practices outlined in the MCCG.

Company Secretary

The Board is supported by a qualified and experienced Company Secretary, who is a member of the Malaysian Institute of Chartered Secretaries and Administrators. The Company Secretary is qualified under Section 235(2) of the Companies Act 2016 and possesses extensive experience in discharging her duties and responsibilities to the Board.

All Directors have unrestricted access to the advice and services of the Company Secretary to ensure the effective functioning of the Board and its Board Committees, in line with the Board policies and procedures, and to ensure compliance with applicable laws, regulations, rules, procedures, and corporate governance best practices at all times.

Board Charter

The Board has adopted a Board Charter that serves as a structured guide on matters relating to the Board. The Board Charter is designed to provide guidance and clarity to Directors and Management with regards to the roles of the Boards and its Board Committees, the responsibilities of the Chairman and Independent Directors. It also serves as a reference point for Board activities.

The Board will review and update the Board Charter from time to time to reflect the changes to the Company's policies and procedures to ensure the Board Charter remains consistent with the Board's objectives, current laws and practices. The Board Charter was approved and adopted by the Board on 2 January 2024 and is available on the Company's corporate website at www.richtech.my.

The Board has also put in place the following policies:

Code of Conduct and Ethics

The Company has established a Code of Conduct and Ethics ("**Code**") to provide the fundamental guiding principles and standards for Directors where such principles and standards are founded on high standards of professional and ethical practices, which are applied consistently throughout the Company and its Subsidiary. This Code will be assessed regularly by the Board in alignment with the Company's needs.

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

PART I – BOARD RESPONSIBILITIES (CONT'D)

Whistle-Blowing Policy

The Board had formalised a Whistle-Blowing Policy as the Group places high value on the level of trust and integrity. Therefore, the Whistleblowing Policy provides an avenue for all Directors, employees, and any other third-party who has a business relationship with the Group, to disclose or report any improper conduct and to provide protection for those who report such allegations. The Board will review the Whistle-Blowing Policy periodically and make modification if required or appropriate.

Anti-Bribery and Corruption Policy ("Anti-Corruption Policy")

The Board had established an Anti-Corruption Policy on 2 January 2024 that sets out the Group's principles and stance and adequate procedures against corruption and/or bribery activities in the conduct of its businesses. The Anti-Corruption Policy applies to all individuals working at all levels and grades, including Directors, employees including their immediate family members and relatives. Additionally, Anti-Corruption Policy extends to all contractors, subcontractors, consultants, representatives including agents, franchisees and any other external parties performing work or services for or on behalf of the Group. This Anti-Corruption Policy is to outline the responsibilities of the Group and its employees and to provide guidance in observing and upholding the Group's position on bribery and corruption. The Anti-Corruption Policy will be assessed periodically in alignment with the Group's needs.

Directors' Fit and Proper Policy

The Directors' Fit and Proper Policy ("**FAP**" or "**the Policy**") was established and adopted to guide the NC and the Board in their review and assessment of candidates that are to be appointed on the Board as well as the Directors who are seeking for re-election, which are to be assessed individually and collectively. The NC will review the Policy periodically to ensure it remains relevant and appropriate. Any amendments or revisions required shall be recommended to the Board for approval.

Conflict of Interest Policy and Procedures

The Board has adopted a Conflict of Interest ("**COI**") Policy and Procedures on 28 May 2025 which aims to guide the Board when COI situation arises. The COI applies to all Directors and employees of the Group. The Audit and Risk Management Committee reviews all related party transactions and conflict of interest situation that arose, persist or may arise within the Group that may challenge the Group's integrity. The COI will be reviewed periodically in alignment with the Group's needs.

Sustainability Policy

The Board acknowledges the importance of maintaining a Sustainability Policy as a good corporate citizen that promotes sustainable business practices that creates long-term value and at the same time ensuring the business operates responsibly with full accountability. This policy encompasses all aspects of ethical business practices, addressing relevant Environment, Social and Governance ("**ESG**") issues in a responsible and profitable manner.

The Board has an overall oversight over sustainability strategies, priorities and targets, whilst the Executive Directors are responsible to continuously enhance the sustainability management framework and process to ensure effective implementation and execution of the ESG initiatives under his stewardship and leadership. The Company's sustainability initiatives are set out in the Sustainability Statement in the 2026 Annual Report.

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

PART II – BOARD COMPOSITION

Board Balance

The current composition of the Board consists of six (6) members, comprising one (1) Non-Independent Non-Executive Chairman, two (2) Executive Directors, and three (3) Independent Non-Executive Directors, as follows:

Name	Designation and Directorate	Gender
Wong Koon Wai	Non-Independent Non-Executive Chairman	Male
Lee Teik Keong	Managing Director	Male
Agnes Wong Eei Nien	Executive Director	Female
Koo Woon Kan	Senior Independent Non-Executive Director	Female
Yeoh Jie Hu	Independent Non-Executive Director	Male
Ang Seng Wong *(appointed w.e.f. 5 May 2026)*	Independent Non-Executive Director	Male
Tan Yeon Kieng *(resigned w.e.f 5 May 2026)*	Independent Non-Executive Director	Male

The Board currently maintains at least 30% women directors on the Board, in line with Practice 5.9 of MCCG. The Gender Diversity policy was adopted by the Group on 2 January 2024, which is intended for the Group to promote diversity in the Board and workforce of the Group. The Board is supportive of gender diversity and will endeavour to have greater women representation on the Board, based on the effective blend of required skills, experience, expertise and knowledge in areas identified and the needs of the Group.

The NC will review the Policy periodically to ensure it remains relevant and appropriate. Any amendments or revisions required shall be recommended to the Board for approval.

By having three (3) Independent Non-Executive Directors sitting on the Board, the current Board composition complies with the requirements of Rule 15.02 of the Listing Requirements and Practice 5.2 of MCCG. This shall preserve the objectivity of the Board's deliberation and decision-making process so as to protect the interests of shareholders and other stakeholders.

A brief profile of each Director can be found in the Board of Directors' Profile section of the 2026 Annual Report.

Independence of the Board

The current Board has a well-balanced composition with an effective mix, ensuring that there is a fair representation and balance of power and authority on the Board. The Independent Directors constitute half of the Board and exceeds the minimum requirement as mandated by Rule 15.02 of the Listing Requirements which stipulate that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, must be independent.

The presence of Independent Non-Executive Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remains objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.

The Board will justify and seek shareholders' approval through a two-tier voting process in the event it retains an Independent Director who has served in that capacity for a cumulative period of more than nine (9) years. As at the date of this statement, none of the Independent Directors has served the Company beyond nine (9) years.

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

PART II – BOARD COMPOSITION (CONT'D)

Election and Re-election

In accordance with the Company's Constitution, an election of Directors shall take place each year. At the Annual General Meeting ("**AGM**") of the Company where one-third (1/3) of the Directors for the time being or if the number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. All Directors shall retire from office at least once in every three (3) years, but shall be eligible for re-election.

At the forthcoming third annual general meeting ("3rd AGM") of the Company, Mr. Wong Koon Wai and Ms. Koo Woon Kan (collectively referred to as "**Retiring Directors**") shall retire from office and being eligible for re-election in accordance with the Constitution of the Company. They have offered themselves for re-election at the forthcoming 3rd AGM. Details of the Directors standing for re-election are disclosed in the Board of Directors' profile section of the 2026 Annual Report.

The NC had conducted an assessment of the performance and reviewed the Fit and Proper Declaration Forms completed by the Retiring Directors. Based on the outcome of the assessment, the NC is satisfied that they meet the requisite standards of character, experience, integrity, competence and time to effectively discharge their roles and duties as Directors as prescribed by the Listing Requirements of Bursa Securities.

The Board, concurred with the findings of the NC, recommends and supports the re-election of the Retiring Directors who are seeking for re-election pursuant to Clause 113 of the Company's Constitution at the forthcoming 3rd AGM.

Board Meeting

The Board shall meet at least four (4) times a year with additional meetings to be convened as and when required. Meetings of the Board and Board Committees are scheduled in advance to facilitate the Directors in planning. The Notice of the Board Meeting is served at least five (5) business days prior to the Board Meeting.

Relevant Board Papers are usually circulated to all Directors at least five (5) business days prior to the Board Meeting so as to accord sufficient time for the Directors to peruse the Board papers.

The Board conducted five (5) Board meetings during the FYE 2026. Attendance of the Directors at the Board and Board Committees meetings during FYE 2026, as detailed below:

Type of Meetings	Board of Directors	ARMC	NC	RC
Name of Directors	**No. of Meetings Attended**			
Wong Koon Wai	5/5	N/A	N/A	N/A
Lee Teik Keong	5/5	N/A	N/A	N/A
Agnes Wong Eei Nien	5/5	N/A	N/A	N/A
Koo Woon Kan	5/5	5/5	2/2	2/2
Yeoh Jie Hu	5/5	5/5	2/2	2/2
Tan Yeon Kieng *(resigned w.e.f. 5 May 2026)*	5/5	5/5	2/2	2/2
Ang Seng Wong *(appointed w.e.f. 5 May 2026)*	N/A	N/A	N/A	N/A

Overall, the Board is satisfied with the level of time commitment given by the Directors towards fulfilling their duties and responsibilities.

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

PART II – BOARD COMPOSITION (CONT'D)

Directors' Continuous Professional Development

The NC has taken on the responsibility of evaluating and determining the specific and continuous training needs of the Directors on a regular basis. The Directors are aware of their duty to undergo appropriate training from time to time to enhance their knowledge in order to ensure that they are equipped to carry out their duties effectively.

All Directors of the Company have attended the Mandatory Accreditation Programme as prescribed by Bursa Securities. During FYE 2026, the training programmes attended by the Directors are as follows:

Name of Directors	Title Seminars/Conferences Attended
Wong Koon Wai	• Bursa Malaysia Strategic Oversight in Strategy Implementation: Getting Execution Right at the Board Level programme • Speaker for Effective Management of Audit Committee Meeting: A Secretariat's Workshop
Lee Teik Keong	• MAP II : Leading for Impact (LIP)
Agnes Wong Eei Nien	• MAP II : Leading for Impact (LIP)
Koo Woon Kan	• (Re-Run) E-Invoicing Mastery 2025: 5 Modules (April – June) • Transfer Pricing Webinar • MIA Webinar Series: Sustainability – Related Risks and Opportunities • SST: Group I Other Services Providers • Understanding Labour Laws: What You Need to Know • Withholding Tax Webinar • Application to Strike Off Company Under Section 550 of the Companies Act 2016
Yeoh Jie Hu	• MAP II : Leading for Impact (LIP)
Tan Yeon Kieng *(resigned w.e.f. 5 May 2026)*	• MAP II : Leading for Impact (LIP)
Ang Seng Wong *(appointed w.e.f. 5 May 2026)*	• ICDM Advocacy Dialogue and Networking Session : E-Invoicing and its Impact on Directors • ICDM BRMC Dialogue & Networking Governance in an Era of Trade Uncertainty: Navigating Tariff Risks and Opportunities • Reverse Governance: What if the Algorithm Assesses the Board • ICDM BAC Dialogue & Networking Session: Raising the Bar - Strengthening Board Audit Committee Oversight • ICDM Post-Budget 2026 Dialogue • From Concept to Delivery-The Bird's Eye View • Effects of US Tariffs on Eastek International Malaysia – A Diagnostic and Prognostic Discourse • From Curiosity to Control: Board Intelligence in the Age of AI

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

Part III – NOMINATION

The Board established the NC on 2 January 2024. The NC is governed by its Terms of Reference ("TOR") approved by the Board which is available on the Company's website at www.richtech.my.

As at the date of this Statement, the NC comprises solely Independent Non-Executive Directors as follows:

NC	Designation
Ang Seng Wong, Chairman (appointed as Chairman of NC w.e.f. 5 May 2026)	Independent Non-Executive Director
Koo Woon Kan, Member	Senior Independent Non-Executive Director
Yeoh Jie Hu, Member	Independent Non-Executive Director
Tan Yeon Kieng, Chairman *(resigned as Chairman of NC w.e.f. 5 May 2026)*	Independent Non-Executive Director

The Board through its NC, regularly assesses the optimum size, required mix of genders, skills, experience, independence and diversity required to effectively fulfil its role. The appointment of Board members is reviewed by the NC and made via a formal and transparent process. In making these recommendations, the NC considers and recommends to the Board an appropriate balance of skills, expertise, attributes, and core competencies that the Directors would bring to the Board.

The Board has established a FAP which provides a guide to the NC and the Board in their review and assessment of the potential candidates for appointment to the Board of the Group as well as the retiring Director who is seeking for re-election at the AGM.

During FYE 2026, the NC conducted two (2) meetings. In FYE 2026, the NC undertook the following activities:

(a) Assessed and was satisfied with the effectiveness of the Board as a whole and the Board committees and the contribution of each Director, and the mix of skills, knowledge, expertise and experience, as well as the composition and size of the Board in terms of gender, ethnicity and age.
(b) Assessed the independence of the Independent Directors and concluded that the Independent Directors are independent and have complied with the criteria of independence as set out in Listing Requirements.
(c) Reviewed the performance of the ARMC, NC and RC.
(d) Reviewed and recommended to the Board the re-election of Directors at the third AGM ("3rd AGM") of the Company pursuant to the Company's Constitution.
(e) Reviewed and recommended to the Board on the appointment of Senior Management.
(f) Reviewed the Directors' training programme for the FYE 2026.

Based on the outcome of the assessment for FYE 2025, the Board was satisfied that the current mix of skills and experience of the Board and the respective Board Committees as a whole had met the requirements of the Company and the overall performance of the Board, Board Committees and the members of the Board was effective and satisfactory.

The Board was satisfied that the Independent Directors continue to exercise independent and objective judgement and act in the best interest of the Company and its stakeholder. None of the Independent Directors have any interests in the Company and there are no other areas of business conflicts. The results form the basis of recommending the relevant Directors for re-election at the forthcoming 3rd AGM.

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

Part IV – REMUNERATION

The RC was established on 2 January 2024 to attract and retain Directors (both Executive and Non- Executive) and Key Senior Management of the Group. The RC is governed by its TOR approved by the Board which is available on the Company's corporate website at www.richtech.my.

As at the date of this Statement, the RC comprises exclusively of Independent Non-Executive Directors as follows:

RC	Designation
Yeoh Jie Hu, Chairman	Independent Non-Executive Director
Koo Woon Kan, Member	Senior Independent Non-Executive Director
Ang Seng Wong, Member *(appointed as member of RC w.e.f. 5 May 2026)*	Independent Non-Executive Director
Tan Yeon Kieng, Member *(resigned as member of RC w.e.f. 5 May 2026)*	Independent Non-Executive Director

The RC meeting is held as and when required, but at least once a year. During FYE 2026, the RC conducted two (2) meetings and undertook the following activities:

- Reviewed and recommended to the Board for shareholders' approval on the directors' fee for FPE 2025 and for the period from 1 April 2026 until the date of the next AGM in year 2026.
- Reviewed and recommended to the Board for approval on the remuneration package of a senior management personnel.

The Board, through RC, has established a Remuneration Policy and Procedures of Directors and Senior Management that outlines the principles and guidelines in discharging its responsibilities with regards to the remuneration of the Directors and/or Senior Management of the Company and is made in line with the best practices recommended under the MCCG.

The remuneration of Executive Directors' and/or Senior Management is designed to link rewards to the individual performance and achievements of the Company/Group and is comparable with the market rate within the industry.

All Non-Executive Directors are to be accorded annual director's fee in their capacity as a Board member, taking into consideration prevailing market rates for companies of similar nature or size, the scope of their duties and responsibility, as well as the number of Board and Board committees' meetings.

The remuneration for Directors, which comprises directors' fees, salaries, bonuses and allowances as well as other benefits-in-kind, shall be recommended by the RC and subsequently approved by the Board, subject to the provisions of the Constitution. The directors' fees must be further approved or endorsed by the shareholders in a general meeting. Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.

During FYE 2026, there were no meeting allowances provided to Non-Executive Directors.

The remuneration of the Directors on a named basis for FYE 2026 are disclosed in the Corporate Governance Report ("**CG Report**") which is available on the Company's corporate website at www.richtech.my.

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

Part IV – REMUNERATION (CONT'D)

The Key Senior Management of the Group, comprises five (5) Key Senior Management personnel, two (2) of whom are also members of the Board. The remuneration of the Executive Directors are disclosed in the CG Report. Due to sensitivity and confidentiality, the Board is of the opinion that the detailed disclosure of remuneration of the three (3) Key Senior Management (i.e. Chief Technical Officer, Chief Financial Officer and Operations Manager) on a named basis would not be in the best interest of the Group given the industry's competitiveness. Alternatively, the disclosure of their remuneration received during the financial year is categorised within the disclosure band as follows:

	Group
Range of Remuneration	**No. of Key Senior Management***
RM50,001 to RM100,000	2
RM100,001 to RM150,000	1
RM150,001 to RM200,000	1
RM200,001 to RM250,000	1

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

PART I – ARMC

The ARMC comprises exclusively Independent Non-Executive Directors. Collectively, the ARMC members are financially literate, possess commercial expertise skills and experience to enable them to discharge their duties and responsibilities pursuant to the ARMC's TOR.

The ARMC has responsibility for oversight of the Company's financial statements, related party transactions, conflict of interest situations, internal control system, risk management policies and strategies, the Company's relationship with its External and Internal Auditors, and the effectiveness of audit procedures both internally and externally.

A full ARMC Report enumerating its membership and a summary of its activities during the financial year is set forth in the ARMC Report in the 2026 Annual Report.

The Board has the overall responsibility for the quality and completeness of the financial statements of the Company and the Group, both on a quarterly and full year basis, and has a duty to ensure that those financial statements are prepared based on appropriate and consistently applied accounting policies, supported by reasonably prudent judgment and estimates, in accordance with the applicable financial reporting standards.

The ARMC plays a crucial role in assisting the Board in scrutinising the information to ensure accuracy, adequacy, validity and timeliness of the financial statements.

The ARMC is relied upon by the Board to, among others, provide advice on areas of financial reporting, external audit, internal control environment and internal audit process, review of related party transactions as well as conflict of interest situations. The ARMC also undertakes to provide oversight on the risk management framework of the Group.

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

PART I – ARMC (CONT'D)

None of the members of ARMC/Board were a former audit partner involved in auditing of the Group. In order to uphold utmost independence, the Board has no intention to appoint any former audit partner as a member of the ARMC/Board.

The ARMC is empowered by the Board to review any matters concerning the appointment and re-appointment, resignations or dismissals of External Auditors and review and evaluate factors relating to the independence of the External Auditors. The External Auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditors.

The External Auditors of the Company, Messrs TGS TW PLT, have confirmed to the ARMC that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of relevant professional and regulatory requirements.

ARMC, having assessed the External Auditor's performance and suitability based on the quality of services, sufficiency of resources, communication, interaction, independence and objectivity, recommended to the Board for the re-appointment of Messrs TGS TW PLT as External Auditors for the financial year ending 31 March 2027. In view thereof, the Board has recommended the re-appointment of the External Auditors for the approval of shareholders at the forthcoming 3rd AGM.

The Board and the Group have established a transparent and appropriate relationship with the Internal and External Auditors. Such a relationship allows the Group to seek professional advice on matters relating to compliance and corporate governance.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board acknowledges its overall responsibility in establishing a Risk Management Framework and maintaining a sound system of risk management and internal control, and reviewing its adequacy and effectiveness. The Board had delegated the responsibility for reviewing the adequacy and effectiveness of the risk management and internal control systems to the ARMC.

The Group's Risk Management Framework aims to integrate good risk management practices into all its business processes and operations to drive consistent, effective and accountable actions, decision making and management practices.

The Board is assisted by the ARMC in discharging its roles and responsibilities to oversee the effectiveness and adequacy of the risk management and internal control system of the Group. To maintain total independence in the management of the Group's internal control environment and ensure compliance with the Listing Requirements, the internal audit function is outsourced to an independent professional firm, GovernanceAdvisory.com Sdn. Bhd. ("**Internal Auditors**"), an independent consulting firm who is free from any relationships or conflict of interest that could impair their objectivity and independence. The Internal Auditors report directly to the ARMC to ensure that issues highlighted are addressed independently, objectively and impartially without any undue influence of the Senior Management. Further details of the internal audit function are set out in the ARMC Report of the 2026 Annual Report.

Any significant issue affecting the existing risks or emerging risks as well as changes to the action plans to address the risks identified, will be discussed during the ARMC meetings and brought to the attention of the Board by the Chairperson of the ARMC. Further details on the Risk Management and Internal Control of the Group are set out in the Statement on Risk Management and Internal Control of the 2026 Annual Report.

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

PART I – ENGAGEMENT WITH STAKEHOLDERS

The Board is committed to provide effective communication to its shareholders and the general public regarding the business, operations and financial performance of the Group, and where necessary, information filed with regulators is in accordance with all applicable legal and regulatory requirements.

The Board values the importance of dissemination of information on major developments of the Group to the shareholders, potential investors and general public in a timely and equitable manner. Quarterly results, announcements, annual reports and circulars serve as the primary means of dissemination of information so that the shareholders are constantly kept abreast of the Group's progress and development. The Company's corporate website at www.richtech.my serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, Board Charter and policies, announcements, news and events relating to the Group.

PART II – CONDUCT OF GENERAL MEETINGS

The Board will ensure that the general meetings of the Company are conducted in an efficient manner and serve as a mode of shareholders' communication. These include the supply of comprehensive and timely information to shareholders and encouraging active participation at the general meetings.

The AGM remains a principal forum used by the Group for communication with its shareholders. Shareholders are encouraged to ask questions regarding the resolutions being proposed at the meeting and also other matters pertaining to the business activities of the Group. The Board, Senior Management and the External Auditors are in attendance to answer and provide appropriate clarifications at the meeting. Shareholders are also invited to convey and share their inputs with the Board. Where applicable, the Board will also ensure that each item of special business that is included in the notice of meeting is accompanied by a full written explanation of that resolution and its effects to facilitate understanding and evaluation by the shareholders.

For the FYE2026, the Company served notice of its 2nd AGM held on 29 September 2025, at least 28 days before the meeting, in full compliance with the requirement under the Act and the Listing Requirements. This is to enable the shareholders to have sufficient time to read and understand the Company's financial and non-financial performance before the meeting. All resolutions set out in the Notice of the 2nd AGM of the Company was voted by poll and the votes casted were validated by an independent scrutineer appointed by the Company. The minutes of the 2nd AGM was published on the Company's website for shareholders' information.

The notice convening the 3rd AGM of the Company to be held on 29 September 2026 will be circulated to the shareholders at least 28 days before the AGM, which gives shareholders sufficient time to go through the 2026 Annual Report and make the necessary attendance and voting decisions.

The forthcoming 3rd AGM will be conducted physically at Tioman Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Malaysia.

The minutes of the 3rd AGM will be available on the Company's corporate website at www.richtech.my within 30 business days from the date of the 3rd AGM.

STATEMENT BY THE BOARD ON CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Company shall continue to strive for high standards of corporate governance throughout the Group, and the highest level of integrity and ethical standards in all of its business dealings.

The Company has in all material aspects satisfactorily complied with the principles and practices set out in the MCCG, except for the departures set out in the Corporate Governance Report.

This CG Overview Statement together with the CG Report were approved by the Board on 24 July 2026.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors (“**the Board**”) of RichTech Digital Berhad (“**Company**”) is pleased to present the Audit and Risk Management Committee (“**ARMC**”) Report (“**Report**”) for the financial year ended 31 March 2026 (“**FYE 2026**”). This report outlines the activities carried out for the FYE 2026 in compliance with Rule 15.15 of the ACE Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

The primary objective of the ARMC is to assist the Board in discharging its statutory duties and fiduciary responsibilities in the Company and its subsidiary (collectively, the “**Group**”) which include, among others, providing additional assurance to the Board by giving an objective and independent review of financial, operational, administrative and risk controls and procedures, including establishing and maintaining internal controls, reinforcing the independence of the Group’s External Auditors, evaluate the quality of the internal audit function and oversee compliance with laws and regulations together with observance of a proper code of conduct.

The ARMC is guided by its Terms of Reference, which can be accessed from the Company’s corporate website at www.richtech.my.

COMPOSITION

The ARMC comprises three (3) members, all of whom are Independent Non-Executive Directors. The composition of the ARMC complies with Rule 15.09(1) of the Listing Requirements of Bursa Securities.

As at the date of this Report, the members of the ARMC are as follows:

Name	Designation	Directorate
Koo Woon Kan	Chairperson	Senior Independent Non-Executive Director
Yeoh Jie Hu	Member	Independent Non-Executive Director
Ang Seng Wong *(Appointed as Member of ARMC on 5 May 2026)*	Member	Independent Non-Executive Director
Tan Yeon Kieng *(Resigned as Member of ARMC on 5 May 2026)*	Member	Independent Non-Executive Director

The Chairperson of the Committee, Ms. Koo Woon Kan, is a member of the Association of Chartered Certified Accountants (“**ACCA**”) and a Chartered Accountant of the Malaysian Institute of Accountants (“**MIA**”). The ARMC members come from different professional and business backgrounds. They are financially literate, bringing a wide range of experience and knowledge, and are able to analyse and interpret financial statements to effectively discharge their duties. None of the members were former key audit partners of the Company’s existing External Auditors.

ATTENDANCE OF MEETINGS

The ARMC held five (5) meetings during the FYE 2026. The details of members’ attendance are as follows:

Name of Committee Members	Meeting Attendance
Koo Woon Kan, Chairperson	5/5
Yeoh Jie Hu, Member	5/5
Tan Yeon Kieng, Member *(Resigned as Member of ARMC on 5 May 2026)*	5/5
Ang Seng Wong, Member *(Appointed as Member of ARMC on 5 May 2026)*	Not applicable

Audit and Risk Management Committee Report

(**Cont'd**)

ATTENDANCE OF MEETINGS (CONT'D)

Mr. Hong Chuan Keong, the Chief Financial Officer, was invited to the ARMC meetings to provide updates on the operations, activities and financial performance of the Group. Representatives from the External Auditors and Internal Auditors, when necessary, were also invited to the ARMC meetings to deliberate on matters within their purview.

The ARMC has the authority to call meetings with the External Auditors, Internal Auditors, or both without the presence of executive Board members or staff, if necessary.

The Company Secretary took minutes at each ARMC meeting and tabled them for confirmation and adoption at the subsequent ARMC meeting. The minutes were then brought to the Board for notation. The outcome of each ARMC meeting will be reported by the ARMC Chairperson to the Board.

SUMMARY OF WORKS CARRIED OUT BY THE ARMC

The summary of the activities undertaken by the ARMC during FYE 2026 is as follows:

a) Financial Reporting

(i) Reviewed the audited financial statements of the Company and the Group for the financial period from 1 January 2024 to 31 March 2025 ("**FPE 2025**") prior to the submission to the Board for their consideration and approval. The review was to ensure that the audited financial statements were drawn up in accordance with the provisions of the Companies Act 2016 and applicable Financial Reporting Standards in Malaysia.

(ii) Reviewed the unaudited quarterly financial results of the Company and the Group and the relevant announcement in relation thereto, to ensure the report complies with the Listing Requirements and applicable approved accounting standards, prior to the recommendation to the Board for consideration, approval and subsequent release to Bursa Securities.

b) External Audit

(i) Reviewed, discussed and approved the Audit Planning Memorandum to ensure appropriate focus on the key risk areas.

(ii) Reviewed and deliberated the Audit Review Memorandum, covering significant audit findings, potential key audit matters, significant deficiencies in internal control, status of audit and the independence and objectivity of the External Auditors.

(iii) Considered and recommended to the Board the re-appointment of Messrs TGS TW PLT as the External Auditors and their remuneration.

(iv) Had private sessions with External Auditors on 28 May 2025 and 26 February 2026, to discuss any issues arising from audits without the presence of the Executive Directors and Management, where the External Auditors were given the opportunity to raise any issues of concern directly to the ARMC.

(v) The Board at its meeting had approved the ARMC's recommendation to re-appoint TGS as External Auditors of the Company and the Group for the financial year ending 31 March 2027, subject to the shareholders' approval to be sought at the forthcoming 3rd Annual General Meeting.

SUMMARY OF WORKS CARRIED OUT BY THE ARMC (CONT'D)

c) Internal Audit and Risk Management

(i) Reviewed and approved the Internal Audit Plan presented by the Internal Auditors, which included details such as audit scope, timeline and proposed fees of the internal audit services to ensure adequacy of the scope and sufficient coverage over the activities of the Group.

(ii) Reviewed the reports from the Internal Auditors and assessed the Internal Auditors' findings, the necessary recommendations and the Management's responses.

(iii) Reviewed and assessed the adequacy of the audit coverage, audit framework and methodology adopted, competency, independence and resources of the outsourced Internal Auditors and ensuring that they have the necessary authority to carry out their work.

d) Related Party Transactions and Conflict of Interest

(i) Reviewed the recurrent related party transactions entered into by the Company and the Group to ensure the transactions entered into were at arm's length basis and based on normal commercial terms and not more favourable to the related parties than those generally available to the public.

(ii) Reviewed potential conflict of interest situations that may arise and the measures taken to mitigate any potential conflict of interest. There were no conflicts of interest situations which required the ARMC's attention for the FYE 2026.

e) Others

(i) Reviewed the Statement on Risk Management and Internal Control, ARMC Report, Corporate Governance Overview Statement and Corporate Governance Report prior to recommendation for Board's approval for inclusion into the Annual Report 2026.
(ii) Reviewed the Risk Profile report of the Group.

INTERNAL AUDIT FUNCTION

The Group recognises the importance of an adequately resourceful internal audit function to assist in undertaking a systematic and disciplined approach to assess, evaluate and enhance the effectiveness of the Group's risk management, internal control and governance systems and processes, and to provide reasonable assurance that such systems and processes continue to operate effectively and in compliance with the Group's established objectives.

The Group's internal audit function is outsourced to **GovernanceAdvisory.com Sdn Bhd ("GA" or the "Internal Auditors")**. The Internal Auditors report directly to the ARMC on the adequacy and effectiveness of the risk management and internal control systems of the Group. The outsourced internal audit function is free from any relationship or conflict of interest that could impair its objectivity and independence. The internal audit was conducted using a risk-based approach and was guided by the International Professional Practice Framework issued by the Institute of Internal Auditors.

The Internal Auditors also utilises the International Professional Practices Framework ("IPPF") to evaluate the effectiveness of the internal control. Internal audit was conducted based on an approved risk-based audit plan, focusing on critical business processes, identifying control weaknesses, assessing the adequacy of controls, and providing recommendations to strengthen control environment.

Audit and Risk Management Committee Report

(**Cont'd**)

INTERNAL AUDIT FUNCTION (CONT'D)

a) Summary of Internal Audit works for FYE 2026

During the financial year under review, the activities undertaken by the outsourced Internal Auditors are summarised as follows:

(i) Presented risk-based internal audit plan for review and approval of the ARMC.
(ii) Carried out reviews in accordance with the risk-based internal audit plan approved by the ARMC. Details of the reviews carried out are as follows:

Name of entity audited	Audited areas
RichTech Communications Sdn. Bhd.	Electronic Reload and Bill Payment Processing

Findings from the internal audit reviews conducted were discussed with the Management and subsequently presented to the ARMC together with the Management's response and proposed action plans. There are no material issues highlighted by GA during the financial year under review.

b) Total costs incurred for FYE 2026

The total cost incurred for the Internal Audit works for FYE 2026 was RM15,000.

c) Review of Internal Audit Function

The ARMC and the Board were satisfied with the performance of the Internal Auditors for FYE 2026.

The ARMC is of the opinion that the internal audit function is independent and the Internal Auditors have performed their audit assignments with impartiality, proficiency and due professional care.

This ARMC Report was approved by the Board on 24 July 2026.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors ("**the Board**") of RichTech Digital Berhad ("**RDB**" or "**the Company**") and its subsidiary ("**Group**") is pleased to present its Statement on Risk Management and Internal Control ("**Statement**"), which outlines the nature and scope of the risk management and internal control systems of the Group for the financial year ended 31 March 2026 ("**FY2026**"). This Statement has been prepared pursuant to Rule 15.26(b) of the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), Guidance Note 11 of the Listing Requirements, and as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Companies ("**SORMIC Guide 2025**").

BOARD'S RESPONSIBILITY

The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness. The Board has delegated the responsibility for reviewing the adequacy and effectiveness of the risk management and internal control systems to the Audit and Risk Management Committee ("**ARMC**").

The ARMC was established to oversee risk management matters within the Group. The roles and responsibilities of the ARMC include, among others, developing and recommending the Group's risk management framework and policies, reviewing and assessing the adequacy and effectiveness of the risk management structure, and approving risk policies and processes.

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

The Management is responsible for implementing the Group's policies and procedures on risk management and internal control to identify, evaluate, measure, monitor and report risks, as well as deficiencies and non-compliance with internal controls.

KEY FEATURES OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

1. RISK MANAGEMENT FRAMEWORK

The Board regards risk management as an integral part of the Group's business operations. The Group has established a Risk Management Framework aligned with ISO 31000:2018 (Risk Management – Principles and Guidelines) and adopts the COSO Internal Control – Integrated Framework (2013) for evaluating the effectiveness of its internal controls. The framework is designed to integrate sound risk management practices into all business processes and operations, driving consistent, effective and accountable decision-making.

The framework is designed to provide reasonable assurance regarding:

- the effectiveness and efficiency of operations;
- the reliability of financial reporting;
- compliance with applicable laws, regulations and internal policies; and
- the safeguarding of assets against material loss.

The Executive Directors and Management are responsible for leading operations and implementing strategies to achieve the objectives set for each subsidiary. Management is also tasked with recognising emerging or changing risks, taking appropriate actions, and promptly notifying the Board. In fulfilling these duties, Management ensures that employees adhere to RDB's Standard Operating Procedures ("SOP") and escalates any risk-related issues to the ARMC for further attention.

As part of its responsibilities, Management evaluates and deliberates on the Group's major risks on an annual basis. A Risk Profile Report highlighting the Group's key risks was submitted to the ARMC during the financial year under review, as part of the Group's annual review process.

KEY FEATURES OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (CONT'D)

1. RISK MANAGEMENT FRAMEWORK (CONT'D)

All identified risks are individually assessed and ranked having regard to the impact of the identified risk, the likelihood or frequency of occurrence, and the effectiveness of internal control systems currently in place to manage these key risks. Risk management activities are reported to the ARMC to keep it informed of key risks and risk trends.

The Group has adopted the IIA Three Lines Model for governance, risk management and control assurance. The Board provides governing oversight; Management (first and second lines) is responsible for the day-to-day identification, assessment, mitigation and reporting of risks and for operating internal controls; and the Internal Audit function (third line) provides independent assurance to the ARMC.

Risk Appetite

The Group is generally risk-averse in relation to regulatory non-compliance, data breaches and financial misstatement, and moderately risk-tolerant in relation to commercial, technology-upgrade and market-expansion initiatives, provided adequate mitigation measures are in place.

Key Risks Identified and Mitigation Measures

Given the nature of the Group's business in the electronic reload and bill payment services industry, the Board has identified the following principal risk categories. These risks are monitored on an ongoing basis and reviewed at least annually by the Board and ARMC:

Key Risk Area	Nature of Risk	Mitigation / Control Measures
Customer Concentration Risk	A significant portion of the Group's gross sales is attributable to a limited number of major SRS corporate users, with no long-term contracts in place. Cessation of engagement by any major user could adversely affect revenue.	Maintain long-standing relationships through continued service excellence; conduct active business development to diversify the user base; monitor transaction volumes via the SRS platform; and explore new industry verticals for SRS deployment.
Technology & Market Preference Risk	The Group's gross sales are substantially dependent on electronic reload services, which are susceptible to evolving consumer preferences and fintech disruption, including the shift towards post-paid and integrated digital wallets.	Continuous enhancement of the SRS platform (SRS App, SRS Portal, customised digital platforms); broadening of service offerings to include e-wallet credit, gaming credits and digital TV; and active monitoring of market trends to ensure platform relevance.
Cybersecurity & Data Breach Risk	As an operator of a digital transaction platform, the Group retains user data on hosted databases and is exposed to risks of hacking, cyber intrusion and unauthorised internal access, which could compromise data and damage the Group's reputation.	Cybersecurity controls include encryption, restricted access rights, regular system patching, employee cybersecurity awareness training, periodic security reviews, incident response procedures, data backup processes and the use of established third-party hosting providers.
Network & Operational Continuity Risk	The Group's operations are dependent on real-time network connectivity for electronic transaction processing. Power failures, ISP downtime or natural disasters could disrupt service delivery.	Data hosted on established providers with backup and redundancy; no material disruption experienced to date; Business Continuity Plan (BCP) in place and tested periodically.

KEY FEATURES OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (CONT'D)

1. RISK MANAGEMENT FRAMEWORK (CONT'D)

Key Risks Identified and Mitigation Measures (Cont'd)

Key Risk Area	Nature of Risk	Mitigation / Control Measures
Key Person Dependency Risk	The continued success of the Group is dependent on the capabilities and experience of the Executive Directors and Key Senior Management. Simultaneous or successive loss of key personnel without timely replacement could adversely affect operations.	Succession planning initiated; documentation of key processes undertaken; delegation of authority matrix maintained; and retention incentives and knowledge-sharing sessions conducted.
Supplier Concentration Risk	A material proportion of the Group's purchases for electronic reloads is sourced from a single supplier, with no long-term supply contract in place. Disruption to this supply relationship could temporarily affect business operations.	Maintain the established eight-year working relationship with the supplier; actively identify alternative and backup suppliers; monitor reload inventory levels and pricing; and negotiate favourable commercial terms where possible.

The Board reviews these key risks periodically, their probability and potential impact, and the adequacy of corresponding mitigation plans. Emerging risks such as digital and AI disruption, evolving cybersecurity threats, and macroeconomic uncertainty are considered in the annual risk assessment process.

The above risk management practices serve as the ongoing process for identifying, evaluating and managing significant risks of the Group. Such risk management processes were in place throughout the financial year under review and up to the date of this Statement.

2. INTERNAL AUDIT FUNCTION

The Group has outsourced its internal audit function to GovernanceAdvisory.com Sdn Bhd ("GA"), an independent professional firm. The purpose of the internal audit function is to provide the ARMC with an independent assessment of the adequacy and effectiveness of the Group's system of internal control.

The Internal Auditors operate independently, provide objective assurance, and report directly to the ARMC. The ARMC is chaired by an Independent Non-Executive Director, and its members comprise solely Independent Non-Executive Directors. The Internal Auditors are free from any relationships or conflicts of interest that could impair their objectivity and independence, and do not have any direct operational responsibility or authority over any of the activities audited. The ARMC is of the view that the outsourced internal audit function is effective and able to function independently.

The internal audit function is carried out in accordance with the International Professional Practice Framework issued by the Institute of Internal Auditors.

During the financial year under review, the Internal Auditors conducted internal audit engagements in accordance with the approved internal audit plan. The plan covered the areas of Electronic Reload and Bill Payment Processing. Upon completion of each audit engagement, the Internal Auditors presented their findings, root-cause analyses and recommendations to the ARMC. Management is responsible for implementing the necessary corrective actions to address internal control weaknesses identified, and the Internal Auditors conduct follow-up reviews to confirm that recommendations have been implemented within the stipulated timeframe.

The total internal audit costs incurred for FY2026 amounted to RM15,000.

Further details of the Internal Audit Function are set out in the ARMC Report of this Annual Report.

Statement on Risk Management and Internal Control

(**Cont'd**)

KEY FEATURES OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (CONT'D)

3. KEY ELEMENTS OF INTERNAL CONTROL

The other key elements of the Group's internal control systems are as follows:

The Board and ARMC

The Board and the ARMC meet at least four (4) times annually, with additional meetings convened whenever necessary, to ensure that the Directors maintain full and effective control over all significant strategic and operational matters.

Organisation Structure and Authorisation Procedures

The Group maintains a formally defined organisation structure that sets out clear lines of accountability. Decisions are made in accordance with the appropriate authority levels of Management, including matters that require the Board's approval. Key financial and procurement decisions require authorisation from the relevant level of Management.

Information and Communication

Information critical to the achievement of the Group's business objectives is communicated through established reporting lines across the Group. This ensures that matters requiring the attention of the Board and Senior Management are highlighted for review, deliberation and timely decision-making.

Monitoring and Review

Management accounts containing key financial results and operational performance data are presented to Management for monitoring and review. Quarterly financial statements are presented to the ARMC and the Board to monitor the Group's progress towards achieving its business objectives.

Code of Conduct

The Group upholds high standards of integrity and ethical values in all business dealings. The Group has put in place a Code of Conduct to cultivate integrity and ethical behaviour throughout the organisation, educating all employees on the required standards of integrity, ethics, responsibility and professionalism.

Anti-Bribery and Corruption Policy

The Group's Anti-Bribery and Corruption Policy provides guidance to Directors, employees and business associates to ensure proper safeguards exist to mitigate risks of corruption and to prevent contravention of any requirement under Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018. This reflects the Group's commitment to preventing bribery and corrupt practices in relation to its business activities.

Whistle-Blowing Policy

The Group has established a Whistle-Blowing Policy that provides an avenue for employees and other stakeholders to report any unethical, unlawful or undesirable conduct in a safe and confidential environment. The policy is made available on the Company's website.

Cybersecurity and Data Management Controls

Given the Group's reliance on digital platforms for the delivery of its services, the Group places ongoing emphasis on controls relating to cybersecurity and data protection. Electronic reload stocks are encrypted, and data and information from the Group's back-end systems are hosted with established providers to ensure platform resilience in the event of an internal malware incident. The Group's cybersecurity controls are reviewed on an ongoing basis to address evolving threats.

REVIEW OF THE ADEQUACY AND EFFECTIVENESS OF THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Board, with the assistance of the ARMC, carried out an annual review of the Group's risk management and internal control system during the financial year. The review considered:

- changes in the Group's significant risks and business environment;
- Management's reports on risk incidents and key risk indicators;
- the scope and findings of internal audit activities conducted during the year; and
- the adequacy of corrective actions taken on previously identified control deficiencies.

Based on the review, the Board is satisfied that the Group's risk management and internal control systems – covering operational, financial, compliance and emerging risk aspects – were adequate and effective throughout FY2026 and up to the date of this Statement. No material weaknesses in the risk management and internal control system were identified during the year under review.

ASSURANCE FROM MANAGEMENT

The Board has received received assurance from the Executive Director and Chief Financial Officer, that to the best of their knowledge, the Group's system of risk management and internal control is operating adequately and effectively in all material respects, for the financial year ended 31 March 2026 and up to the date of this Statement.

REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS

As required by Rule 15.23 of the Listing Requirements of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in this Annual Report. Their review was performed in accordance with Audit and Assurance Practice Guide 3 (AAPG3): Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control Included in the Annual Report, issued by the Malaysian Institute of Accountants. Based on their review, nothing has come to their attention that causes them to believe that this Statement is not prepared, in all material respects, in accordance with the disclosures required by section 7 of the SORMIC Guide 2025, nor is it factually inaccurate.

AAPG3 does not require the External Auditors to consider whether this Statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system, including the assessment and opinion by the Board and Management thereon. The External Auditors are also not required to consider whether the approach described to manage material internal control aspects of any significant problems disclosed in the Annual Report will, in fact, remedy those problems.

CONCLUSION

The Board is of the view that the risk management and internal control systems of the Group are functioning satisfactorily throughout FY2026 and up to the date of this Statement, and have not resulted in any material losses, contingencies or uncertainties that would require disclosure in this Annual Report. The Board will nonetheless continue to take appropriate and necessary measures to strengthen the Group's risk management and internal control systems in support of the Group's corporate objectives.

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

STATEMENT ON DIRECTORS' RESPONSIBILITY IN RELATION TO THE AUDITED FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 ("**the Act**") to prepare financial statements for each financial year which give a true and fair view of the financial position and financial performance of the Group and the Company, including the cash position for the financial year.

In preparing the financial statements for the financial year ended 31 March 2026, the Directors have:

(i) adopted and consistently applied the appropriate accounting policies;
(ii) made judgements and estimates that are reasonable and prudent;
(iii) ensured that the applicable approved accounting standards in Malaysia and the requirements of the Act are complied with; and
(iv) ensured the financial statements have been prepared on a going concern basis.

The Directors are responsible for ensuring that the Group and the Company maintain proper accounting records which disclose, with reasonable accuracy, the financial position of the Group and the Company, and ensuring the financial statements comply with the Act, Malaysian Financial Reporting Standards, International Financial Reporting Standards, and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Directors have also taken the necessary steps to ensure that appropriate systems are in place for safeguarding the assets of the Group and the Company, to prevent and detect fraud and other irregularities. The systems, by their nature, can only provide reasonable and not absolute assurance against material misstatements, loss or fraud.

This Statement was approved by the Board of Directors on 24 July 2026.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

The Company was listed on the ACE Market of Bursa Securities on 17 February 2025 in conjunction with its Initial Public Offering ("**IPO**"), where the Company undertook, amongst others, a public issue of 54,663,000 new ordinary shares in the Company at an issue price of RM0.25 per share, raising gross proceeds of RM13.67 million.

The details of utilisation of the said proceeds raised from the IPO amounting to RM13.67 million as at 30 June 2026 were as follows:

Details of utilisation	Proposed utilisation RM'000	Actual utilisation RM'000	Balance RM'000	Estimated timeframe for utilisation from the date of Listing
Marketing and promotional activities	4,500	–	4,500	Within 24 months
Acquisition of new office	3,000	–	3,000	Within 24 months
General working capital	3,000	3,000	–	Within 24 months
Estimated listing expenses	3,166	3,166	–	Immediate
Total	**13,666**	**6,166**	**7,500**	

2. AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees paid/payable to the External Auditors by the Group and the Company for the financial year ended 31 March 2026 ("**FYE 2026**") were as follows: -

	The Group RM	The Company RM
Audit fee	83,000	35,000
Non-Audit fee*	30,000	15,000

Note:

* *Non-audit fees comprise the fees for reviewing the Annual Report, Statement on Risk Management and Internal Control as well as the Consolidation and Information Technology report.*

3. MATERIAL CONTRACTS INVOLVING DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS

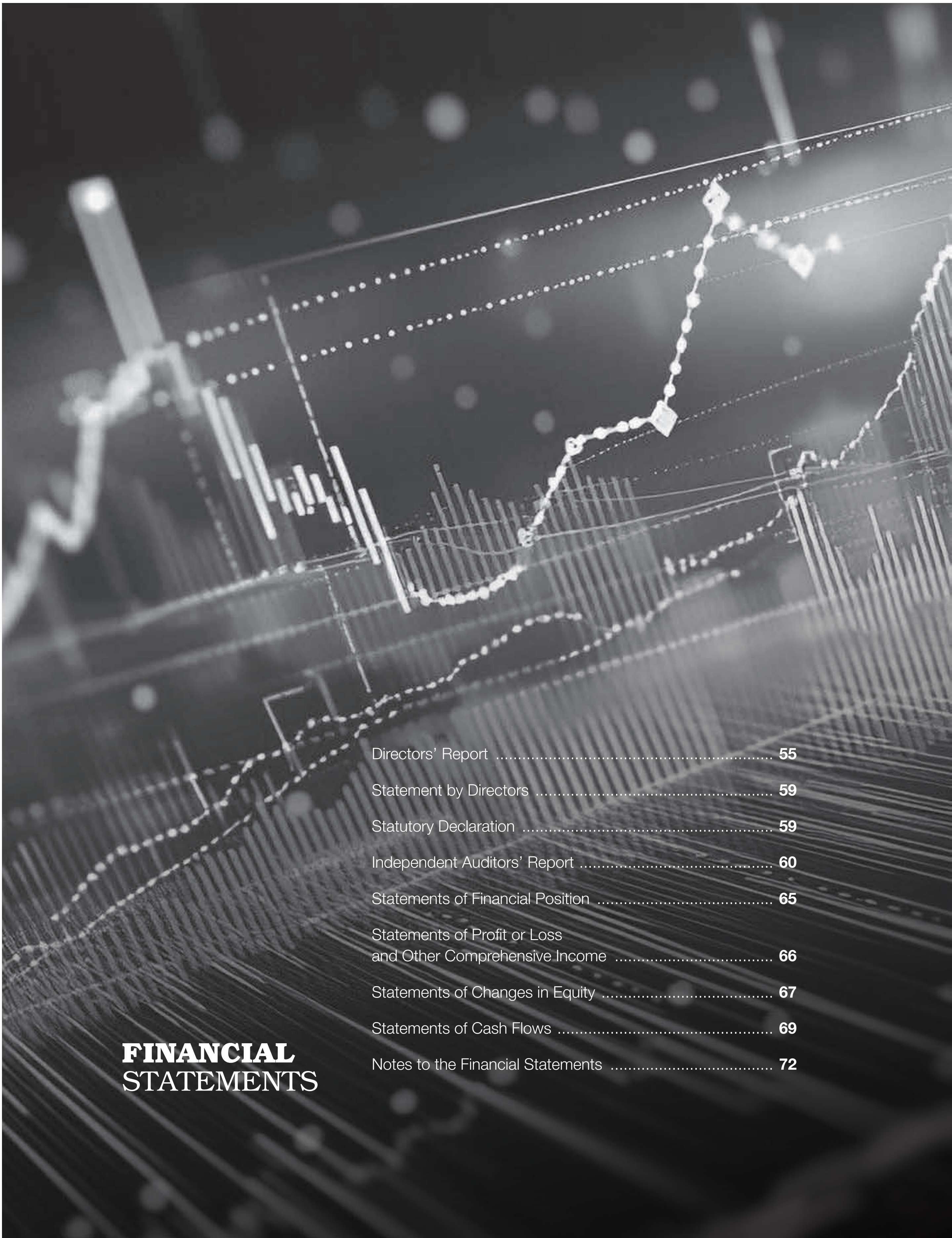
There were no material contracts entered into by the Company and/or its subsidiary involving Directors' and/or major shareholders' interest which were still subsisting as at the end of FYE 2026 or which were entered into since the end of the previous financial year except as disclosed in the financial statements.

4. RECURRENT RELATED PARTY TRANSACTIONS ("RRPT")

The aggregate value of RRPTs made during the financial period are disclosed in Note 21 to the audited financial statements for the FYE 2026.

5. EMPLOYEE SHARE SCHEME

The Company did not establish any employee share scheme and does not have any subsisting employee share scheme during FYE 2026.



FINANCIAL STATEMENTS

DIRECTORS' REPORT

The Directors hereby present their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 March 2026.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries are the distribution of electronic reload services as well as the provision of bill payment services via the SRS platform, information technology and software development, including the design, development, customisation, implementation, maintenance and support of business application and related digital solutions.

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

FINANCIAL RESULTS

	Group RM	Company RM
Profit/(Loss) for the financial year	3,267,138	(264,940)

RESERVES AND PROVISIONS

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

DIVIDENDS

There were no dividends proposed, declared or paid by the Company since the end of the previous financial period. The Board of Directors do not recommend the payment of any final dividend in respect of the current financial year.

ISSUE OF SHARES AND DEBENTURES

There were no shares or debentures issued during the financial year.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year.

DIRECTORS

The Directors in office during the financial year until the date of this report are:

Lee Teik Keong *
Agnes Wong Eei Nien *
Koo Woon Kan
Wong Koon Wai
Yeoh Jie Hu
Ang Seng Wong (Appointed on 5 May 2026)
Tan Yeon Kieng (Resigned on 5 May 2026)

* Director of the Company and a subsidiary

The Director who held office in a subsidiary (excluding Directors who are also a Director of the Company) during the financial year until the date of this report is:

Tey Ching Chih (Appointed on 5 March 2026)

Directors' Report

(**Cont'd**)

DIRECTORS' INTERESTS IN SHARES

The interests and deemed interests in the shares and options over shares of the Company of those who were Directors (including their spouse) at financial year end according to the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			
	At 1.4.2025	**Bought**	**Sold**	**At 31.3.2026**
Interests in the Company				
Direct interests				
Lee Teik Keong	101,780,300	–	–	101,780,300
Agnes Wong Eei Nien	6,626,000	–	–	6,626,000
Wong Koon Wai	242,300	–	(242,300)	–
Koo Woon Kan	150,000	–	(150,000)	–
Tan Yeon Kieng	150,000	–	(150,000)	–
Indirect interests				
Lee Teik Keong #	6,626,000	–	–	6,626,000
Agnes Wong Eei Nien #	101,780,300	–	–	101,780,300

Deemed interest by virtue of shares held by spouse

By virtue of their interests in the shares of the Company, Lee Teik Keong and Agnes Wong Eei Nien are also deemed interested in the shares of the subsidiaries during the financial year to the extent that the Company has an interest under Section 8(4) of the Companies Act 2016 in Malaysia.

DIRECTORS' BENEFITS

Since the end of the previous financial period, no Director 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 shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than any deemed benefit which may arise from transactions as disclosed in Note 21(b) to the financial statements.

The Directors' benefits of the Group and of the Company are as follows:

	Group RM	**Company RM**
Fees	143,000	143,000
Salaries and other emoluments	324,000	–
Defined contribution plan	38,880	–
Social security contributions	2,785	–
	508,665	143,000
Estimated monetary value of benefit-in-kind	16,000	–
	524,665	143,000

Neither during nor at the end of the financial year, was the Company a party to any arrangement whose object was to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INDEMNITY AND INSURANCE COSTS

There was no indemnity given to or insurance effected for any Directors, officers and auditors of the Company in accordance with Section 289 of the Companies Act 2016.

OTHER STATUTORY INFORMATION

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

  (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that there were no known bad debts and that no allowance for doubtful debts was necessary; and

  (ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business have been written down to an amount which they might be expected so to realise.

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

  (i) which would render it necessary to write off any bad debts or to make any allowance for doubtful debts in the financial statements of the Group and of the Company;

  (ii) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading;

  (iii) 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; and

  (iv) 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.

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

  (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

  (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

(d) In the opinion of the Directors:

  (i) 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 year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;

  (ii) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

  (iii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

AUDITORS

The Auditors, TGS TW PLT (202106000004 (LLP0026851-LCA) & AF002345), have expressed their willingness to continue in office.

Auditors' remuneration for the Group and the Company for the financial year ended 31 March 2026 amounted to RM83,000 and RM35,000 respectively.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 24 July 2026.

LEE TEIK KEONG

AGNES WONG EEI NIEN

KUALA LUMPUR

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

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the financial statements set out on pages 65 to 89 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting 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 at 31 March 2026 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 24 July 2026.

LEE TEIK KEONG

AGNES WONG EEI NIEN

KUALA LUMPUR

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

I, Hong Chuan Keong (MIA: 15658), being the Chief Financial Officer primarily responsible for the financial management of RichTech Digital Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 65 to 89 are 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.

Subscribed and solemnly declared by)
the abovenamed at Kuala Lumpur in the)
Federal Territory on 24 July 2026.)
)

HONG CHUAN KEONG

Before me,

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF RICHTECH DIGITAL BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of RichTech Digital Berhad, which comprise the statements of financial position as at 31 March 2026 of the Group and of the Company, and the statements of profit or 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 year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 65 to 89.

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 March 2026, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting 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 the IESBA Code.

Key Audit Matters

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 year. 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.

1. **Revenue recognition**

    (Refer to material accounting policy information and the disclosure of revenue in Note 15 to the financial statements.)

    During the financial year, the Group recognised revenue of RM5,905,328. The Group derives substantially all of its revenue from two primary revenue streams: electronic reload distribution services and bill payment services. Transactions are processed through the Group's proprietary IT system, which maintains a running balance for each customer, disclosed in the financial statements as "prepaid balances", reflecting amounts credited to and utilised by the customer for reload and bill payment transactions.

    The Group processes a high volume of micro-transactions through this automated system, and the accuracy and completeness of revenue recorded is highly dependent on the integrity of the IT system. Revenue recognition is also an area of the financial statements presumed to carry a heightened risk of fraud under auditing standards. Given the Group's reliance on the automated system, the volume and nature of transactions processed, and the direct linkage between transaction volumes and revenue recognised under MFRS 15 *Revenue from Contracts with Customers*, we identified revenue recognition as a key audit matter.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT’D)

Key Audit Matters (Cont’d)

1. Revenue recognition (Cont’d)

Our audit procedures include, amongst others, the following:

(a) Evaluated the appropriateness of the Group's revenue recognition accounting policies against the requirements of MFRS 15.
(b) Obtained an understanding of the relevant manual internal controls over the revenue recognition process.
(c) With the assistance of IT audit specialists, assessed the design and implementation of general IT controls over the transaction processing system, including access controls, change management, and information system operations.
(d) As direct testing of individual reload and bill payment transactions was not practicable given the volume and nature of processing, we designed our substantive procedures around corroborating the completeness and accuracy of revenue through a movement analysis of customer prepaid balances, under which we:

- Reconciled the movement in prepaid balances during the year to the general ledger and financial statements;
- Agreed opening prepaid balances to the audited closing balances as at 31 March 2025, to ensure continuity and completeness of the reconciliation;
- Agreed top-up credits recorded in customer prepaid balances during the financial year to bank statements, and assessed the completeness of top-up credits by reconciling total collections in the bank statements to amounts recognised in the customer ledger; and
- Obtained confirmations of closing prepaid balances as at 31 March 2026 from a sample of customers, investigated any differences noted, and assessed the impact on reported revenue.

We have also reviewed and assessed the adequacy of the Group’s disclosures relating to revenue.

2. Existence of inventories

(Refer to material accounting policy information and the disclosure of inventories in Note 5 to the financial statements.)

As at 31 March 2026, the Group’s inventories amounted to RM8,350,619, representing approximately 23% of Group’s total assets. Inventories comprise: (i) physical reload coupons; (ii) electronic reload coupons, being unique alphanumeric codes stored within the Group’s proprietary backend system; and (iii) credit pool with payment solution providers/distributors (“credit pool”), representing the Group’s right to draw down credit for the fulfilment of electronic reload and bill payment transactions on behalf of customers through its portal.

The co-existence of physical inventory (physical reload coupons), semi-tangible, system-held assets (electronic reload coupons), and credit pool held by third-party suppliers with no physical form each requires a different audit approach to establish completeness and existence, and management judgement is involved in tracking and reconciling balances across these three categories. Accordingly, we identified the existence of inventories as a key audit matter.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Key Audit Matters (Cont'd)

2. Existence of inventories (Cont'd)

Our audit procedures, differentiated by inventory category, include the following:

(a) Physical reload coupons - We attended and observed the physical inventory count and agreed the physical count results to the inventory listing.
(b) Electronic reload coupons - On a sample basis, we tested subsequent disposals of electronic reload coupons through reload transactions to supporting records.
(c) Credit pool - On a sample basis, we agreed credit balances to the payment solution providers'/distributors' portal. For balances where no payment solution providers'/distributors' portal is available, we circularised confirmation requests, requesting confirmation of the credit balance available to the Group as at year end. We have determined that there are no key audit matters to communicate for the Company in our report.

We have determined that there are no key audit matters to communicate for the Company in our report.

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 information included in 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 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 the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of 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.

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 these financial statements.

Report on the Audit of the Financial Statements (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:

- 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 disclosures 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.

- 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 and appropriate audit evidence regarding the financial information of the entities or business and 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 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, actions taken to eliminate threats or safeguards applied.

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 year 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.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 4 to the financial statements.

Independent Auditors' Report to The Members

(**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.

TGS TW PLT
202106000004
(LLP0026851-LCA) & AF002345
Chartered Accountants

TAN LEA LING
03725/04/2027 J
Chartered Accountant

KUALA LUMPUR
24 July 2026

STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

		Group		Company	
		31.3.2026	**31.3.2025**	**31.3.2026**	**31.3.2025**
	Note	**RM**	**RM**	**RM**	**RM**
ASSETS					
Non-current assets					
Property, plant and equipment	3	408,310	282,574	–	–
Investment in subsidiaries	4	–	–	13,606,496	13,596,496
		408,310	282,574	13,606,496	13,596,496
Current assets					
Inventories	5	8,350,619	11,487,312	–	–
Other receivables	6	522,680	60,871	–	–
Amount due from a subsidiary	7	–	–	523,402	-
Fixed deposits with a licensed bank	8	–	15,000,000	–	11,000,000
Short-term investments	9	17,414,727	–	10,076,644	–
Cash and bank balances		9,287,005	6,797,345	39,704	514,387
		35,575,031	33,345,528	10,639,750	11,514,387
TOTAL ASSETS		35,983,341	33,628,102	24,246,246	25,110,883
EQUITY AND LIABILITIES					
EQUITY					
Share capital	10	26,444,950	26,444,950	26,444,950	26,444,950
Merger reserve	11	(12,786,496)	(12,786,496)	–	–
Retained earnings/ (accumulated losses)		19,484,225	16,217,087	(2,279,204)	(2,014,264)
Total equity		33,142,679	29,875,541	24,165,746	24,430,686
LIABILITIES					
Non-current liability					
Deferred tax liability	12	12,000	12,000	–	–
Current liabilities					
Other payables	13	143,500	314,580	80,500	200,500
Prepaid balances	14	2,542,019	3,079,057	–	–
Amount due to a subsidiary	7	–	–	–	479,697
Tax payable		143,143	346,924	–	–
		2,828,662	3,740,561	80,500	680,197
Total liabilities		2,840,662	3,752,561	80,500	680,197
TOTAL EQUITY AND LIABILITIES		35,983,341	33,628,102	24,246,246	25,110,883

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

STATEMENTS OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

		Group		Company	
		1.4.2025 to 31.3.2026	**1.1.2024 to 31.3.2025**	**1.4.2025 to 31.3.2026**	**1.1.2024 to 31.3.2025**
	Note	**RM**	**RM**	**RM**	**RM**
Revenue	15	5,905,328	10,316,733	–	1,300,000
Cost of sales		(386,177)	(389,288)	–	–
Gross profit		5,519,151	9,927,445	–	1,300,000
Other income		299,263	1,330	188,644	–
Selling and distribution expenses		(23,883)	(28,789)	–	–
Administrative expenses		(1,832,335)	(3,600,910)	(658,699)	(2,294,247)
Profit/(Loss) from operations		3,962,196	6,299,076	(470,055)	(994,247)
Finance income		541,549	363,299	205,790	3,193
Profit/(Loss) before tax	16	4,503,745	6,662,375	(264,265)	(991,054)
Taxation	17	(1,236,607)	(2,203,400)	(675)	–
Profit/(Loss) for the financial year/period, representing total comprehensive income/(loss) for the financial year/period		3,267,138	4,458,975	(264,940)	(991,054)
Profit/(Loss) for the financial year/period attributable to:					
Owners of the Company		3,267,138	4,458,975	(264,940)	(991,054)
Total comprehensive income/(loss) for the financial year/period attributable to:					
Owners of the Company		3,267,138	4,458,975	(264,940)	(991,054)
Earnings per share:					
Basic (sen)	18	1.61	2.92		
Diluted (sen)	18	1.61	2.92		

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

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

		Attributable to Owners of the Company				
		Non-distributable			Distributable	
	Note	Share capital RM	Invested equity RM	Merger reserve RM	Retained earnings RM	Total equity RM
Group						
At 1 April 2025		26,444,950	–	(12,786,496)	16,217,087	29,875,541
Total comprehensive income		–	–	–	3,267,138	3,267,138
At 31 March 2026		26,444,950	–	(12,786,496)	19,484,225	33,142,679
At 1 January 2024		2,000	810,000	–	12,770,377	13,582,377
Total comprehensive income		–	–	–	4,458,975	4,458,975
Transactions with owners:						
Effect of restructuring exercise	10	13,596,496	(810,000)	(12,786,496)	–	–
Issuance of shares	10	13,665,750	–	–	–	13,665,750
Share issuance expenses	10	(819,296)	–	–	–	(819,296)
Dividends to owners of the Company	19	–	–	–	(1,012,265)	(1,012,265)
Total transactions with owners		26,442,950	(810,000)	(12,786,496)	(1,012,265)	11,834,189
At 31 March 2025		26,444,950	–	(12,786,496)	16,217,087	29,875,541

Statements of Changes in Equity

(**Cont'd**)

Company	Note	Share capital RM	Accumulated losses RM	Total equity RM
At 1 April 2025		26,444,950	(2,014,264)	24,430,686
Total comprehensive loss		–	(264,940)	(264,940)
At 31 March 2026		26,444,950	(2,279,204)	24,165,746
At 1 January 2024		2,000	(10,945)	(8,945)
Total comprehensive loss		–	(991,054)	(991,054)
Transactions with owners:				
Effect of restructuring exercise	10	13,596,496	–	13,596,496
Issuance of shares	10	13,665,750	–	13,665,750
Share issuance expenses	10	(819,296)	–	(819,296)
Dividends to owners of the Company	19	–	(1,012,265)	(1,012,265)
Total transactions with owners		26,442,950	(1,012,265)	25,430,685
At 31 March 2025		26,444,950	(2,014,264)	24,430,686

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

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Note	Group 1.4.2025 to 31.3.2026 RM	Group 1.1.2024 to 31.3.2025 RM	Company 1.4.2025 to 31.3.2026 RM	Company 1.1.2024 to 31.3.2025 RM
Cash flows from operating activities					
Profit/(Loss) before tax		4,503,745	6,662,375	(264,265)	(991,054)
Adjustments for:					
Depreciation of property, plant and equipment		124,091	135,445	–	–
Dividend income on short-term investments		(25,448)	–	(15,750)	–
Fair value gain on short-term investments		(251,279)	–	(172,894)	–
Gain on disposal of property, plant and equipment		(21,500)	–	–	–
Property, plant and equipment written off		1	–	–	–
Interest income		(541,549)	(364,629)	(205,790)	(3,193)
Operating profit/(loss) before working capital changes		3,788,061	6,433,191	(658,699)	(994,247)
Changes in working capital:					
Inventories		3,136,693	325,157	–	–
Receivables		(461,809)	337,237	–	–
Prepaid balances		(537,038)	299,883	–	–
Payables		(171,080)	210,246	(120,000)	189,555
		1,966,766	1,172,523	(120,000)	189,555
Cash generated from/(used in) operations		5,754,827	7,605,714	(778,699)	(804,692)
Interest received		284,042	364,629	–	3,193
Taxes paid		(1,440,388)	(2,496,525)	(675)	–
Net cash from/(used in) operating activities		4,598,481	5,473,818	(779,374)	(801,499)
Cash flows from investing activities					
Acquisition of property, plant and equipment		(249,828)	(241,171)	–	–
Advances to a subsidiary		–	–	(523,402)	–
Proceeds from disposal of property, plant and equipment		21,500	–	–	–
Placement in short-term investments		(17,138,000)	–	(9,888,000)	–
Subscription of shares in a subsidiary		–	–	(10,000)	–
Withdrawal/(Placement) of fixed deposits with a licensed bank		15,000,000	(15,000,000)	11,000,000	(11,000,000)
Interest received		257,507	–	205,790	–
Net cash (used in)/from investing activities		(2,108,821)	(15,241,171)	784,388	(11,000,000)

Statements of Cash Flows

(**Cont'd**)

	Note	Group 1.4.2025 to 31.3.2026 RM	Group 1.1.2024 to 31.3.2025 RM	Company 1.4.2025 to 31.3.2026 RM	Company 1.1.2024 to 31.3.2025 RM
Cash flows from financing activities					
Dividends paid		–	(1,012,265)	–	(1,012,265)
Proceeds from issuance of shares, net of share issuance expenses		–	12,846,454	–	12,846,454
(Repayment to)/advances from a subsidiary	**A**	–	–	(479,697)	479,697
Net cash from/(used in) financing activities		–	11,834,189	(479,697)	12,313,886
Net increase/(decrease) in cash and cash equivalents		2,489,660	2,066,836	(474,683)	512,387
Cash and cash equivalents at beginning of the financial year/period		6,797,345	4,730,509	514,387	2,000
Cash and cash equivalents at end of the financial year/period		9,287,005	6,797,345	39,704	514,387

For the purposes of the statements of cash flows, cash and cash equivalents comprise the following at the reporting date:

	Group 31.3.2026 RM	Group 31.3.2025 RM	Company 31.3.2026 RM	Company 31.3.2025 RM
Cash and bank balances	9,287,005	6,797,345	39,704	514,387

NOTES TO THE STATEMENTS OF CASH FLOWS

		Note	Group		Company	
			1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM
A.	**Changes in liability arising from financing activities**					
	Amount due to a subsidiary					
	At beginning of the finance year/period		–	–	479,697	–
	Cash flows		–	–	(479,697)	479,697
	At end of the finance year/period		–	–	–	479,697
B.	**Cash outflows for leases as a lessee**					
	Included in cash flows from operating activities					
	Payment relating to short-term leases	16	39,600	49,500	–	–

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

NOTES TO THE
FINANCIAL STATEMENTS
31 MARCH 2026

1. CORPORATE INFORMATION

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

The registered office of the Company is located at Unit 521, 5th Floor, Lobby 6, Block A, Damansara Intan, No. 1, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is located at No. 729, 7th Floor, Block A, Kelana Centre Point, Jalan SS 7/19, 47301 Petaling Jaya, Selangor Darul Ehsan.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are the distribution of electronic reload services as well as the provision of bill payment services via the SRS platform, information technology and software development, including the design, development, customisation, implementation, maintenance and support of business application and related digital solutions.

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

2. BASIS OF PREPARATION

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting 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 financial statements.

The Group and the Company have consistently applied the accounting policies throughout all periods presented in the financial statements unless otherwise stated.

(a) **Adoption of amendments to MFRS**

The Group and the Company adopted the following amendments to MFRS issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for the current financial year:

Amendments to MFRS 121	The effect of changes in foreign exchange rate: Lack of Exchangeability

The adoption of the amendments to MFRS did not have any significant impact on the financial statements of the Group and of the Company.

(b) **Standard 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 the Company:

		Effective dates for financial periods beginning on or after
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 1, Amendments to MFRS 7, Amendments to MFRS 9, Amendments to MFRS 10 and Amendments to MFRS 107	Annual Improvements - Volume 11	1 January 2026

2. BASIS OF PREPARATION (CONT'D)

(b) Standard issued but not yet effective (Cont'd)

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 the Company: (Cont'd)

		Effective dates for financial periods beginning on or after
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19 and Amendments to MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 121	Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The initial applications of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the financial statements of the Group and of the Company except for the new disclosures required under MFRS 18. Further details on MFRS 18 are discussed below:

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 will replace MFRS 101 Presentation of Financial Statements, which retains the majority of the requirements of MFRS 101 and complementing them with new 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 the new MFRS 108 Basis of Preparation of Financial Statements.

MFRS 18 introduces key new requirements as follows:

(i) Statement of profit or loss and other comprehensive income:

The standard requires reclassification of all income and expenses within the statement of profit or loss into five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. The standard also requires to present a newly-defined operating profit subtotal, and the net profit will not change.

(ii) Statement of cash flows

The standard requires to disclose the starting point for cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and the optionality around classification of cash flows from dividends and interest are removed.

(iii) Management-defined performance measures ("MPMs")

The standard requires MPMs are disclosed in a single note in the financial statements and enhanced guidance is provided on aggregation and disaggregation of financial information.

The Group and the Company are currently assessing the impact of MFRS 18, particularly with respect to the structure of the statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group and the Company are also assessing the impact on aggregation and disaggregation on how information is grouped in the financial statements.

2. BASIS OF PREPARATION (CONT'D)

(c) **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.

(d) **Significant accounting judgements, estimates and assumptions**

The preparation of the Group's 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 made in applying accounting policies

The following are the judgements made by management in the process of applying the Group's and the Company's accounting policies that have the most significant effect on the amount recognised in the financial statements:

<u>Classification of electronic reloads coupons and bill-payment credit as inventories</u>

The Group acquires electronic reload coupons and bill-payment credit from telcos and third-party resellers and supplies this prepaid value to end users through its SRS platform. Judgement is required in classifying this prepaid value as inventories under MFRS 102. In reaching this conclusion, management considered that the Group purchases the value outright and holds title to it, that the balances are non-returnable and non-refundable, and that the Group is therefore exposed to the risks of holding value acquired for onward supply to customers in the ordinary course of business.

<u>Revenue recognition - Principal or Agent</u>

The Group has concluded that it is the agent in its revenue arrangements, which was derived from electronic reloads and bill payment services. When another party is involved in providing the underlying service to the customer, the Group determines whether it is a principal or an agent by evaluating the nature of its promise to the customer. Where the Group's role is only to arrange for another entity to provide the reload credit or service, and the Group does not control the credit or service before it is transferred to the customer, the Group is an agent and recognises revenue at the net amount that it retains for its electronic reloads and bill payment services.

Key sources of estimation uncertainty

There were no key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(e) **Material accounting policy information**

The material accounting policy information is disclosed in the respective notes to the financial statements where relevant.

3. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment RM	Furniture and fittings RM	Motor vehicles RM	Total RM
Group				
Cost				
At 1 January 2024	113,385	58,441	688,980	860,806
Additions	20,845	–	220,326	241,171
At 31 March 2025	134,230	58,441	909,306	1,101,977
Additions	23,028	–	226,800	249,828
Disposal	–	–	(234,251)	(234,251)
Written off	–	–	(22,402)	(22,402)
At 31 March 2026	157,258	58,441	879,453	1,095,152
Accumulated depreciation				
At 1 January 2024	72,165	58,439	553,354	683,958
Charge for the financial period	20,529	–	114,916	135,445
At 31 March 2025	92,694	58,439	668,270	819,403
Charge for the financial year	20,818	–	103,273	124,091
Disposal	–	–	(234,251)	(234,251)
Written off	–	–	(22,401)	(22,401)
At 31 March 2026	113,512	58,439	514,891	686,842
Net carrying amount				
At 31 March 2026	43,746	2	364,562	408,310
At 31 March 2025	41,536	2	241,036	282,574

Material accounting policy information

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation of property, plant and equipment is computed on a straight-line method over its estimated useful lives of the assets as follows:

Computer equipment	20%
Furniture and fittings	20%
Motor vehicles	20%

4. INVESTMENT IN SUBSIDIARIES

	Company 31.3.2026 RM	Company 31.3.2025 RM
At cost		
Unquoted shares in Malaysia	13,606,496	13,596,496

The principal activities of the subsidiaries are as follows:

Name of company	Place of business/ Country of incorporation	Effective interest (%) 2026	Effective interest (%) 2025	Principal activities
RichTech Communications Sdn. Bhd. ("RichTech Communications")	Malaysia	100%	100%	Distribution of electronic reload service as well as the provision of bill payment services via the SRS platform.
RichTech Cloudlink Sdn. Bhd. ("RichTech Cloudlink")*	Malaysia	100%	–	Information technology and software development, including the design, development, customisation, implementation, maintenance and support of business application and related digital solutions.

* There is no audit carried out on the financial statements of the subsidiary for the financial year as it is incorporated during the financial year. The subsidiary's financial statements are not material to the Group.

31.3.2026

<u>Incorporation of a subsidiary</u>

On 5 March 2026, the Company has incorporated a wholly-owned subsidiary, RichTech Cloudlink with a paid-up capital comprising 10,000 shares, with a total cash subscription of RM10,000.

31.3.2025

The Group has been formed pursuant to the completion of the acquisition of its subsidiary by the Company prior to the listing and quotation on the ACE Market of Bursa Malaysia Securities Berhad.

On 28 February 2024, the Company entered into a conditional Share Sale Agreement to acquire the entire equity interest in RichTech Communications for a purchase consideration of RM13,596,496, satisfied through the issuance of 147,788,000 new ordinary of the Company at an issue price of RM0.092 per share.

The acquisition was completed on 21 November 2024 and consolidated using merger method of accounting. Under the merger method of accounting, the results of this subsidiary are presented as if the merger has taken effect throughout the current and previous financial year.

5. INVENTORIES

	Group	
	31.3.2026	**31.3.2025**
	RM	**RM**
Physical reload coupons	871,550	1,095,300
Electronic reloads coupons	1,969,397	5,744,286
Credit pool with payment solution providers/distributors	5,509,672	4,647,726
	8,350,619	11,487,312

	Group	
	1.4.2025 to 31.3.2026	**1.1.2024 to 31.3.2025**
	RM	**RM**
Recognised in profit or loss		
Inventories recognised as gross cost of sales (Note 15)	566,131,227	793,710,670

Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories in calculated using the first-in-first-out method.

6. OTHER RECEIVABLES

	Group	
	31.3.2026	**31.3.2025**
	RM	**RM**
Advances to suppliers	460,000	–
Deposits	7,714	7,360
Non-trade receivables	54,966	9,624
Prepayments	–	43,887
	522,680	60,871

Non-trade receivables are unsecured, non-interest bearing and repayable on demand.

Included in the deposits is RM4,500 (31.3.2025: RM4,500) paid to a Director for rental and utilities deposit.

7. AMOUNT DUE FROM/(TO) A SUBSIDIARY

Amount due from/(to) a subsidiary is non-trade in nature, unsecured, non-interest bearing and repayable on demand.

8. FIXED DEPOSITS WITH A LICENSED BANK

The fixed deposits with a licensed bank of the Group and of the Company during the year bear interest at 3.45% (31.3.2025: 3.70%) per annum.

9. SHORT-TERM INVESTMENTS

	Group		Company	
	31.3.2026	**31.3.2025**	**31.3.2026**	**31.3.2025**
	RM	**RM**	**RM**	**RM**
Financial assets at fair value through profit or loss ("FVTPL")				
Money market funds	17,414,727	–	10,076,644	–

The short-term investment are managed and invested into money market instruments by fund management companies.

There are no maturity periods for money market funds as this money is callable on demand.

10. SHARE CAPITAL AND INVESTED EQUITY

(a) Share capital

	Group and Company			
	Number of ordinary shares		**Amount**	
	31.3.2026	**31.3.2025**	**31.3.2026**	**31.3.2025**
	Unit	**Unit**	**RM**	**RM**
Issued and fully paid:				
At beginning of the financial year/period	202,453,000	2,000	26,444,950	2,000
Effect of restructuring exercise	–	147,788,000	–	13,596,496
Issuance of shares	–	54,663,000	–	13,665,750
Share issuance expenses	–	–	–	(819,296)
At end of the financial year/period	202,453,000	202,453,000	26,444,950	26,444,950

On 21 November 2024, the Company increased its issued and paid-up capital from RM2,000 to RM13,598,496 through the issuance of 147,788,000 new ordinary shares at RM0.092 each, for a total consideration of RM13,596,496 as full payment for the acquisition of its subsidiary, RichTech Communications.

On 17 February 2025, the Company raised RM13,665,750 by issuing 54,663,000 new ordinary shares at RM0.25 per share by way of Initial Public Offering.

The new ordinary shares issued rank equally in all respects with the existing ordinary shares of the Company.

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.

10. SHARE CAPITAL AND INVESTED EQUITY (CONT'D)

(b) Invested equity

	Group			
	Number of ordinary shares		Amount	
	31.3.2026	31.3.2025	31.3.2026	31.3.2025
	Unit	Unit	RM	RM
Issued and fully paid:				
At beginning of the financial year/period	–	11,500	–	810,000
Effect of restructuring exercise	–	(11,500)	–	(810,000)
At end of the financial year/period	–	–	–	–

11. MERGER RESERVE

The merger reserve is the difference between the carrying value of the investment in a subsidiary and the share capital of the subsidiary upon consolidation under the merger acquisition principle.

12. DEFERRED TAX LIABILITY

	Group	
	31.3.2026	31.3.2025
	RM	RM
At beginning of the financial year/period	12,000	13,000
Recognised in profit or loss	–	(1,000)
At end of the financial year/period	12,000	12,000

The balance of deferred tax liability is made up of property, plant and equipment.

13. OTHER PAYABLES

	Group		Company	
	31.3.2026	31.3.2025	31.3.2026	31.3.2025
	RM	RM	RM	RM
Accruals	143,500	314,580	80,500	200,500

14. PREPAID BALANCES

Prepaid balances represent the unutilised credit balances maintained by the users and stored in the Group's platform for the purchase of electronic reloads and bill payment services, which are non-interest bearing and refundable.

The Group has recognised prepaid balances in respect of advance payments received from customers for goods that have not yet been delivered as at the reporting date.

15. REVENUE

	Group		Company	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**	**1.4.2025 to 31.3.2026 RM**	**1.1.2024 to 31.3.2025 RM**
Type of good or services:				
Electronic reloads and bill payment services	5,905,328	10,316,733	–	–
Total revenue from contracts with customers	5,905,328	10,316,733	–	–
Dividend income	–	–	–	1,300,000
Total revenue	5,905,328	10,316,733	–	1,300,000
Timing of revenue recognition:				
At a point in time	5,905,328	10,316,733	–	1,300,000
Geographical market				
Malaysia	5,905,328	10,316,733	–	1,300,000

The details of the revenue associated with the provision of electronic reloads and bill payment services are as follows:

	Group	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**
Gross sales from electronic reloads and bill payment services	572,036,555	804,027,403
Gross purchases	(566,131,227)	(793,710,670)
	5,905,328	10,316,733

<u>Material accounting policy information</u>

The Group provides electronic reloads and bill payment services to users through its SRS platform, in which users maintain a prepaid balance.

Revenue from the provision of these services is presented on a net basis, representing the margin earned by the Group. Revenue is recognised at the point in time at which a user draws on the prepaid balance maintained in the SRS platform to request an electronic reload PIN or to make a bill payment, this being the point at which the Group satisfies its performance obligation. Revenue is measured as the gross amounts charged to users, net of the corresponding purchases from suppliers.

16. PROFIT/(LOSS) BEFORE TAX

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

	Group		Company	
	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM
After charging:				
Auditors' Remuneration:				
- Statutory audit	83,000	100,000	35,000	35,000
- Others	30,000	50,000	15,000	20,000
Depreciation of property, plant and equipment	124,091	135,445	–	–
Property, plant and equipment written off	1	–	–	–
Short-term leases (a)	39,600	49,500	–	–
After crediting:				
Dividend income on short-term investments	(25,448)	–	(15,750)	–
Fair value gain on short-term investments	(251,279)	–	(172,894)	–
Gain on disposal of property, plant and equipment	(21,500)	–	–	–
Interest income				
- Fixed deposits with a licensed bank	(257,507)	–	(205,790)	–
- Cash at bank	(284,042)	(363,299)	–	(3,193)

(a) The Group leases office premises with contract terms of not more than one year. These leases are short-term lease. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

17. TAXATION

	Group		Company	
	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM
Tax expenses recognised in profit or loss				
Current tax				
Current financial year/period	1,156,623	2,190,503	–	–
Under provision in prior financial period/year	79,984	13,897	675	–
	1,236,607	2,204,400	675	–
Deferred tax				
Origination or reversal of temporary difference	–	(1,000)	–	–
	1,236,607	2,203,400	675	–

17. TAXATION (CONT'D)

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

	Group		Company	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**	**1.4.2025 to 31.3.2026 RM**	**1.1.2024 to 31.3.2025 RM**
Profit/(Loss) before tax	4,503,745	6,662,375	(264,265)	(991,054)
At Malaysian statutory tax rate of 24% (31.3.2025: 24%)	1,080,899	1,598,970	(63,424)	(237,853)
Income not subject to tax	(115,804)	(766)	(94,664)	(312,766)
Expenses not deductible for tax purposes	191,528	591,299	158,088	550,619
Under provision of tax expenses in prior financial period/year	79,984	13,897	675	–
	1,236,607	2,203,400	675	–

18. EARNINGS PER SHARE

(a) Basic earnings per share

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

	Group	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**
Profit attributable to owners of the Company	3,267,138	4,458,975
Weighted average number of ordinary shares in issue (units)	202,453,000	152,824,750
Basic earnings per ordinary shares (in sen)	1.61	2.92

(b) Diluted earnings per share

There is no dilution in earnings per share as the Company does not have any convertible financial instruments as at the reporting date.

19. DIVIDENDS

	Group and Company	
	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM
Dividends recognised as distribution to owners of the Company:		
An interim single-tier dividend of RM0.005 per ordinary share in respect of the financial period ended 31 March 2025, declared on 14 February 2025 and paid on 28 March 2025	–	1,012,265

The Board of Directors do not recommend the payment of any final dividend in respect of the current financial year.

20. STAFF COSTS

	Group		Company	
	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM	1.4.2025 to 31.3.2026 RM	1.1.2024 to 31.3.2025 RM
Salaries and wages	1,083,374	877,239	8,774	–
Defined contribution plan	107,255	104,330	1,056	–
Social security contributions	13,174	12,370	116	–
Other benefits	10,568	–	–	–
	1,214,371	993,939	9,946	–

Included in staff cost of the Group are executive directors' remuneration amounting to RM365,665 (31.3.2025: RM360,879).

21. RELATED PARTY DISCLOSURES

(a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the Group and the Company if the Group and the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and 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 and of the Company either directly or indirectly, including any director (whether executive or otherwise) of that entity.

(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 elsewhere in the financial statements, the significant related party transactions of the Group and of the Company are as follows:

	Group	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**
Transaction with a Director:		
- Short-term lease paid/payable	39,600	49,500

(c) Compensation of key management personnel

Compensation of key management personnel are as follows:

	Group		**Company**	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**	**1.4.2025 to 31.3.2026 RM**	**1.1.2024 to 31.3.2025 RM**
<u>Executive Directors:</u>				
Salaries and other emoluments	324,000	320,500	–	–
Defined contribution plan	38,880	37,600	–	–
Social security contributions	2,785	2,779	–	–
	365,665	360,879	–	–
Estimated monetary value of benefit-in-kind	16,000	15,600	–	–
Total executive directors’ remuneration	381,665	376,479	–	–
<u>Non-Executive Directors:</u>				
Directors’ fee	143,000	60,000	143,000	60,000
Total directors’ remuneration	524,665	436,479	143,000	60,000

21. RELATED PARTY DISCLOSURES (CONT'D)

(c) Compensation of key management personnel (Cont'd)

Compensation of key management personnel are as follows: (Cont'd)

	Group		Company	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**	**1.4.2025 to 31.3.2026 RM**	**1.1.2024 to 31.3.2025 RM**
Other key management personnel:				
Salaries and other emoluments	257,210	281,950	–	–
Defined contribution plan	31,476	33,240	–	–
Social security contributions	3,943	4,374	–	–
	292,629	319,564	–	–
Estimated monetary value of benefit-in-kind	3,500	3,500	–	–
Total other key management personnel remuneration	296,129	323,064	–	–

22. OPERATING SEGMENTS

(a) Business segments

For management purposes, the Group is predominantly involved in the provision of electronic reloads and bill payment services via the SRS platform.

Management monitors its operating results as one business unit for the purpose of making decisions about resources allocation and performance assessment.

Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

Information about operating segments has not been reported separately as the Group's revenue, profit or loss, assets and liabilities are mainly confined to a single operating segment.

(b) Major customers

The following is the major customer with gross revenue more than ten percent of Group's gross revenue:

	Group	
	1.4.2025 to 31.3.2026 RM	**1.1.2024 to 31.3.2025 RM**
Customer A	110,665,718	195,970,286

22. OPERATING SEGMENTS (CONT'D)

(c) Geographical information

Revenue based on the geographical location is disclosed in Note 15. Non-current asset information based on the geographical location of assets are as follow:

	Group	
	31.3.2026	**31.3.2025**
	RM	**RM**
Malaysia	408,310	282,574

23. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group		Company	
	31.3.2026	**31.3.2025**	**31.3.2026**	**31.3.2025**
	RM	**RM**	**RM**	**RM**
Financial assets				
At FVTPL				
Short-term investments	17,414,727	–	10,076,644	–
At amortised cost				
Other receivables	62,680	16,984	–	–
Amounts due from a subsidiary	–	–	523,402	–
Fixed deposits with a licensed bank	–	15,000,000	–	11,000,000
Cash and bank balances	9,287,005	6,797,345	39,704	514,387
	9,349,685	21,814,329	563,106	11,514,387
Financial liabilities				
At amortised cost				
Other payables	143,500	314,580	80,500	200,500
Amount due to a subsidiary	–	–	–	479,697
	143,500	314,580	80,500	680,197

(b) Financial risk management objectives and policies

The Group's and the Company's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's and of the Company's operations whilst managing its credit, liquidity and market risks. The Group and the Company operate within clearly defined guidelines that are approved by the Board. The Group's and the Company's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's and the Company's exposure to the abovementioned financial risk and the objectives, policies and processes for the management of these risks.

23. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management objectives and policies (Cont'd)

(i) Credit risk

Credit risk is the risk of a financial loss to the Group and the Company 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 other receivables, short-term investments, fixed deposits with a licensed bank and cash and bank balances. The Company's exposure to credit risk arises principally from amount due from a subsidiary, fixed deposits with a licensed bank and cash and bank balances. There are no significant changes as compared to prior financial period.

The Group and the Company have 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 deposits with banks with good credit rating. The exposure to credit risk is monitored on an ongoing basis.

At each reporting date, the Group and the Company assess whether any of the receivables are credit impaired.

The gross carrying amounts of credit impaired receivables are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determine 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, receivables that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the reporting period represent the Group's and the Company's maximum exposure to credit risk.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group and the Company will encounter difficulty in meeting their financial obligations 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 operations risk are managed with the objective of meeting business obligations on a timely basis. The Group and the Company finance their operations through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

All financial liabilities of the Group and the Company are assessed as current and correspondingly, no detailed maturity analysis is deemed necessary.

(iii) Market risk

(a) Interest rate risk

The Group's and the Company's fixed deposits with a licensed bank are exposed to a risk of changes in their fair value or future cash flows due to changes in interest rates.

The Group and the Company manage their interest rate risk of their deposits with a licensed bank 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.

23. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(b) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group and the Company are exposed to market price risk arising from their investments in money market funds. These investments are classified as financial assets at FVTPL.

Market price risk sensitivity analysis

At the reporting date, if the net asset value ("NAV") of the money market fund had been 1% higher/lower, with all other variables held constant, the Group's and the Company's profit/(loss) before tax would have been RM174,147 and RM100,766 (31.3.2025: RMNil and RMNil) higher/lower respectively, arising as a result of higher/lower fair value gains on short-term investments in money market fund classified as financial assets at FVTPL.

(c) Fair value of financial instruments

The carrying amounts of short-term receivables, payables, fixed deposits with a licensed bank, and cash and bank balances are reasonable approximation of fair values due to their short-term nature.

Fair value of short-term investments is determined directly by reference to their published market price at the reporting date.

24. FAIR VALUE MEASUREMENT

The table below provides the fair value measurement hierarchy of the Group's and the Company's assets carried at fair value.

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RM	**Significant observable inputs (Level 2) RM**	**Significant unobservable inputs (Level 3) RM**	**Total RM**
Assets measured at fair value:				
Group				
31.3.2026				
Short-term investments				
- Money market fund	17,414,727	–	–	17,414,727
Company				
31.3.2026				
Short-term investments				
- Money market fund	10,076,644	–	–	10,076,644

There was no transfer between Level 1 and Level 2 during the financial year.

25. CAPITAL MANAGEMENT

The Group's and the Company's objective when managing capital is to safeguard the Group's and the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

There were no changes in the Group's and the Company's approach to capital management during the financial year/period.

The Group and the Company are not subject to any externally imposed capital requirements.

26. COMPARATIVE INFORMATION

The Group and the Company changed their financial year end from 31 December to 31 March in the previous financial period. As such, the comparative information is for the period from 1 January 2024 to 31 March 2025, while the current financial year is from 1 April 2025 to 31 March 2026. Consequently, the comparative figures in the statements of profit or loss and other comprehensive income, statements of changes in equity, statements of cash flows and related notes are not comparable.

27. DATE OF AUTHORISATION FOR ISSUE

The financial statements were authorised for issue by the Directors in accordance with a resolution of the Directors on 24 July 2026.

DISCLOSURE OF FINANCIAL DATA FOR SHARIAH SCREENING

Pursuant to Rule 9.25A of the ACE Market Listing Requirements, below are the financial data that are relevant for purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia. These include financial data on Shariah non-permissible income arising from the Group's business activities and interest-based financial position.

(A) Group Total Income and Total Assets

		Group	
Total Income	**Remarks**	**1.4.2025 to 31.3.2026 (RM)**	**1.1.2024 to 31.3.2025 (RM)**
Revenue		5,905,328	10,316,733
Finance income		541,549	363,299
Other income		299,263	1,330
Total		**6,746,140**	**10,681,362**

(B) Component of Financial Position

(i) Cash Component

		Group	
Islamic Account/Instruments	**Remarks**	**1.4.2025 to 31.3.2026 (RM)**	**1.1.2024 to 31.3.2025 (RM)**
Deposits with licensed bank		–	15,000,000
Money market instruments		16,600,343	–
Total		**16,600,343**	**15,000,000**
Conventional Account/Instruments			
Cash at bank (exclude cash in hand)		9,287,005	6,797,345
Money market instruments		814,384	–
Total		**10,101,389**	**6,797,345**

ANALYSIS OF SHAREHOLDINGS
AS AT 16 JULY 2026

Class of Equity Securities	:	Ordinary Shares (“Shares”)
Total number of issued Shares	:	202,453,000 Shares
Voting rights by show of hand	:	One vote for every member
Voting rights by poll	:	One vote for every Share held

DISTRIBUTION SCHEDULE OF SHAREHOLDINGS

Size of Holdings	No. of Holders	%	No. of Shares	%
Less than 100 Shares	16	0.87	337	0.00
100 - 1,000 Shares	279	15.14	126,830	0.06
1,001 - 10,000 Shares	682	37.00	4,232,700	2.09
10,001 - 100,000 Shares	735	39.88	26,387,833	13.03
100,001 - less than 5% of issued Shares	129	7.00	69,925,000	34.54
5% and above of issued Shares	2	0.11	101,780,300	50.27
Total	**1,843**	**100.00**	**202,453,000**	**100.00**

DIRECTORS’ SHAREHOLDINGS
(As per the Register of Directors’ Shareholdings)

	Direct Interest		Indirect Interest	
Name of Directors	No. of Shares	%	No. of Shares	%
Lee Teik Keong	101,780,300	50.27	6,626,000[(1)]	3.27
Agnes Wong Eei Nien	6,626,000	3.27	101,780,300[(1)]	50.27
Wong Koon Wai	–	–	–	–
Koo Woon Kan	–	–	–	–
Yeoh Jie Hu	–	–	–	–
Tan Yeon Kieng	–	–	–	–

Notes:
(1) Deemed interested by virtue of the Shares held by his/her spouse in RichTech Digital Berhad.

SUBSTANTIAL SHAREHOLDERS’ SHAREHOLDINGS
(As per the Register of Substantial Shareholders)

	Direct Interest		Indirect Interest	
Name of Substantial Shareholders	No. of Shares	%	No. of Shares	%
Lee Teik Keong	101,780,300	50.27	6,626,000[(1)]	3.27
Agnes Wong Eei Nien	6,626,000	3.27	101,780,300[(1)]	50.27

Notes:
(1) Deemed interested by virtue of the Shares held by his/her spouse in RichTech Digital Berhad.

Analysis of Shareholdings

(**Cont'd**)

30 LARGEST SECURITIES ACCOUNT HOLDERS

(without aggregating the securities from different securities accounts belonging to the same registered holder)

No.	Name	No. of Shares held	%
1.	Lee Teik Keong	85,539,700	42.25
2.	Majestic Salute Sdn. Bhd. Pledged Securities Account For Lee Teik Keong	16,240,600	8.02
3.	Sor En Wee	7,749,700	3.83
4.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Poh Wei Liang (7012615)	6,658,800	3.29
5.	Agnes Wong Eei Nien	6,426,000	3.17
6.	Yong Yock Lin	5,865,900	2.90
7.	M & A Nominee (Tempatan) Sdn Bhd Pledged Securities Account For Soh Choh Piau (M&A)	3,895,500	1.92
8.	Sim Min Yew	2,165,800	1.07
9.	Tan Kok Chin	2,100,000	1.04
10.	Zolkeflee Bin Abd Hamid	1,290,400	0.64
11.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account For Voo Ket Chung (MI00285)	1,025,000	0.51
12.	Toh Wee Meng	940,500	0.46
13.	Mohd Johar Bin Arif	804,900	0.40
14.	Abdul Kahar Bin Abdul Wahab	732,600	0.36
15.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account For Wong Mun Yee (MF00184)	727,900	0.36
16.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account For Tan Kok Chin (MP0400)	725,000	0.36
17.	Tan Yong Chin	700,000	0.35
18.	Yeo Poh Geok	668,700	0.33
19.	Khoo Beng Kiat	658,000	0.33
20.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account For Chin Wai Hon (MY3984)	600,000	0.30
21.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Ong Yew Beng (E-SJA)	600,000	0.30
22.	Moomoo Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Chong Ko Wee	568,700	0.28

30 LARGEST SECURITIES ACCOUNT HOLDERS (CONT'D)

(without aggregating the securities from different securities accounts belonging to the same registered holder)

No.	Name	No. of Shares held	%
23.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account For Voo Ket Chung (MQ0055)	500,000	0.25
24.	Hong Seong Fei	500,000	0.25
25.	Tan Hang Kim	500,000	0.25
26.	Abdul Kadir Bin Ali	490,000	0.24
27.	Sukumaran A/L Krishnan	487,000	0.24
28.	Public Invest Nominees (Asing) Sdn Bhd Exempt An For Phillip Securities Pte Ltd (Clients)	480,900	0.24
29.	Tan Seng Huat	455,000	0.22
30.	Yap Ke Ni	435,000	0.21

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("**3rd AGM**") of RICHTECH DIGITAL BERHAD ("**RDB**" or "**the Company**") will be held at Tioman Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Tuesday, 29 September 2026 at 10:30 a.m. or at any adjournment thereof, to transact the following businesses:

A G E N D A

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2026 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 allowance of RM220,000.00 to the Non-Executive Directors for the period from 30 September 2026 until the date of the next AGM in year 2027. ***Ordinary Resolution 1 (Please refer to Explanatory Note 2)***

3. To re-elect the following Directors who retire pursuant to Clause 113 of the Company's Constitution and being eligible, have offered themselves for re-election:

   (i) Mr. Wong Koon Wai ***Ordinary Resolution 2***
   (ii) Ms. Koo Woon Kan ***Ordinary Resolution 3 (Please refer to Explanatory Note 3)***

4. To re-elect Mr Ang Seng Wong who retires pursuant to Clause 119 of the Company's Constitution and being eligible, has offered himself for re-election. ***Ordinary Resolution 4 (Please refer to Explanatory Note 3)***

5. To re-appoint Messrs TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. ***Ordinary Resolution 5***

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:

6. **PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("PROPOSED AUTHORITY")** ***Ordinary Resolution 6 (Please refer to Explanatory Note 4)***

   "THAT subject always to the Constitution of the Company, the Companies Act 2016 ("**Act**"), the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier."

7. To transact any other business of which due notice shall have been given in accordance with the Act.

By order of the Board

KHOO MING SIANG (MAICSA 7034037)
(SSM PC No.: 202208000150)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
31 July 2026

Notes:

(a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

(b) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 78(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 21 September 2026. Only members whose names appear in the General Meeting Record of Depositors as at 21 September 2026 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.

(c) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote.

(d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised and shall be in any form (including electronic) that the Directors prescribe or accept.

(e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(f) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple Beneficial Owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

(g) The Form of Proxy or other instruments of appointment must be deposited at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia or lodged electronically via SS e-Portal at https://sshsb.net.my/ not later than 48 hours before the time fixed for holding the forthcoming 3rd AGM or any adjournment thereof. Kindly refer to the Procedures for Electronic Submission of Proxy Form as set out in Appendix A of the Company's Annual Report 2026.

(h) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

(i) Last date and time for lodging the proxy form is Sunday, 27 September 2026 at 10:30 a.m.

(j) Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of the Meeting will be put to vote by poll.

Notice of Third Annual General Meeting

(**Cont'd**)

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

1. **Agenda 1 – Audited Financial Statements for the financial year ended 31 March 2026**

   The Audited Financial Statements for the financial year ended 31 March 2026 are laid in accordance with Section 340(1) of the Act for discussion only. They do not require a formal approval of the shareholders and hence, will not be put forward for voting.

2. **Ordinary Resolution 1 – Directors' Fees and Benefits**

   Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting.

   The current structure of Directors' fees has been reviewed by the Remuneration Committee. The Board has endorsed the Remuneration Committee's recommendation to seek for the shareholders' approval for the payment of Non-Executive Directors' fees and benefits of RM220,000.00 for the period from 30 September 2026 until the date of the next AGM in year 2027 under Ordinary Resolution 1.

   The proposed Directors' fees and benefits are calculated based on the current Board size. In the event the proposed amount is insufficient due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

   The above Ordinary Resolution, if passed, will allow the Company to make the payment to the Non-Executive Directors ("**NEDs**") on a monthly basis. The Board is of the view that it is just and equitable for the NEDs to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.

3. **Ordinary Resolutions 2, 3 and 4 – Re-election of Retiring Directors**

   Clause 113 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at each AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

   Mr. Wong Koon Wai and Ms Koo Woon Kan ("Retiring Directors") are due for retirement by rotation and they have offered themselves for re-election at the 3rd AGM.

   Mr. Ang Seng Wong, appointed as a Director on 5 May 2026, is subject to re-election as a Director of the Company in accordance with Clause 119 of the Company's Constitution.

   Clause 119 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Board of Directors shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation pursuant to Clause 113 at that meeting.

   For the purpose of determining the eligibility of the Directors to stand for re-election at the 3rd AGM of the Company, the Board through its Nomination Committee ("NC") undertook a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which included the following: -

   i) Commitment and time to serve the Company;

   ii) The fit and proper assessment;

   iii) Past contribution and performance.

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS (CONT'D)

3. Ordinary Resolutions 2, 3 and 4 – Re-election of Retiring Directors (cont'd)

Based on the outcome of the annual performance evaluation, the NC and the Board are satisfied that the retiring Directors, namely Mr. Wong Koon Wai, Ms Koo Woon Kan and Mr. Ang Seng Wong (collectively, "the retiring Directors") standing for re-election, have performed their duties as per the Board Charter. In addition, the NC and the Board are confident that the retiring Directors will continue to bring their knowledge, experience and skills, and will contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that the retiring Directors be re-elected as Directors of the Company.

The details and profiles of the Retiring Directors are provided in the Directors' Profile of the Company's Annual Report 2026.

4. Ordinary Resolution 6 – Proposed Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6, is to seek a general mandate for issuance and allotment of shares to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, is to empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (other than bonus or rights issue) for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate will provide flexibility and expediency to the Company for any possible fund-raising activities including but not limited to further placing of shares, to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or to finance the day-to-day operational expenses, working capital requirements, repayment of borrowings or debt settlement/repayment.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 2nd AGM held on 29 September 2025, which will lapse at the conclusion of the 3rd AGM.

Personal data privacy:
*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*

APPENDIX A

SECURITIES SERVICES e-PORTAL

(A) Sign up for a user account at Securities Services e-Portal	
Step 1 Visit https://sshsb.net.my/ Step 2 Sign up for a user account Step 3 Wait for our notification email that will be sent within one (1) working day Step 4 Verify your user account within seven (7) days of the notification email and log in	• **This is a ONE-TIME registration**. If you already have a user account, you need not register again. • Your email address is your User ID. • Please proceed to (B) once you are a registered user.

REGISTER AS A USER BY 24 SEPTEMBER 2026 TO SUBMIT E-PROXY FORM

(B) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Tuesday, 29 September 2026 at 10:30 a.m.	Sunday, 27 September 2026 at 10:30 a.m.

- Log in to https://sshsb.net.my/ with your registered email and password.
- Look for **RichTech Digital Berhad** under Company Name and **3rd AGM on 29 September 2026 at 10:30a.m. – Submission of Proxy Form** under Event and click **">"** to submit your proxy forms online for the meeting by the submission closing date and time above.

Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
- Corporate or authorised representative of a body corporate
  For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the Company's Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above or handover the said document to the registrar at the registration counter.

Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
You may appoint the Chairman of the meeting as your proxy where you are not able to participate.

Step 3 Proceed to indicate how your votes are to be casted against each resolution.

Step 4 Review and confirm your proxy form details before submission.

- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
- You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

RICHTECH DIGITAL BERHAD
Registration No. 202301037196 (1531119-U)
(Incorporated in Malaysia)

PROXY FORM

(Before completing this form please refer to the notes below)

No. of shares held	:	
CDS Account No.	:	

I/We * ....NRIC/Passport/Registration No.*..................................
(Full name in block)
of ....
(Address)

with email address ....mobile phone no. ....

being a member/members* of **RICHTECH DIGITAL BERHAD** ("**RDB**" or "**the Company**") hereby appoint(s):

Full Name (in Block)	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			
Email Address			
Mobile Phone No.			

and/or

Full Name (in Block)	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			
Email Address			
Mobile Phone No.			

or failing him/her* the Chairman of the Meeting as my/our* proxy to vote for me/us* on my/our* behalf at the Third Annual General Meeting of the Company ("**3rd AGM**" or "**the Meeting**") to be held at Tioman Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Tuesday, 29 September 2026 at 10:30 a.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her* discretion.

No.	Ordinary Resolutions	For	Against
1.	To approve the payment of Directors' fees and allowance of RM220,000.00 to the Non-Executive Directors for the period from 30 September 2026 until the date of the next AGM in year 2027.		
2.	To re-elect Mr. Wong Koon Wai as a Director of the Company.		
3.	To re-elect Ms. Koo Woon Kan as a Director of the Company.		
4.	To re-elect Mr. Ang Seng Wong as a Director of the Company.		
5.	To re-appoint Messrs TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
6.	To approve the authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		

**** delete whichever not applicable***

Dated this ....day of...........................2026

....
Signature of Member(s) / Common Seal

Notes:

(a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid

(b) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 78(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 September 2026. Only members whose names appear in the General Meeting Record of Depositors as at 22 September 2026 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.

(c) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote.

(d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised and shall be in any form (including electronic) that the Directors prescribe or accept.

(e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(f) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple Beneficial Owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

(g) The Form of Proxy or other instruments of appointment must be deposited at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia or lodged electronically via SS e-Portal at https://sshsb.net.my/ not later than 48 hours before the time fixed for holding the forthcoming 3rd AGM or any adjournment thereof. Kindly refer to the Procedures for Electronic Submission of Proxy Form in Appendix A of the Company's Annual Report 2026.

(h) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

(i) Last date and time for lodging the proxy form is Sunday, 27 September 2026 at 10:30 a.m.

(j) Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of the Meeting will be put to vote by poll.

Personal data privacy:
By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of 3rd AGM dated 31 July 2026.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

RICHTECH DIGITAL BERHAD
c/o Share Registrar
Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Malaysia

1st fold here

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