



DUFU TECHNOLOGY CORP. BERHAD
200201013949 (581612-A)



STEPPING UP

TO NEW CHALLENGES

ANNUAL REPORT 2022

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STEPPING UP TO NEW CHALLENGES

Scaling upwards to reach the apex of the mountain, the rapport, resilience and strength of the Dufu Technology Corp. Berhad (Dufu) team are depicted. As changes in demand and supply as well as economic circumstances from the ongoing pandemic throw curveballs onto Dufu's pathway - as depicted by challenging "glacier" slopes, the team manages to bind together with a positive and united mindset, and defy setbacks.

With the strong leadership and tenacity of its team members, Dufu continues to improve and maintain its track record of quality manufacturing services and meet milestones along the way, navigating through ups and downs of the market, to retain a foothold in the precision machining industry.



CORPORATE MILESTONES

2022

Dufu was added to the constituents of the FTSE4Good Bursa Malaysia ("F4GBM") Index and the FTSE4Good Bursa Malaysia Shariah ("F4GBMS") Index

DFS entered into agreement to purchase 2 units of freehold properties with land areas measuring 21,732 square metres, located at Mukim 12, Daerah Seberang Perai Selatan, Penang for a purchase consideration of RM45.4 million

2018

DISB acquired 70,000 sq. feet built-up property, located at Taman Perindustrian Bukit Minyak, Simpang Ampat, Penang for a purchase consideration of RM11.4 million to further strengthen its sheet metal fabrication, assembly and stamping capabilities in the industrial, health care and life sciences market sectors

Incorporation of a second subsidiary in China, Guangzhou Futron Precision Industries Co., Ltd (Futron PI)

Futron PI acquired 216,000 sq. feet "land use rights" located at South side of Longxing Siheng Road, Longxing District, Conghua Industrial Park, Conghua District for a purchase consideration of RM7.1 million

2008

Dufu's listing was transferred to the main board of Bursa Malaysia

Acquisition of Guangzhou Futron Technology Co. Ltd. (Futron) to complement its HDD business and manufacturing of precision steel parts by broadening the Group's manufacturing base in China as part of its business risk diversification

1994

DISB moved its operation to its own premises at Plot 19, Free Industrial Zone, Phase IV, Bayan Lepas, Penang

1987

Incorporation of Dufu Industries Sdn Bhd (DISB)

2021

Dufu was named as one of the 200 Asia-Pacific public companies with less than US\$1.0 billion in revenue and consistent top and bottom-line growth on Forbes' list of Asia's Best Under A Billion 2021

Dufu was once again named THE EDGE's BRC Award 2021 - "Highest Returns to Shareholders Over Three Years" for the second consecutive year

2020

Dufu was accorded with THE EDGE's Billion Ringgit Club (BRC) Award 2020 - "Highest Returns to Shareholders Over Three Years"

2019

Dufu was accorded with THE EDGE's Centurion Club Corporate Award 2019 - "Highest Growth in Profit After Tax Over Three Years"

2011

Incorporation of Dufusion Sdn Bhd (DFS)

DFS acquired a 62,000 sq. feet built-up property, located at Bayan Lepas Free Industrial Zone, Phase I, Penang for a purchase consideration of RM9 million

2007

Dufu was listed on the second board of Bursa Malaysia

2002

Incorporation of Dufu Technology Corp. Berhad (Dufu)

Set-up of Dufu Industries Services Pte. Ltd. (DISPL) in Singapore as the service and marketing arm to strengthen the Group's presence in the region

1990

Secured a main HDD customer for 5.25-inch disk spacers, marking the commencement of the HDD business of DISB

Congratulations

DATO' LEE, HUI-TA
also known as Li Hui Ta

We are pleased to announce that on 9 July 2022, our Executive Chairman was conferred the Darjah Setia Pangkuan Negeri ("DSPN") award.



CORPORATE INFORMATION



BOARD OF DIRECTORS

Dato' Lee, Hui-Ta
also known as Li Hui Ta
Executive Chairman

Wu, Mao-Yuan
Executive Director

Sung, Cheng-Hsi
Independent Non-Executive Director

Joyce Wong Ai May
Independent Non-Executive Director

Yin, Chih-Chu
also known as Laurence Yin
Independent Non-Executive Director

Lee Yoke Khay
Independent Non-Executive Director

AUDIT COMMITTEE

Chairman
Joyce Wong Ai May

Members
Sung, Cheng-Hsi
Yin, Chih-Chu also known as Laurence Yin
Lee Yoke Khay

NOMINATING COMMITTEE

Chairman
Lee Yoke Khay

Members
Sung, Cheng-Hsi
Joyce Wong Ai May
Yin, Chih-Chu also known as Laurence Yin

REMUNERATION COMMITTEE

Chairman
Lee Yoke Khay

Members
Joyce Wong Ai May
Sung, Cheng-Hsi
Yin, Chih-Chu also known as Laurence Yin

INVESTMENT COMMITTEE

Chairman
Yin, Chih-Chu also known as Laurence Yin

Members
Joyce Wong Ai May
Wu, Mao-Yuan
Lee Yoke Khay

EMPLOYEES' SHARE OPTION SCHEME COMMITTEE

Chairman
Dato' Lee, Hui-Ta also known as Li Hui Ta

Members
Yeoh Beng Hooi
Teoh Chiew Hong
David Khoo Chong Beng

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

Chairman
Joyce Wong Ai May

Members
Sung, Cheng-Hsi
Yin, Chih-Chu also known as Laurence Yin
Lee Yoke Khay
Yeoh Beng Hooi
David Khoo Chong Beng

COMPANY SECRETARIES

How Wee Ling
MAICSA 7033850
SSM PC No: 202008000869
Ooi Ean Hoon
MAICSA 7057078
SSM PC No: 202008000734

AUDITORS

Crowe Malaysia PLT
Chartered Accountants
Level 6, Wisma Penang Garden
42, Jalan Sultan Ahmad Shah
10050 Penang
Tel : 604-2277061
Fax : 604-2278011

REGISTERED OFFICE

57-G Persiaran Bayan Indah
Bayan Bay, Sungai Nibong
11900 Penang
Tel : 604-6408932
Fax : 604-6438911

HEAD OFFICE

19, Hilir Sungai Keluang 2
Taman Perindustrian Bayan Lepas
Phase IV, 11900 Penang, Malaysia
Tel : 604-6161300
Fax : 604-6161372
Website: www.dufutechnology.com

SHARE REGISTRAR

Securities Services (Holdings) Sdn. Bhd.
Company No.197701005827 (36869-T)
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Tel : 603-20849000
Fax : 603-20949940

PRINCIPAL BANKERS

AmBank (M) Berhad
Malayan Banking Berhad
Public Bank Berhad
Standard Chartered Bank Berhad
United Overseas Bank (Malaysia) Bhd

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia
Securities Berhad
Sector : Industrial Products & Services
Sub-Sector : Industrial Materials, Components & Equipment
Stock Name : DUFU
Stock Code : 7233

CHAIRMAN'S MESSAGE



FY2022 was a tale of contrasting mixture of the good and bad for Dufu. We had a good first half of 2022 as the growing need of data storage arising from the pandemic drove the demand of our products. Along the way, bad news started to unfold beginning with the war in Ukraine in February; the protracted supply chain disruptions; the constrictive energy policies driving up energy and food prices; the continual hike in US interest rates causing US dollar to appreciate fueling inflation for many economies in the process; and the renewed trade tension and blockage between the US and China. Thus, global growth slowed and corporates began to pull back on their investments spending. Ultimately, these ugly turn of events affected Dufu's performance in the final quarter of 2022 financial closure. Nevertheless, 2023 will be opportune time for Dufu to take measured actions to drive future growth.

Dato' Lee, Hui-Ta also known as Li Hui Ta
Executive Chairman

CHAIRMAN'S STATEMENT

Dear Fellow Shareholders,

On behalf of the Board of Directors of Dufu Technology Corp. Berhad ("Dufu"), it gives me great pleasure to present to you the Annual Report of the Company for the financial year ended 31 December 2022 ("FY2022").

Financial and Operating Environment

Dufu Group's financial and operating environment were braced with two contrasting halves in 2022. The Group marked the first half of the financial year with a very strong performance, with promising signs of operational recovery from the Covid-19 pandemic which appeared to be under control. The Group posted a revenue of RM178.1 million in the first six months of 2022 which constitute its highest ever revenue recorded in the first half of any given financial year and achieved a historic half-year record-breaking profitability in the first six months of 2022.

However, by the start of the second half of 2022, revenue started to weaken as our key markets in the Hard Disk Drives ("HDD") segment were impacted by the slowing global demand in the enterprise and cloud data center. The Group's net profit for the 4th quarter ended 31 December 2022 slumped to RM3.02 million from RM18.0 million a year earlier, with revenue dropping 45.6% as the demand headwinds for digital storage took its toll on the Group's HDD components. There were a few factors behind the Group's lackluster final quarter results. The cloud service providers and data centers have begun to correct their component mismatch issue by lowering demand for items that are in excess while maintaining a constant inventory level for items that are still in tight supply. This development, in turn, has caused a broad-based customer inventory rebalancing which worsened in the final quarter of 2022. In addition, the wave of demand that was generated earlier from the effects of the Covid-19 pandemic is dissipating. Hence, expansion activities have cooled off noticeably for services such as video streaming, e-commerce, etc. Most of the cloud service providers have since lowered their server procurement quantities which indirectly impacted the demand for HDDs. Lastly, the uncertainty in the global economic outlook coupled with China's zero-Covid policy have caused companies across most technology industry sectors to be conservative in their expenditure and scaled back IT-related spending.

Against the backdrop of the on-going difficult macroeconomic environment with inflation particularly exacerbated by the war in Ukraine and deteriorating demand as above mentioned, the Group's revenue for FY2022 contracted by 13.8% to RM304.03 million compared to RM352.74 million posted in the previous financial year. Arising from the decreased in revenue, the Group's Profit for FY2022 fell by approximately 9.1% to RM67.01 million, down from RM73.69 million a year ago, mainly due to lower volume pull in from the Group's key HDD-related customers.

Nevertheless, our cash flows remain resilient with improvement in net cash generated from operating activities of RM73.25 million in FY2022, up 25.1% from RM58.54 million recorded in the financial year ended 31 December 2021 ("FY2021"). This demonstrates our ability to use our resources in managing our working capital efficiently despite the adversity. Notably, we were able to maintain a sturdy balance sheet, with strong net cash holdings of RM50.76 million with shareholders' equity increased by RM28.62 million, from RM312.08 million to RM340.70 million at the end of FY2022.

A more detailed review of the Group's financial performance is covered under the section on "Management Discussion and Analysis" in this Annual Report.



REVENUE
RM304.03 million



PROFITABILITY
RM67.01 million



CASH FLOW
RM73.25 million



NET CASH POSITION
RM50.76 million

CHAIRMAN'S STATEMENT (CONT'D)

Rewarding Shareholders

A single tier interim dividend of 2.5 sen per ordinary share for FY2022 was paid on 23 September 2022. On top of that, a final dividend of 4 sen per ordinary share has been proposed by the Board on 23 February 2023 to shareholders, providing a full-year dividend of 6.5 sen per ordinary share, a slight decrease from the 7 sen declared in the previous financial year. This represents a dividend payout ratio of 51.4% relative to the Group's attributable profit. The total dividend for FY2022 represents a payout of 75.5% after subtracting non-operational income which is substantially higher than our dividend policy of returning approximately 50% of net profit less other income to shareholders.

Sustainability Journey

Despite current world events and inflation, consumers are more interested than ever to demand for sustainable products. As environmental awareness intensifies, we believe that over the longer term, the markets in which we operate will also see increasing and continuous calls for improvements in environmentally sustainable business practices and products. Sustainability is important because it enables us to fulfill our social and economic needs without jeopardizing our society.

Climate change is a crisis of unprecedented magnitude that threatens to multiply a broad range of sustainability risks. We, like most organizations serving customers comprising of large multinational corporates are under increasing pressure to respond. Not only this, the combined actions of a range of other stakeholders—including communities, consumers, employees, regulators, and recently, financial institutions - suggest that the momentum toward sustainability is reaching new heights. We understand the need to sustainably transform our business models to find new opportunities and avenues for growth for our future business. As such we have managed to reprioritize our sustainability matters on 30 May 2022 following the completion of all the identifiable sustainability matters and concerned stakeholders. Alongside our commitment to minimizing our carbon emissions, prioritizing water conservation, and shifting to renewable energy to minimize our environmental footprint, we are also working with our business partners in our industry to scale up ideas and solutions to create a healthier planet for all.

The installation of an industrial-scale Solar Photovoltaic ("PV") in one of our manufacturing sites in Bayan Lepas with an installed capacity of 813.14kWp completed at the end of December 2011 marks our first initiative of shifting to renewable energy. In FY2022, a total of 1,084 MWh of energy was generated by green energy which translated into a reduction of 1,081 tonnes of CO₂ emissions or 58,546 equivalents of trees planted to absorb the annual CO₂ emission. One of our water conservation projects includes the recovery of reverse osmosis (RO) water from our industrial washing process which is channelled for reuse in the double disk grinding manufacturing processes. Our Supplier Code of Conduct introduced in 2022 outlines our expectations for suppliers and service providers and is aligned with the UN Global Compact's principles on human rights, labour standards, environmental performance, and anti-corruption. Our aim is to continuously improve the entire procurement process, quality, environmental sustainability and productivity in close collaboration with suppliers.

The Board maintains our commitments and operates to the highest standards of governance such as ensuring that the rights of shareholders are protected and that the Company practices transparent disclosure. Enhancements in corporate governance were made with the introduction of various policies such as Directors Fit and Proper Policy, Senior Management's Remuneration Policy, Board and Senior Management Policy, and Policy on Independence Directors on 25 February 2022. Notably, we have limited the tenure of an independent director not to exceed a cumulative term of 9 years unless the independent director is re-designated as non-independent. The Anti-Corruption and Bribery Policy was also updated on 1 November 2022 with the reinforcement of the 5 'TRUST' principles that imposed obligations on Dufu and its employees to always act with integrity and commitment to conduct business ethically.

Looking back, Dufu has been serious on its sustainability journey since 2020, when we published our first sustainability report in line with the standards of the Global Reporting Initiative. Every year since then, we have learned from our experiences, assessing what has worked and what needs to be improved to take our efforts to the next level. We continued to benchmark our sustainability development with that of the GRI Framework, United Nations Sustainable Development Goals ("SDGs"), Responsible Business Alliance Framework ("RBA") and the Bursa Malaysia FTSE Russel ESG Model Framework. On 19 December 2022, our efforts to date were recognized by our inclusion in the FTSE4Good Bursa Malaysia Index and FTSE4Good Bursa Malaysia Shariah Index. Although, we still have much to do, the recognition will only spur us to do even more to pursue our long-term goals in this area.

A more detailed review of the Group's effort on sustainability initiatives is covered under the section on "Sustainability Statement" in this Annual Report.

CHAIRMAN'S STATEMENT (CONT'D)

Looking Ahead

Many uncertainties lie ahead in the financial year 2023. On the demand side, high inflation in both the United States of America ("USA") and Europe is already slowing consumer spending. The mitigating efforts by the authorities in China to curb the spread of Covid-19 had resulted in lockdown orders in major cities, which in turn adversely impacting domestic consumption especially in the fourth quarter of 2022.

On a brighter note, there has been growing optimism over China's reopening since last December although we remain cautious that more virulent Covid-19 variants could emerge as the result from the reopening. On the cost side, materials prices remain elevated. This is especially true on titanium raw materials, as the war in Ukraine has limited the option of alternate source. The supply of critical components remains tight, with the recovery or uncertainty in China may disrupt the global supply chain.

The slowing consumer spending and persistent inflationary pressures have led to CAPEX reduction by the enterprise and cloud providers, negatively impacting demand for large-capacity Hard Disk Drives ("HDD"). The demand headwinds which initially hit Dufu's third quarter results in FY2022 will likely continue in the first half of 2023 although there could be a potential spike in demand due to supply chain volatility as the sector is undergoing excessive inventory adjustments. On a longer-term outlook, we expect digital storage devices to grow in tandem with the strong demand from the cloud data center market as data continues to grow relentlessly, and enterprises and consumers need to store it somewhere for later use, with HDD storage devices continue to remain the most economical ways to store large amounts of data.

Despite the uncertain business environment, the Group is cautiously optimistic of achieving overall top-line growth in the financial year 2023. Profit margin, meanwhile, is expected to be largely stable year-on-year, owing to the continued headwinds of elevated materials prices, and labour costs, as well as other costs pressures. Energy costs is expected to increase due to the electricity tariff adjustments through the Imbalance Cost Pass-Through ("ICTP") mechanism.

Nevertheless, the Group is now much better prepared to tackle the supply chain pressures. The fine-tunings and refurbishments of existing machines, and sufficient stockpiles of raw materials and finished goods stockholding are in place to meet any sudden surge of orders which is not uncommon in the HDD sector. With the reallocation of workers from HDD to other non-HDD business segment will enable the Group to opt for earlier production and shipment schedules to ensure new non-HDD products reach customers on time, and channel inventory will be sufficient in line with forecast.

We foresee the Group's non-HDD revenue to post modest growth in the financial year 2023. This will be driven by the increasing demand for metal precision and sheet metal fabrication from a wide range of major end users such as medical devices, oil and gas, industry machinery and electronics. Internally, we have also improvised on-time delivery of products, improved channel inventory, well-planned and efficient production operations.

In view of the current challenges and opportunities, the Group is cautious and is taking prudent measures in terms of its operational, CAPEX and financial requirements. However, we do have the advantage of having two extremely successful business years behind us and we are now operating on a solid basis that is helping the Group now.

At this point in time, the Group is sticking to its related strategic investments namely the expansion of second manufacturing hub in China and the sheet metal fabrication business in Malaysia and believes its focused growth strategy has been vindicated taking a longer-term view that the economy will eventually recover. In addition, issues relating to sustainability, climate action and environment will continue to be driven forward undiminished.

CHAIRMAN'S STATEMENT (CONT'D)

Appreciation

On behalf of the Board, I would like to extend our sincerest appreciation to our customers and business partners for their steadfast support and confidence in the Group.

I would like to take this opportunity to also thank our management and employees who have been the bedrock of our achievements and once again, they have demonstrated remarkable dedication to their work. I thank them for their commitment, sacrifices, hard work and diligence, especially during these challenging times. My sincere gratitude to my fellow members of the Board, for their astute counsel and insights which have proven invaluable and helped navigate this global storm.

Above all, I would like to express my gratitude for Mr. Yeoh Beng Hooi, the Group's Chief Executive Officer who will be retiring with effect from 1 April 2023, for his leadership, guidance, and contributions to Dufu Group.

Under Mr. Yeoh's exceptional leadership, the Group has achieved significant growth and success. Mr. Yeoh Beng Hooi's strategic vision, innovative thinking, and unwavering commitment to excellence have been truly inspiring. His contributions to our Group have been invaluable and we have learned so much from him during his 19 years with the Group. On behalf of the Board of Directors, I am forever grateful for his hard work and guidance in bringing Dufu Group to new heights.



"We will miss you, but we will always remember the valuable lessons you taught us and the positive impact you made on our organization. Thank you for your service, your leadership, and your friendship. We wish you every success in your future endeavors".

Finally, I also like to thank our shareholders for their continued support and confidence in the Board and management of Dufu. We will continue to do our best and are confident that Mr. Teoh Chiew Hong, who has been promoted as Deputy Chief Executive Officer with effect from 1 March 2023 will be able to spearhead the Group to emerge from this turbulent period - better, stronger, and more resilient than before. To all our stakeholders, we hope you continue to stay healthy and safe though we have reached an endemic phase of Covid-19.

**DATO' LEE, HUI-TA
ALSO KNOWN AS LI HUI TA
EXECUTIVE CHAIRMAN
20 MARCH 2023**

BOARD OF DIRECTORS



From left to the right

- 1. SUNG, CHENG-HSI**
Independent Non-Executive Director
- 2. YIN, CHIH-CHU**
ALSO KNOWN AS LAURENCE YIN
Independent Non-Executive Director
- 3. DATO' LEE, HUI-TA**
ALSO KNOWN AS LI HUI TA
Executive Chairman

- 4. WU, MAO-YUAN**
Executive Director
- 5. JOYCE WONG AI MAY**
Independent Non-Executive Director
- 6. LEE YOKE KHAY**
Independent Non-Executive Director

BOARD OF DIRECTORS' PROFILE



DATO' LEE, HUI-TA
ALSO KNOWN AS LI HUI TA

Executive Chairman
Taiwanese • Male • 64 years

Dato' Lee, Hui-Ta also known as Li Hui Ta was appointed as the Executive Director and Chief Financial Officer of Dufu Technology Corp. Berhad ("Dufu" or "Company") on 1 September 2006. On 18 June 2015, he was appointed as Executive Chairman of the Group and subsequently, he relinquished his position as the Chief Financial Officer on 4 November 2016. He is the Chairman of the Employees' Share Option Scheme Committee. He graduated with a Diploma in Mechanical Engineering from St. John's & St. Mary's Institute of Technology Taiwan in 1979. He also obtained a degree in Business Administration from National Taipei University in 1988 and a Master of Business Administration from American California Miramar University in 2009.

Dato' Lee commenced his career as an engineering supervisor with He Li Ying Precision Industry, Taiwan in 1981 dealing with precision components and was promoted to Managing Director in 1983 where he was responsible for their entire operation. In 1984, he co-set up Lee Bai Corp. Ltd. in Taiwan to manufacture precision quick die change systems for stamping and tooling of component parts.

In 1990, Dato' Lee co-set up Dufu Industries Sdn Bhd ("DISB") to manufacture precision tooling and precision machining parts for computer-related components. He has more than thirty (30) years of experience in the precision tooling industry and in the CNC precision machining industry. He also sits on the board of several other private limited companies.

On 25 July 2017, he was conferred with Darjah Johan Negeri ("DJN"). Five (5) years later, he was granted the title of "Dato" after being conferred the Darjah Setia Pangkuan Negeri ("DSPN") award on 9 July 2022. These awards were given in recognition for his exceptionally contribution towards the society especially in reinforcing a strong investor stance to buttress the business community in the northern region.



WU, MAO-YUAN

Executive Director
Taiwanese • Male • 66 years

Mr. Wu Mao-Yuan was appointed as a Non-Independent Non-Executive Director of Dufu on 19 December 2012 and was re-designated as an Executive Director on 27 August 2015. Mr. Wu currently serves as Managing Director of Guangzhou Futron Technology Co., Ltd ("Futron"), a subsidiary of the Group. He is a member of the Investment Committee of the Company.

Mr. Wu graduated from Taiwan Zhen Xin University in 1977 with a Diploma in Mechanical Engineering. Upon graduation, he started his career in 1979 as an Engineering Assistant responsible for the design and manufacturing of production jig and fixture with Da Di Ling Company. Subsequently, he joined Jin Feng Corp. in 1981 as a supervisor where he led the production team to manufacture motorcycle components. From 1988 to 1992, he was with Lee Bai Corp Ltd. as a Production Manager where he successfully commercialized a new precision machining project for the company. In 1993, Mr. Wu worked in DISB where he was responsible for overseeing its operation in line with technology evolution within the industry. He left Malaysia in 2002 to set-up and established Futron plant in China. He is also a Compliance Officer of Superior Plating Technology Co. Ltd., a company listed in Taipei Exchange.

BOARD OF DIRECTORS' PROFILE (CONT'D)



JOYCE WONG AI MAY

Independent Non-Executive Director
Malaysian • Female • 47 years

Ms. Joyce Wong Ai May was appointed as an Independent Non-Executive Director of Dufu on 23 May 2016. She is the Chairman of the Audit Committee and Risk Management and Sustainability Committee and a member of the Remuneration Committee, Nominating Committee and Investment Committee of the Company.

She graduated from University of Tasmania with a Bachelor of Commerce, majoring in Accounting and Finance. She is an Accountant by profession and a member of the Malaysian Institute of Accountants and Certified Practising Accountants, Australia. She started her career with Smith Zain Securities Sdn. Bhd as an Accounts Executive in 1999 and later became the Head of Finance in 2002 under BBMB Securities Sdn Bhd, Penang Branch (BBMB Securities Sdn Bhd took over the business of Smith Zain Securities Sdn Bhd). Ms. Joyce joined Hwang-DBS Securities Berhad in 2004 and then left the company to join an international accounting firm in 2005 and become their Director in 2015, before setting up her own consultancy firm where she is the founder and also a director of JWC Consulting Sdn. Bhd.

She sits on the Industry Advisory Panel of the School of Business for Disted College, Penang. She is the Members' State Representative for CPA Australia, a member of the Finance Committee of a non-profit organisation. She is also an Independent Non-Executive Director of PCCS Group Berhad (a company listed on the Main Market of Bursa Malaysia Securities Berhad) and Edelteq Holdings Berhad.



SUNG, CHENG-HSI

Independent Non-Executive Director
Taiwanese • Male • 44 years

Mr. Sung, Cheng-Hsi was appointed as an Independent Non-Executive Director of Dufu on 9 October 2015. He is also a member of the Audit Committee, Nominating Committee, Remuneration Committee, Risk Management and Sustainability Committee of the Company.

Mr. Sung graduated from University of Reading, United Kingdom with a Master of Science in 2005. He obtained his Bachelor of Art from National Donghua University, Taiwan in 2002. Upon graduation, he started his career in 2006 as Equity Research Analyst at China Trust Commercial Bank. He was responsible for the analytical research on some of the Taiwanese listed companies namely in sectors involving steel, petrochemical, and automotive parts. His job also involved formulating financial models for interpretation and simulation to support the needs of internal departments. He joined Superior Plating Technology Co. Ltd which is listed in the Taipei Exchange in 2008 as Chief Financial Officer. His position requires him to be responsible in managing the financial risk, financial planning, and financial reporting and he directly assists the Chief Executive Officer and Board Chairman on all strategic and tactical matters.

BOARD OF DIRECTORS' PROFILE (CONT'D)



YIN, CHIH-CHU
ALSO KNOWN AS LAURENCE YIN

Independent Non-Executive Director
Taiwanese • Male • 61 years

Mr. Yin, Chih-Chu also known as Laurence Yin was appointed as an Independent Non-Executive Director of Dufu on 11 November 2016. He is the Chairman of the Investment Committee and a member of the Audit Committee, Nominating Committee, Remuneration Committee, Risk Management and Sustainability Committee of the Company.

Mr. Yin graduated from National Taipei College of Business in Taiwan with a Diploma in Accounts in 1982 and subsequently, obtained his Executive Master of Business Administration in National Cheng Chi University in 2012. He commenced his career as an Executive Staff with Chailease Finance Co., Ltd., Taiwan in 1987 dealing with financing and accounts. He was transferred to Malaysia as an Administrative and Financial Manager in 1991 where he was responsible for the daily operations of the company's administrative and financial affairs. In 1997, he was promoted to Executive Manager where he was responsible for the affairs of two plastic compounding factory, a label sticker factory as well as a trading company in Kuala Lumpur. In 2001, Mr. Yin co-set up CITC Enterprise (Thai) Co., Ltd in Thailand to manufacture plastic coloring and compounding. He has more than twenty (20) years of working experience in the plastic compounding and label sticker industries. He also sits on the board of several private limited companies.

ADDITIONAL INFORMATION:

None of the Directors has:

- (i) any family relationship with other Directors and/or major shareholders of the Company, nor any conflict of interest with the Group except for Dato' Lee, Hui-Ta also known as Li Hui Ta is the spouse of Mdm Wang, Kuei-Hua, a major shareholder of the Company;
- (ii) been convicted of any offence, other than traffic offences (if applicable) within the past five (5) years; and
- (iii) been imposed with any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.



LEE YOKE KHAY

Independent Non-Executive Director
Malaysian • Male • 72 years

Mr. Lee Yoke Khay was appointed as an Independent Non-Executive Director of Dufu on 3 April 2017. He is the Chairman of the Nominating and Remuneration Committee. He is also a member of the Audit Committee, Risk Management and Sustainability Committee and Investment Committee of the Company.

Mr. Lee graduated from Council of Legal Education, London, United Kingdom with a Barrister-at-Law. Thereafter, he qualified as a Barrister (Lincoln's Inn, United Kingdom) in 1978 and was called to the Malaysian Bar on 1 December 1979. He is a practicing advocate & solicitor and is currently a partner of Messrs. Ooi Lee & Co., a legal firm in Penang.

Mr. Lee sits on the Board of Directors of several Chinese Primary and Secondary Schools and also in the Board of Directors of the Clan Association. He also holds Honorary Legal Advisor position in Lee Association and other trade and commercial companies and associations in Penang.

He was awarded with Darjah Johan Negeri ("DJN"), Pingat Kelakuan Terpuji ("PKT") and Pingat Jasa Masyarakat ("PJM").

KEY SENIOR MANAGEMENT TEAM

YEOH BENG HOOI

Chief Executive Officer

Malaysian • Male • 59 years

Mr. Yeoh Beng Hooi assumes the Chief Executive Officer ("CEO") of the Group on 26 August 2016 after he was appointed as the acting CEO on 27 August 2015. He holds a Diploma in Electronic Engineering from Institute Technology. In 1989, he started his career in Advance Micro Devices Inc., a United States ("USA") based semiconductor company as Assistant Engineering and became Senior Reliability Laboratory in 1990. Mr. Yeoh joined Read-Rite Malaysia as QA Engineer in 1992 and thereafter, he joined Xolox, Malaysia as Engineer Manager in 1995. He left the company as Director of Engineering in 2000 and joined Wong Engineering Corporation Bhd as Deputy General Manager. In 2001, he was appointed as Executive Director of WE Advance Devices Sdn Bhd. He was the Chief Operating Officer in Dufu Industries Sdn. Bhd. ("DISB") since 24 May 2004 before he assumed his current position. Mr. Yeoh holds 20 shares in Dufu as at 28 February 2023.

TEOH CHIEW HONG

Deputy Chief Executive Officer

Malaysian • Male • 47 years

Mr. Teoh Chiew Hong holds a Degree in Science (Mathematics) from Universiti Sains Malaysia. Mr. Teoh who was appointed as Chief Operating Officer on 1 March 2019, started his career with DISB in 2000 as a Production Control Officer and was promoted to Material Planning Manager in 2006 to spearhead the implementation of the Group's integrated application on its logistics and manufacturing system. He is also responsible for the Group's capacity planning, material and inventory management.

On top of this, Mr. Teoh expanded his role in 2007 to oversee the Computer Numerical Control ("CNC") Auto Lathe Manufacturing Division. Subsequently in 2011, he was appointed as the Senior Manager in Planning & Logistics Department before assuming the role of General Manager effective 1 September 2016 where his primary task is to drive and optimize the entire CNC manufacturing division and other supporting business operations to improve their operational excellence. On 1 March 2023, he was promoted as Deputy Chief Executive Officer of the Group.

DAVID KHOO CHONG BENG

Chief Financial Officer

Malaysian • Male • 50 years

Mr. David Khoo Chong Beng joined DISB on 1 March 2017 as a Senior Financial Controller. He holds a professional accountancy qualification from Association of Chartered Certified Accountants ("ACCA") and is a Chartered Accountant registered with the Malaysian Institute of Accountants ("MIA") since September 2002. In June 2012, he obtained a Commonwealth Executive Masters of Business Administration from Wawasan Open University.

Mr. David Khoo started his career in BDO Binder Penang, an audit firm in June 1995 before moving to KPMG Penang in July 1997. He joined NTPM Holdings Berhad ("NTPM") as an Accountant in April 2000 and worked his way to be the Financial Controller of NTPM in January 2009. He left NTPM in February 2017. On 1 March 2019, he was appointed as Chief Financial Officer where he is entrusted to lead the finance, corporate and management information functions of the Group.

WONG SER YIAN

Director of DISPL

Singaporean • Male • 65 years

Mr. Wong Ser Yian graduated with a Bachelor of Engineering from Nanyang Technology University of Singapore in 1985. He started his career with Seagate Technology International, Singapore in 1986 as Supplier Quality Engineer and was promoted to Senior Engineer in 1988. Subsequently in 1990, he joined Microplis Limited, Singapore as Senior Quality Engineer where he was responsible for developing and improving the aspects of suppliers' quality. In the same year, he moved to X Factor Pte Ltd as their Chief Executive Officer. On 2 September 2002, he joined Dufu Industries Services Pte. Ltd. ("DISPL") and took up the position of General Manager and his primary responsibilities are sales, marketing and customers service support and subsequently, on 27 August 2015, Mr. Wong was appointed as Director of DISPL.

NAH REN HOWE

Managing Director of Dufusion Sdn Bhd

Malaysian • Male • 57 years

Mr. Nah Ren Howe joined Dufu Group on 1 September 2019 as Managing Director of Dufusion Sdn Bhd where he is managing the metal stamping and sheet metal division of the Group. After completing his studies at Confucian Secondary School, he continued his tertiary education at Meiji University in Tokyo, Japan. He graduated with a degree in management studies in 1989.

During his stay in Japan, Mr. Nah was fascinated by the precision tooling business. Upon completion of his studies, he found employment with a company supplying precision tools and stamped metal parts to Sony, NEC and others Japan MNC. Mr. Nah returned to Malaysia in 1994 after spending 10 years in Japan. He took over the management of Rehon Industries, and he steered the company towards precision stamped parts with his acquired experience in the field.

ADDITIONAL INFORMATION:

None of the Key Senior Management has:

- (i) any family relationship with other Directors and/or major shareholders of the Company, nor any conflict of interest with the Group;
- (ii) been convicted of any offence, other than traffic offences (if applicable) within the past five (5) years; and
- (iii) been imposed with any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.

VISION, MISSION & CORE VALUES

Vision



To be a leading-edge technology provider for micro precision products globally, and be the supplier of choice on delivering excellent product quality and service on time every time.

Mission



To continually creating value for customers with engineering innovation and solutions to their supply chain by fostering an eco-friendly operating environment whilst striving for long term business sustainability and maintaining high integrity in corporate social responsibility practices that benefits customers, employees and stakeholders.

Core Values



Our Core Values are the beliefs and principles we share to create a *unity* of purpose across the Group – to enable us to treat each other with mutual respect, to gain *understanding* and help us to work harmoniously together at Dufu. They reflect our common aspiration to foster a unifying performance-based culture to promote every team member to stay *focus* and *determined*, and remain resolute in pursuit of Dufu’s goals. These are the elements that best describe who we are and continue to strive to be in an ever-changing world.



Determination



Unity



Focus



Understanding

SUSTAINABILITY STATEMENT

Sustainability and Our Business

Dufu Technology Corp. Berhad (“Dufu” or the “Group”) recognises that the stability and growth of its business is interconnected with the sustainability of the economies, the natural environment, work place and the communities in which the Group operates and vice versa. Therefore, we are committed to being a responsible company and making a positive contribution to society and the environment.

The core of sustainability of our business at Dufu is founded on ethical business practices and effective governance. We vowed to work with customers and suppliers to manufacture and operate responsibly and create an engaging workplace for our employees. This helps us inspire trust in our products and services, develop strong relationships with our stakeholders, and create long-term value for society and our business.

Sustainability is part of our key business priority and we continue to work on the on-going challenges and constantly in talk with our stakeholders to understand their views and regularly in touch with the latest legislative and regulative updates. On 19 December 2022, Dufu was added to the constituents of the FTSEGood Bursa Malaysia (“F4GBM”) Index and the FTSEGood Bursa Malaysia Shariah (“F4GBMS”) Index which measures the performance of the public listed companies demonstrating strong Environmental, Social and Governance (“ESG”) practices.

Basis of Preparation

The scope of our Sustainability Statement covers the period from 1 January 2022 to 31 December 2022 and the reporting boundary for the time being is mainly focused on the Malaysian operations. Unless otherwise stated, Dufu’s business operations in China and Singapore are not included at this juncture.

This Sustainability Statement is prepared in compliance with Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad (“Bursa Securities”) which is guided by Bursa Securities Sustainability Guide (2nd edition) and Toolkits and in accordance with the Global Reporting Initiative Sustainability Reporting Standards (“GRI Standards”) Core Option. We have also mapped our sustainability approach with the 17 Sustainable Development Goals (“SDGs”) which were adopted by all United Nations Member States in 2015 as a universal call to action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity by 2030.

The Company did not seek external assurance for this Sustainability Report. Nevertheless, we conducted internal validation to verify the accuracy and integrity of data disclosed. This Report has been reviewed by the Risk Management and Sustainability Committee and approved by the Board.

Sustainability Governance

Our commitment to sustainability comes from the very top of our organisation. The Board of Directors (“Board”), the highest governing body plays a critical role in providing strategic direction and considering sustainability issues, including managing the management of material sustainability matters in the formulation of the Group’s strategies and policies. The Board also is responsible for the oversight of embedding sustainability into the Group and its business strategy, and that adequate resources, systems and processes are in place for managing sustainability matters. The Board’s oversight responsibilities also include consideration of economic, supply chain management in social and environmental matters which includes labour practices and health and safety and environmental risks and opportunities. In addition to assessing material impacts and discussing associated risks with Management, the Board reviews and considers stakeholders feedback on sustainability topics as well as oversees human capital management, including diversity and inclusion.

To assist the Board in driving and reporting the Group’s sustainability practices, the Group had in May 2018 formalised the Sustainability Management Committee (“SMC”). The SMC is chaired by the Group Chief Executive Officer (“CEO”), supported by the Chief Financial Officer (“CFO”) together with members comprising the Senior Management and relevant Heads of Business and Supporting Units. This composition would enable the SMC to work closely to ensure all material sustainability matters are being considered and managed throughout the Group’s business operation.

On 25 February 2022, the Group merged the Sustainability Management Committee and Risk Management Committee and re-designated it as Risk Management and Sustainability Working Group. On the same day, the Risk Management and Sustainability Committee (“RMSC”) was formed. The newly formed RMSC comprises of 4 Independent Directors, CEO and CFO of which the Chairman is held by an Independent Director, Ms Joyce Wong Ai May. The Group’s CEO now oversees the implementation of the Company’s key strategic sustainability initiatives and is supported by working group comprises of Department Heads from various departments. The Board is in the opinion that the new changes will be more effective to ensure the Board’s role in considering sustainability matters when exercising its duties of developing and implementing company strategies, business plans, major plans of actions and risk management in line with the recent update of the Malaysian Code on Corporate Governance 2021.

SUSTAINABILITY STATEMENT (CONT'D)

Sustainability Governance (cont'd)

The table below illustrates our governance structure for sustainability:-

BOARD OF DIRECTORS

- Provides strategic direction and considers sustainability issues and risks, including managing the management of material sustainability matters in the formulation of the Group’s strategies and policies
- Oversight business sustainability strategy and performance
- Ensure adequate resources, systems and processes are in place for managing sustainability matters

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE (“RMSC”)

- Comprise of 4 Independent Directors, CEO and CFO
- Assist the Board by setting direction and providing oversight on risk, internal controls and sustainability matters
- Review and approve the annual risk and sustainability workplan
- Review and oversees the implementation of the Group’s strategic sustainability initiatives

RISK MANAGEMENT AND SUSTAINABILITY WORKING GROUP (“RMSWG”)

- CEO
- Chair and lead the RMSWG and reports to the RMSC on sustainability matters
 - Reviews sustainability matters with members of RMSWG
- CFO
- Supports CEO on sustainability matters and coordinates RMSWG meeting
- Other members
- Comprises COO, Business Unit Directors, Managers and representatives from Business Development, Operation, Quality Assurance, Human Resource and Administration, Finance, Risk Assurance & Internal Control and Purchasing departments
 - Responsible for materiality assessment, identification and monitoring of initiatives/ actions, execution of initiatives/ actions and reporting
 - Reports to CEO on sustainability matters and risk areas of concern

Stakeholder Engagement

We believe that maintaining a good degree of communication and understanding with all the internal and external stakeholders is essential in our journey to be a good corporate governance and reputable sustainable business entity. Dufu recognises the importance of continuing engaging with stakeholders as an integral part of the organisation’s process in its business developments, operations and financial performance and will respond to their concern in a timely, effective and transparent manner. If any stakeholders have any questions, suggestions or concerns with respect to sustainability matters, they may contact us by email at corporateaffairs@dufu.com.my. Stakeholder engagement helps build involvement and a sense of continuation to a new future. We ensure adequate time and sufficient planning to include all relevant parties to allow them to discuss, understand and internalise each project milestone or step in the process of improving governance.

In 2022, we had conducted regular formal and informal meetings with our key stakeholders; the table below summarises our key stakeholders, the sustainability topics and the engagement channels. All these engagements identified no significant stakeholder concerns or issues with our operations.

SUSTAINABILITY STATEMENT (CONT'D)

Stakeholder Engagement (cont'd)

Stakeholder engagement on sustainability topics, type and frequency of engagement

Stakeholders	Sustainability Topics	Type of Engagement	Frequency
 Customers	<ul style="list-style-type: none"> Production quality, productivity and improvement Product quality and timely delivery and efficiency Sustaining long term relationship Operation in compliance with applicable laws and standards 	<ul style="list-style-type: none"> Customer satisfaction survey On-site visits at Dufu's premises Customer audit Early supplier involvement Business Review 	<ul style="list-style-type: none"> Annually On-going On-going On-going As required
 Employees	<ul style="list-style-type: none"> Health and safety Communication and engagement Working condition and welfare Employee satisfaction Career development and training Business performance review Operation in compliance with applicable laws and standards 	<ul style="list-style-type: none"> Social events with employees Appraisal and performance review Training and development Employee engagement survey Formal meeting and discussion Feedback boxes 	<ul style="list-style-type: none"> On-going Semi-Annually On-going As required On-going On-going
 Investors/ Shareholders	<ul style="list-style-type: none"> Business performance Operation in compliance with applicable laws and regulations Strategic plans Good corporate social responsibility and practices 	<ul style="list-style-type: none"> Interim results Regular meetings and correspondence Annual Report Feedback to media enquiries Corporate website and investor relationship channel 	<ul style="list-style-type: none"> Quarterly On-going Annually As required On-going
 Suppliers	<ul style="list-style-type: none"> Forging strategic partnership Supplier performance review Product quality Practise ethics and compliance 	<ul style="list-style-type: none"> Key supplier audits Supplier selection via pre-qualification Regular meetings and correspondence Supplier rating Supplier training 	<ul style="list-style-type: none"> On-going As required On-going Quarterly As required
 Media	<ul style="list-style-type: none"> Timely and accurate information 	<ul style="list-style-type: none"> Press release Meetings and correspondence 	<ul style="list-style-type: none"> As required As required
 Government and Regulators	<ul style="list-style-type: none"> Regulatory compliance 	<ul style="list-style-type: none"> Site visit and meeting Participating in program organised by government bodies 	<ul style="list-style-type: none"> As required On-going
 Community	<ul style="list-style-type: none"> Environment protection Operation in compliance with applicable laws and regulations Local community activities involvement 	<ul style="list-style-type: none"> Participation in local community and activities Sponsorship and donation Communication through email and phone calls 	<ul style="list-style-type: none"> On-going On-going On-going

SUSTAINABILITY STATEMENT (CONT'D)

Materiality Assessment

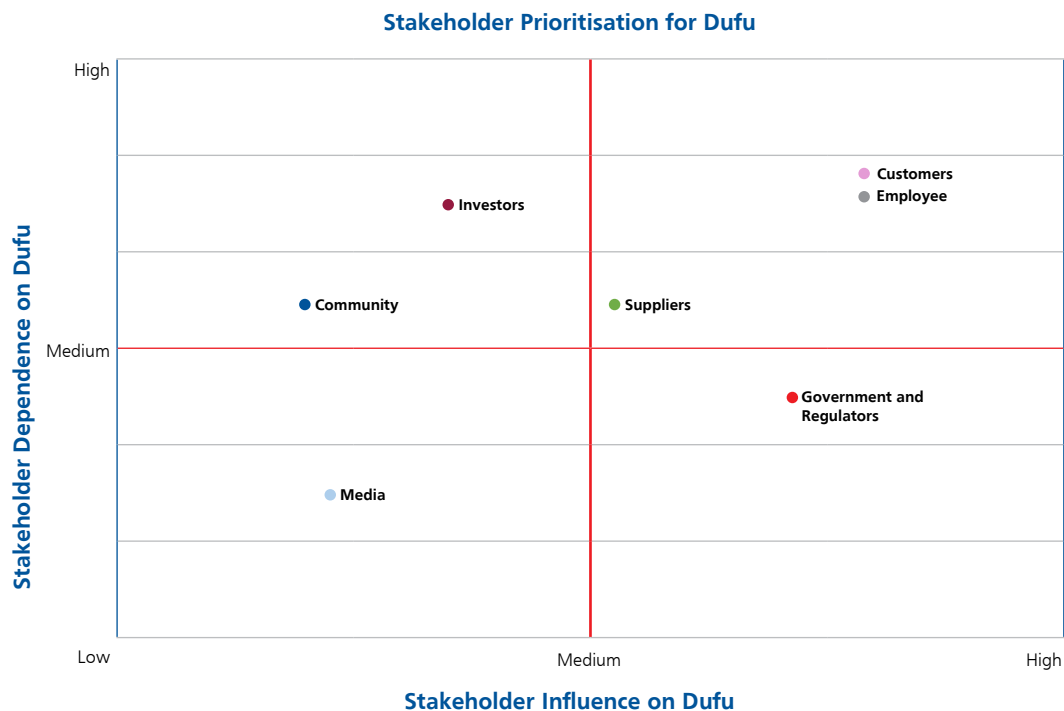
We identify our sustainability matters by having assessed the significance and materiality of each of the sustainability concerns based on its level of impact and influence to the Group, cognisance of the current economic, environmental and social trends both locally and globally. Our materiality assessment on sustainability matters is summarised as follows:-

1. Understanding and Identification	2. Categorisation and prioritisation	3. Materiality Assessment and validation	4. Process review
<ul style="list-style-type: none"> Understand sustainability topics related to business operations Identify key stakeholders and their concern 	<ul style="list-style-type: none"> Categorise and prioritise sustainability matters Plan possible actions and report key sustainability topics 	<ul style="list-style-type: none"> Perform materiality matrix on influence on stakeholders' assessment against business sustainability impacts Validation on identification, monitoring and managing sustainability matters which have significant impact to business strategy 	<ul style="list-style-type: none"> Process and outcome of the material assessment are reviewed and approved by RMSC and update to the Board Re-assess and re-evaluate the process to achieve the desired outcomes when necessary

Stakeholder Prioritization

We recognise the need to balance our strategy in pursuit of our sustainable growth with the expectations from various stakeholders. In line with that belief, we have established a series of informal engagement initiatives with various stakeholders through the Group's respective business and supporting units via various channels from time to time to gauge their feedback and address their expectations. The last stakeholder's prioritisation exercise was carried out in May 2022 where members of RMSWG identified multiple stakeholders with varying degree of influence and dependence on Dufu. Based on the results obtained therein, Customers and Employees were found to be the most crucial groups in Dufu's Stakeholder Prioritization Matrix as illustrated in the diagram below.

Stakeholder Prioritization Matrix



SUSTAINABILITY STATEMENT (CONT'D)

Materiality Matrix Assessment

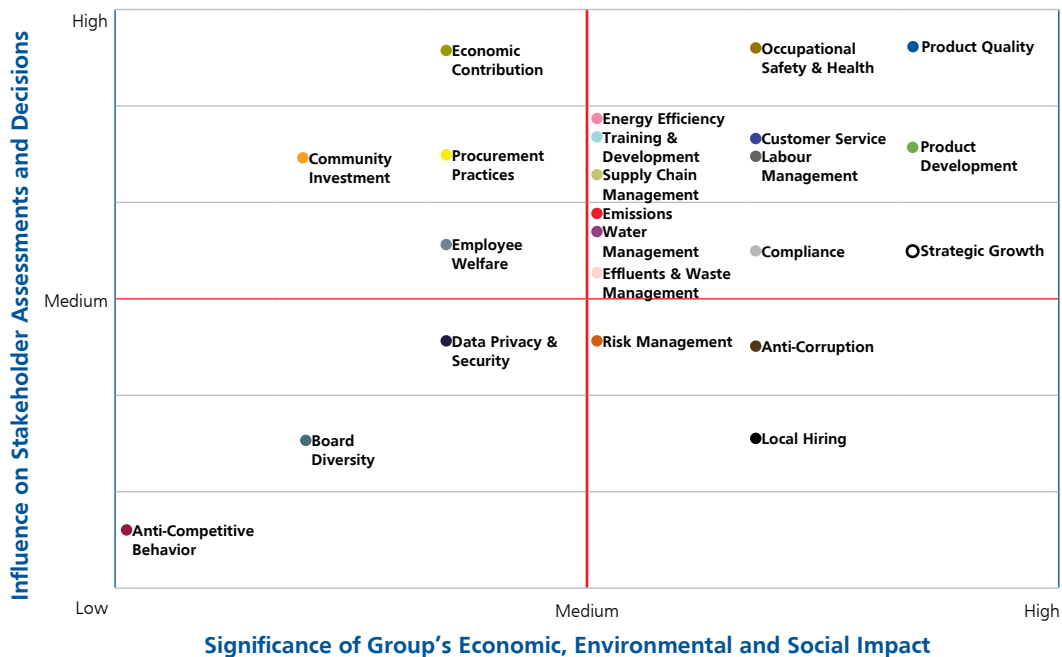
We assess our material issues annually to enhance & continually increase the maturity of our approach in managing the sustainability risks and opportunities posed to our business. This helps us in ensuring that we prioritise the issues that have the greatest impact on the economy, the society and the environment. Relevant inputs from dialogues with our internal stakeholders such as employees and RMSWG representatives of different functional groups form our materiality analysis and basis for effective development of our sustainability work. External stakeholders were not directly involved in the materiality process, but rather represented through internal knowledge of the ongoing stakeholder dialogues. A material sustainability matter is one that:-

- reflects Dufu’s significant economic, environmental, and social impact; or
- substantively influence the assessments and decisions of Dufu’s stakeholders.

On 30 May 2022, the materiality matrix of all the sustainability matters was revised by the RMSWG. The outcome of the materiality assessment process, as shown in diagram below, was presented to RMSC and the Board for their validation on 2 August 2022. Product Quality, Product Development, Occupational Safety and Health, Customer Service and Labour Management are the top material sustainability matters which are highly significant to both Dufu’s stakeholders and the Company.

Prioritisation of Sustainability Matters

Materiality Matrix FY2022



Sustainability Approach

Our approach to sustainability starts with running a safe, efficient, responsible and profitable business. We see sustainability at our company as inextricably linked to our ability to deliver long-term value and growth to all our stakeholders. As such, our sustainability strategies are formed on five (5) guiding pillars that act as a base on how we address the material risks and opportunities identified in the twenty-three (23) sustainability matters which may impact our customers, employees, shareholders, suppliers and the communities in which we operate. Each of the 5 pillars determines a set of objectives which we strive to achieve to ensure that we implement our strategy with clear plans and purpose. Our sustainability goals within each of the 5 sustainability pillars segregated into Economic, Corporate Governance, Labour Practices, Environment and Communities are as follows:-

SUSTAINABILITY STATEMENT (CONT'D)

Sustainability Approach (cont'd)



 <p>Economic</p> <ul style="list-style-type: none"> Economic Contribution Strategic Growth Product Quality Supply Chain Management Customer Service Product Development Procurement Practices 	 <p>Corporate Governance</p> <ul style="list-style-type: none"> Board Diversity Risk Management Compliance Anti-Corruption Anti-Competitive Behaviour Data Privacy & Security 	 <p>Labour Practices</p> <ul style="list-style-type: none"> Employee Welfare Training & Development Labour Management Occupational Safety & Health 	 <p>Environment</p> <ul style="list-style-type: none"> Emissions Energy Efficiency Water Management Effluents and Waste Management 	 <p>Communities</p> <ul style="list-style-type: none"> Community Investment Local Hiring
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SUSTAINABILITY STATEMENT (CONT'D)

Our Alignment with the United Nations Sustainable Development Goals (“SDGs”)

There were 17 SDGs adopted at the United Nations General Assembly in 2015. The SDGs are a call for action by all the countries to end poverty, protect the planet and ensure that people enjoy peace and prosperity. We have mapped the SDGs across our sustainability activities, and identified five primary goals which Dufu is best positioned to contribute and have the greatest impact as a corporate citizen. The table below details how our five sustainability pillars – Economic, Corporate Governance, Labour practices, Environment and Communities are aligned with the SDGs relevant to our industry.

Economic



Under our sustainability pillar “Economic”, we view that Goal 8: Promoting an inclusive and sustainable economic growth, full and productive employment and decent work for all is the most important aspects of all the 17 SDGs.

Our financial performance and strategic growth are paramount to Dufu’s sustainability journey as they have also a direct beneficial impact to other stakeholders such as our employees, government, local communities and investors. Having good “Labour Practices” and providing decent work environment with caring needs for employees rejuvenates a motivated workforce which are crucial to delivering the desired growth of Dufu.

Read more on pages 24 to 29 and 33 to 46.

Corporate Governance



Promoting Goal 16: Peace, justice and strong institutions is the most material goal for our sustainability pillar “Corporate Governance”

Dufu has developed a comprehensive management structure throughout the years. We have continuously reviewed our company policies and procedures to ensure our corporate governance structure meets the applicable laws and regulations, industry best practice, global trend and market expectation. We strive to contribute to SDG16 in the area of governance and business ethics, by strengthening our effectiveness, accountability and transparency. We recognise that good governance practices are imperative to long-term business success which also contribute to an inclusive society.

Read more on pages 30 to 32.

Labour Practices



Promoting Goal 3: Ensuring healthy lives and promoting well-being for employees at all for all ages is the most material goal for our sustainability pillar “Labour Practices”

Dufu aims to provide a supportive, pleasant and healthy workplace for employee, and to foster a caring and well-being community in its working environment. We adhere to internationally recognised ethical and responsible business practices. A safe and healthy working environment for our people is of paramount priority for Dufu which we hope to achieve this by conducting comprehensive health and safety training programmes, organising well-being activities and continuous improvement on the workplace facilities.

Read more on pages 33 to 46.

SUSTAINABILITY STATEMENT (CONT'D)

Our Alignment with the United Nations Sustainable Development Goals (“SDGs”) (cont'd)

Environment



Promoting Goal 13: Taking urgent action to combat climate change and its impact is the most material goal for our sustainability pillar “Environment”. We are dedicated to protecting the environment and supporting the fight against climate change to move towards a circular economy.

Our key areas of focus in regards to climate change management are mainly concentrated in maximising our resources efficiency and improve productivity while minimising waste and preserving energy consumption and water resources.

Read more on pages 47 to 52.

Communities



Promoting Goal 17: Strengthen the means of implementation and revitalising the global partnership for sustainable development is the most material goal for our sustainability pillar “Communities”

Dufu uses its expertise and resources to support the communities in which it operates, focusing on supporting people in need, collaborating with local charities and organisations and providing training opportunities for young people. We aim to gain a sense of responsibility for the community.

In FY2022, Dufu has continued to invest in various charitable activities, collaborate with local institutions and support local hiring practices.

Read more on pages 53 to 54.



SUSTAINABILITY STATEMENT (CONT'D)

ECONOMIC



Our key initiatives for business sustainability within the economic space are focused on the following key areas:-

Financial Performance and Strategic Growth

Our financial performance is significant to our internal and external stakeholders alike where sustainable growth allows us to forge strategic partnership with customers and suppliers. We also acknowledge that providing returns to shareholders is equally important to align with shareholders' expectations. Thus, Dufu adopts a dividend policy of 50% pay-out ratio out from the Group's operational earnings.

A summary of our key Financial Performance and Growth for the year 2022 are as follows:-

Dufu Group Financial Performance Highlights for FY2022

	Revenue	RM304.0 million (FY2021: RM352.8 million)
	Profit After Tax	RM67.0 million (FY2021: RM73.7 million)
	Return on Equity	19.7% (FY2021: 23.6%)
	Dividend Distributed to Shareholders	RM39.7 million (FY2021: RM30.1 million)

We shall continue to strive towards long-term business profitability and growth as well as maintaining our preferred supplier status by providing a one-stop manufacturing facility offering quality machining parts and solutions in driving sales growth. We have developed and implemented the following strategies in the Group's pursuit for sustainable long-term growth in FY2022:-

- Continued to invest in infrastructure and machineries to maintain current market share for targeted growth of Hard Disk Drive ("HDD") components. Despite the recent setbacks in demand due to global inventory adjustments, the surging generation of data by businesses, corporate data centers and cloud service providers will likely cause bountiful need for electronic data storage in the future. Digital transformation of work, life and leisure continues to be fuelled by rising processing power, improvement in data analysis, enhancement in data transmission and the falling cost of data storage. Due to this, HDD market is expected to be on uptrend mode for years to come and we are in the midst of offering an alternate site for risk mitigation strategy which will eventually benefits Dufu and its customers; and
- The factory building at Bukit Minyak Industrial Park acquired in 2019 with land area of 0.81 hectare provided the Group with a much-needed infrastructure to offer a one-stop solutions center specializing in fabrication and assembly of sheet metal components and equipment. As the Group is facing space constraints due to the overwhelming demand in this business segment, the Group has acquired 2 units of Single Storey Detached Factory on 22 December 2022 where the plants are expected to be completed in 2025. This is part of the overall long-term diversification strategy to grow the Group's revenue with a balance portfolio of products.

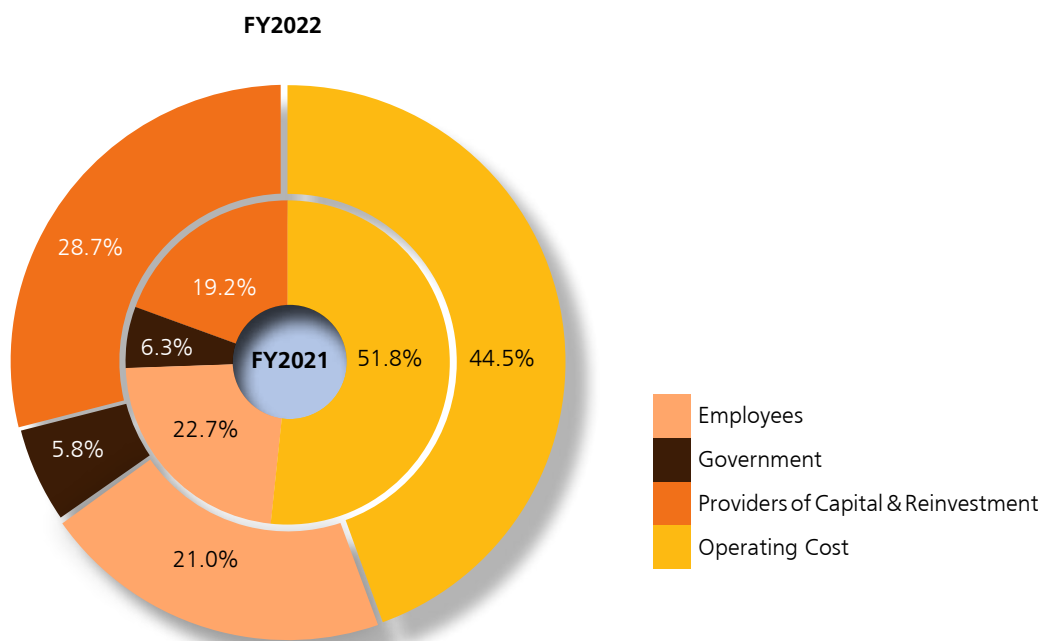
SUSTAINABILITY STATEMENT (CONT'D)

ECONOMIC (CONT'D)

Direct Economic Value Generated and Distributed

Dufu creates sustainable value for its customers, the supply chain, and other stakeholders to whom derived economic value is distributed. This includes governments through taxes, employees through compensation and benefits, shareholders through dividends, suppliers and service providers through raw materials and service prices. Part of the value earned is retained in the company for capital investments, and to maintain a certain amount of independence from capital market fluctuations. The following pie chart summarizes the direct economic value generated and distributed by Dufu Group. It describes the financial benefits we have created for various stakeholders:-

Direct Economic Value Generated and Distributed (By %)



Customer Satisfaction

The Group’s economic success and in particular, the success of our extension strategy is directly linked to the satisfaction level of our customers. Customers’ satisfaction is always our priority and responsible of all the managers in their respective business areas.

We continued to focus on taking customer interests into account by implementing timely measures to improve product quality and deliverables in the interests of our customers. For instance, we developed mechanical tools and the continuing improvement in our process techniques have helped to prevent handling defects. Listening to customer feedback from around the world and utilize this feedback for product development throughout its entire lifecycle is part of Dufu’s culture which we have cultivated in our pursuit to achieve total customer satisfaction. As a result, we build customers confidence in using our products and services where they can be assured of timely delivery with consistent quality.

Customer survey is carried out on yearly basis to assess customer satisfaction. In 2022, we received an overall customer satisfaction score of 93.3% compared to 92.6% in 2021. The survey enables us to track our relationship with customers and allows us to identify areas for ongoing improvement.

Supplier Chain Management

Our sustainability-oriented supply chain management is an integral part of our risk management. We have defined our standards and processes in the Group’s purchasing guideline. We are continually refining and optimizing this to respond to changes in the regulatory environment and new requirements. We aim to identify and evaluate sustainability matters in our value chains as best possible to improve sustainability together with our suppliers. Our expectations of our suppliers are laid down in the global Supplier Code of Conduct. This creates clarity around the standards to be met. We count on reliable supplier relationships and support our suppliers in implementing our requirements.


SUSTAINABILITY STATEMENT (CONT'D)

ECONOMIC (CONT'D)

Supplier Code of Conduct

Dufu's Supplier Code of Conduct ("SCC"), updated on 15 September 2022 outlines our expectations and guidelines with respect to responsible sourcing including our commitments to human rights, the environment, health and safety, business ethics and the development of a diverse and sustainable supply chain. The SCC is aligned with Responsible Business Alliance Code ("RBA"), United Declaration of Human Rights, International Labour Organisation Conventions and the United Nation Global Compact ("UNGC") of which Dufu supports their principles and standards.

The SCC principles are as follows:-

Social	
	<ul style="list-style-type: none"> Freely Chosen Employment Suppliers are prohibited to use forced, bonded (including debt bondage), indentured labour or involuntary prison labour.
	<ul style="list-style-type: none"> Child Labour The minimum admission to employment or work shall not be less than the age of allowed by the local labour law. Additionally, all young workers must be protected from performing any work that is likely to be hazardous or that may be harmful to the worker's health, physical, mental, social, spiritual or moral development.
	<ul style="list-style-type: none"> Working Hours Workweeks set by Suppliers are not to exceed the maximum set by local law. Suppliers must comply with applicable working hours requirement and encourage reasonable working hours including overtime, except in emergency or unusual situations. Overtime is voluntary and employees are paid in accordance with statutory order.
	<ul style="list-style-type: none"> Wages and Benefits Compensation and benefits paid to employees by Suppliers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Suppliers shall not impose wage deduction as a disciplinary measure and also commits to review paid local wages meets living wage.
	<ul style="list-style-type: none"> Humane Treatment Suppliers must treat all its employees with dignity and respect and will not use any threats of violence, sexual exploitation or abuse, verbal or psychological harassment or abuse.
	<ul style="list-style-type: none"> Non-discrimination/ non-harassment Suppliers must ensure a workforce free of harassment and unlawful discrimination such as race, colour, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status in hiring and employment practices such as promotions, rewards, and access to training. Supplier's hiring and remuneration is based on equal opportunities determined with reference to job related factors such as performance, qualifications and experience.
	<ul style="list-style-type: none"> Freedom of Association Suppliers must respect the rights of workers to associate freely, seek representation, and join workers' councils in accordance with local laws. Suppliers are encouraged to adopt open communication and direct engagement with workers to resolve workplace and compensation issues by allowing employees to communicate and share grievances regarding working conditions without fear of reprisal, intimidation, or harassment.

SUSTAINABILITY STATEMENT (CONT'D)

ECONOMIC (CONT'D)

Supplier Code of Conduct (cont'd)

<p>Health & safety</p> 	<ul style="list-style-type: none"> • Occupational Health, Safety and Hazard Prevention Suppliers shall identify, evaluate and manage occupational health and safety hazards. • Occupational Injury and Illness Suppliers have in place procedures and systems to prevent, manage, track and report occupational injury and illness and implement corrective actions to eliminate their causes. • Emergency preparedness All potential emergency situations and events shall be identified and assessed by the Suppliers, and to reduce their impact by implementing emergency plans and response procedures. • Industrial Hygiene Supplier's workers' exposure to chemical, biological and physical agents is to be identified, evaluated and controlled with opportunities to eliminate or reduce the potential hazards • Physically Demanding Work Worker exposure to the hazard of physically demanding tasks shall be identified, evaluated and controlled by Suppliers. • Machine Safeguarding Suppliers shall evaluate production and other machinery for safety hazards. • Sanitation, Food and Housing Supplier shall provide workers with ready access to clean facilities including lavatory, portable water and sanitary food preparation, storage and eating facilities. • Communication Suppliers shall provide workers with appropriate workplace health and safety information and training and workers are encouraged to raise any health and safety concerns without retaliation.
<p>Environment</p> 	<ul style="list-style-type: none"> • Environmental Permits and Reporting All required environmental permits, approvals and registrations are obtained, maintained and kept by Supplier and their operational and strictly adhered to reporting requirements. • Pollution Prevention and Resource Reduction Suppliers to take into consideration the use of resources and generation of waste of all types, including water and energy, are kept to minimum or eliminated at the source or by practices such as thorough monitoring and engineering control in production, maintenance and facility processes; materials substitution; conservation, recycling and re-using materials. • Hazardous Substances Suppliers shall ensure that all hazardous chemicals and other materials harmful to the environment are identified and appropriately managed. • Solid Waste Suppliers shall implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous). • Air Emissions Suppliers shall conduct routine monitoring and ensure air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are characterized, monitored, controlled and treated as required prior to discharge. • Materials Restrictions Suppliers are required to adhere to all applicable laws, regulations and our requirements regarding prohibition or restriction of specific substances in products.

SUSTAINABILITY STATEMENT (CONT'D)

ECONOMIC (CONT'D)

Supplier Code of Conduct (cont'd)

<p>Environment</p> 	<ul style="list-style-type: none"> <p>Water Management</p> <p>Suppliers must implement water management program that documents, characterizes, and monitors water sources, use and discharge; seeks opportunities to conserve water; and controls channels of contamination and document any biodiversity impact. All wastewater is categorised, monitored, controlled, and treated as required prior to discharge or disposal. Suppliers shall conduct routine monitoring of the performance of its wastewater treatment and containment systems to ensure optimal performance and regulatory compliance.</p> <p>Climate Change on Energy Consumption and Greenhouse Gas Emissions</p> <p>Energy consumption and greenhouse gas emissions are tracked and documented its impact while continuing to look for cost-effective methods to improve energy consumption and greenhouse gas emissions.</p>
<p>Ethics</p> 	<ul style="list-style-type: none"> <p>Business Integrity and No Improper Advantage</p> <p>Dufu expects its Suppliers to have the highest standards of integrity are to be upheld in all business interactions. Suppliers shall have a zero-tolerance policy to prohibit any and all forms of bribery, corruption, extortion and embezzlement.</p> <p>Responsible Sourcing of Materials</p> <p>Suppliers shall have a written policy and exercise due diligence on the source and chain of custody of the conflict materials or unsustainable mined minerals sourced in a way consistent with the Organisation for Economic Co-operation and Development (OECD) Guidance for Responsible Supply Chain of Minerals from Conflict-Affected and High-Risk Areas.</p> <p>Disclosure of Information</p> <p>Suppliers must ensure all business records and documents are prepared accurately, reliably, transparently and in a timely manner and is to be disclosed in accordance with applicable regulations and prevailing industry practices.</p> <p>Fair Business, Advertising and Competition</p> <p>Supplier shall uphold standards of fair business, advertising and competition and comply with all applicable antitrust and competition laws.</p> <p>Privacy</p> <p>Suppliers are expected to ensure that all sensitive, confidential and proprietary information is appropriately protected.</p> <p>Protection of Identity and Non-Retaliation</p> <p>Suppliers must have in place grievance mechanisms that are transparent, responsive, anonymous, unbiased and confidential to its workers and other parties across the value chain.</p>

Our SCC is translated into relevant languages and is communicated globally to all our suppliers. The SCC is also available on our company's website at <https://www.dufutechnology.com/supplier-code-of-conduct/>. The intention of this SCC is to increase awareness and improve transparency, economic, environmental and social, corporate governance adherence and integrity of Dufu's supply chain. All our key direct materials suppliers, indirect material suppliers, and contractors had agreed to adhere to our SCC by signing the letter of conformance and its questionnaires. The EHS and Procurement team review the individual questionnaires and evaluate their responses and also conducts risk assessment on potential new suppliers as part of the Group's pre-engagements procedure as well as existing suppliers deemed high risk especially on social and environment matters. The Human Resource Team also provides training to relevant supplier staff on the Group's procurement policy and SCC on yearly basis.

Periodic on-site suppliers' audits by our trained auditors were carried out for the first time in FY2022 of which 4 suppliers were shortlisted for the audit, further testify our supplier standard and alert our teams on potential violations of ethical, social or environmental practices. The Group has not identified or received reports of any potential violations by suppliers on the SCC for the year under review.

The SSC is integrated into the Group's Purchase Order or relevant Supplier Contracts and thus, by the supplier's acceptance of any Purchase Order from Dufu, the supplier acknowledges its acceptance of the SSC and intention to comply with its requirements.

SUSTAINABILITY STATEMENT (CONT'D)

ECONOMIC (CONT'D)

Conflict-Free Minerals Policy & Raw Materials Sourcing

We take appropriate due diligence process to mitigate the risk that any Conflict Minerals in the procurement or processing of supply chain on raw material and products could possibly benefited armed groups in the Democratic Republic of Congo or adjoining countries by continuing to identify suppliers whose supplies contain 3TG for all new product launches and support our customers in implementing their conflict minerals programs. In order to achieve the Conflict Minerals compliance, we have formed a Conflict Minerals Committee consisting of personnel from the Purchasing, Sales & Business Development, Quality and Human Resource. The Committee will review the due diligence progress to identify and provide resources to support the Conflict Minerals legislation requirements. Our suppliers are required to declare and identify the sources of all its material substances contained in the products and make available any documentation that supports the declaration. This is to ensure at all times, the minerals used in our supply chain are conflict-free. Our Conflict-Free Minerals Policy is made available on our company's website at <https://www.dufutechnology.com/conflict-minerals-policy/>.

On top of this, we also mandate our suppliers' raw materials sourcing are RoHS (Restriction of Hazardous Substances) and REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) compliance at all times. RoHS directive restricts the use of certain hazardous substances in electrical and electronic equipment whereas REACH is a regulation adopted to improve the human health and environment from the risks that can be posed by chemicals.

Local Procurement Practices

We drive our business unit's needs for goods and services towards local procurement while taking into consideration the need to establish a secure, reliable and cost-effective supply chain that conforms to the highest standards of quality and delivery. However, there are some exceptions for those goods that are unavailable locally such as certain raw materials and specialised technical equipment and its related spares and accessories. These two aspects are the main reasons why the proportion of spending on non-local purchases are significant to the Group. Nonetheless, the proportion of local purchases have increased from 35% in FY2021 to 42% in FY2022 mainly due to the decreased in the purchase of imported raw materials.

Commitment to quality

Having the latest revision of ISO 9001:2015 certification is a testament that we continue to uphold a consistent quality standard of our products. A comprehensive quality management system framework has been established to ensure customers that quality assurance policies and procedures are in place to address product quality and reliability on regular basis, as well as improving work efficiency.

We enforce stringent quality controls in our entire operations. Our quality practices involve various stages of design, tooling, process and control while adopting well known quality work standardisation techniques such as Poka Yoke, Six Sigma, Design for Manufacturability ("DFM"), Failure Mode Effect Analysis ("FMEA"), Statistical Process Control ("SPC") and etc. Incoming material inspection is conducted to ensure raw materials and components comply with documented standards before mass production whereas in-process quality audit detects abnormalities in our manufacturing process. All our key products characteristics are subject to in-depth process monitoring and quality control checks during different stages of production using delicate measurement tools, metrology and laboratory equipment. Our finished goods quality assessment helps to verify the reliability and compliance of our products, other than ensuring the products meet the required specification and defects-free at the time of delivery. Thereafter, we ensure that every product that we deliver is consistently on-time.



SUSTAINABILITY STATEMENT (CONT'D)

CORPORATE GOVERNANCE

The Board is committed to achieve the desired standards of professionalism and business ethics across the Group's activities. We acknowledge that corporate governance is a form of self-regulation which is part of our sustainability journey aimed at enhancing business propositions taking into considerations various stakeholders' value and expectation. Our company policy and procedures have been constantly updated to ensure our corporate governance structure meets not only the legislative requirement, but on par with the industry best practices. Details of Dufu's corporate governance framework and practices are elaborated in its Corporate Governance Report 2022 which is available on the Company's website and the Corporate Governance Overview Statement contain in this Annual Report.

Board Diversity and Structure

The Board of the Company comprises two Executive Directors and four Independent Non-Executive Directors. Their names and brief biographies can be found in the section "Board of Directors' Profile" of the Annual Report FY2022. The duties and responsibilities of the Board is spelt out in the Board Charter. The Board has established an Audit Committee, a Nomination Committee, an Employee's Share Option Scheme Committee, a Remuneration Committee, a Risk Management and Sustainability Committee, and an Investment Committee with defined terms of reference to assist and support the Board in discharging its governance and other responsibilities.

The Nomination Committee regularly reviews the composition of the Board and Board Committees. The Board comprises a mixture of qualified and experienced directors with diverse experience, background and expertise. The combination of diverse professionals with varies background, experience and expertise in legal, finance and corporate affairs have also enabled the Board to discharge its responsibilities effectively and efficiently. The skillsets and diversity in the race/ethnicity (cultural background), nationality, age and gender of the existing Board members are disclosed in Practise 5.5 of the Corporate Governance Report for FY2022.

Code of Conduct and Ethics and Whistleblowing

The Code of Conduct and Ethics ("CCE") of Dufu states the standards of responsibility and obligations and promotes fair dealing, integrity and ethical conduct in the way we conduct our business. The CCE, which is subject to periodic review, is our way to set the tone and standards in articulating acceptable practices and guide of behaviours expected from Directors, Management and employees that integrates into Dufu's company-wide management practices.

We have established and implemented the policies and procedures on whistleblowing to facilitate the stakeholders of Dufu to report genuine concerns or allegations to a senior or independent member of the management of the Group about alleged unethical behaviour, actual or suspected fraud within the Group, or improper business conduct affecting the Group. By encouraging a whistle blowing culture, we hope to achieve a desirable organisation of transparent structure with effective and clear communication.

The Group's CCE and Whistleblowing policies were last updated by the Board on 25 February 2022.

Anti-Corruption and Bribery Policy

Our Anti-Corruption and Bribery Policy ("ABC Policy") outlines the Group's commitment to conduct business ethically as well as complying with all applicable laws, including the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018) ("MACC Act") and any of its amendments made by the relevant authority from time to time. The ABC Policy provides policy guidance to Directors, employees and business associates the way to recognise and deal with any act of corruption and bribery that may arise in the course of daily business and operation activities within the Group.

The ABC Policy was approved by the Board on 1 June 2020 and updated on 1 November 2022 covers salient areas pertaining to potential corruption and bribery risks such as gifts, entertainment, hospitality, facilitation payments, kickbacks and charitable contributions and sponsorships. The ABC Policy necessitates strict adherence by all parties across the Group's supply chain. We strictly prohibit any of our Directors, employees and business associates from taking part in any form of corruption, bribery, extortion, embezzlement or any kind of money laundering activities. The Group's anti-corruption programme is based on the basis of five 'TRUST' principles as follows:-

- a) Principle I: Top Level Commitment;
- b) Principal II: Risk Management Assessment;
- c) Principal III: Undertake Control Measures;
- d) Principal IV: Systematic Review, Monitoring and Enforcement; and
- e) Principal V: Training and Communication.

On top of this, the Group's Charitable and Sponsorship Policy which was approved by the Board on 1 June 2020 and updated on 1 November 2022 provides comprehensive guidelines and parameters to aid in responding to the many requests for charitable donations, event sponsorships and in-kind requests received by the Group and the relevant approving authority required. We neither make charitable donations or contributions to political parties nor reimburse for personal political contributions by employees and associated third parties.

SUSTAINABILITY STATEMENT (CONT'D)

CORPORATE GOVERNANCE (CONT'D)

Anti-Corruption and Bribery Policy (cont'd)

Dufu adopts a zero-tolerance approach to bribery and corruption in all its forms. This is set-forth by the Group’s Executive Chairman and is published on our corporate website at <https://www.dufutechnology.com/chairmans-message-on-dufus-anti-bribery-and-corruption-policy/>.

A comprehensive Risk Management assessment led by the Group CEO to identify the nature and extent of internal and external risks including exposure to risks associated with jurisdictional, transaction and business involving customers, vendors ie suppliers; contractors; agents, employees, products and transactions has been incorporated into the Group’s risk register in May 2020. Seven (7) risk areas were identified which includes contractors and suppliers, political contribution, charitable contribution and sponsorship, facilitation payment, significant investment, promotional gifts and hospitality and customers. Their respective risk profiles and risk response strategy action plan is reviewed and updated by RMSWG and reported to the RMSC on yearly basis. The risk on “significant investment” is considered to be high and thus, the Group has imposed stringent plan in place such as ROI on Assets Justification Form, approval by Investment Committee and due diligence by third party where applicable. Any new potential supplier is required to undergo a stringent due diligence process on their disclosure of Anti-Corruption Practices questionnaires, SCC and to provide letter of undertaking to comply with Dufu’s policies related to ABC Policy, Sponsorship & Charitable Contribution Policy and Code of Business Conduct. The Group’s ABC Policy has been adequately communicated to all Directors, employees and associated third parties through various communication channels and is published on our corporate website at <https://www.dufutechnology.com/anti-bribery-corruption-policy/>.

The adoption of anti-corruption and bribery culture in business operations, and familiarisation with the ABC Policy, Charitable and Sponsorship Policy and Whistleblowing Policy and Procedures were facilitated through various training sessions conducted to Directors, senior management and employees. Training is included in the induction of new employees. A refresher course is also conducted yearly for exempt employees. All persons including Directors, employees, customers, suppliers and other stakeholders are expected to promptly report, via the established whistleblowing channels provided for in the Whistleblowing Policy and Procedures, any suspicious transactions that may indicate acts of corruption, bribery or money laundering.

In FY2021 to FY2022:



There were no corruption-related cases reported;



No incidents of confirmed corruption;



No staff was disciplined or dismissed due to non-compliance with ABC policy;



No fines imposed in relation to corruption, bribery, anti-competitive business practices;



Zero political contributions made; and



Zero facilitation payments made.

Risk Management

Dufu has implemented an organisational structure with formal and clearly defined lines of responsibility and delegation of authority for risk management. To ensure the effectiveness of risk management, there are three distinctive but complementary roles for implementing the risk management policies and objectives of the Group, and monitoring the risk management process. First and foremost, the Enterprise Risk Management (“ERM”) is practised at Dufu where the Group’s RMSWG led by the Group Chief Executive Officer and supported by various Department Heads is responsible to perform periodic review, assessment and update of the Risk Register during the RMSWG meetings and their findings will also be reported to the RMSC.

Secondly, the Group also has its own Internal Control Department where the role of this department monitors the Group’s operational performance and safeguarding of assets covering areas such as labour efficiency, scrap, machine performance, fixed assets, material yield usage, stocks and tool management.

Finally, the Company outsourced its internal audit function to Eco Asia Advisory Sdn Bhd (“Eco Asia”), an independent professional firm as an internal auditor to provide independent assurance to the Audit Committee that the Group’s risk management, governance and internal control processes are operating effectively. For further information on Risk Management, please refer to the section in Statement of Risk Management and Internal Control of the Annual Report FY2022.

SUSTAINABILITY STATEMENT (CONT'D)

CORPORATE GOVERNANCE (CONT'D)

Data Privacy and Security

Dufu is committed to uphold data privacy fundamentals which entail the proper use and handling of data with sensitive information. This typically includes personal or financial data about an individual or organization. We are also tactful in managing data security which is the process of protecting data from being viewed, altered, or stolen by unauthorized users. These are important aspects to build trust and accountability with customers, business partners and employees who expect their data to be private. Our key internal controls to protect data privacy are as follows:-

- Protect our technology resources and assets with encryption, firewalls and antivirus or anti-malware software;
- Use appropriate physical and organisational security measures to protect personal data;
- Require all employees to comply with Dufu's Code of Business Conduct and Ethics;
- Provide training and awareness programmes; and
- Sign Non-Disclosure Agreements with customers, suppliers and contractors.

We have continued to upgrade our servers and backup system for data safekeeping and also installed a new comprehensive sets of anti-virus solution as part of our data security measures. As a result of our ongoing endeavours, there were no breaches or incidents reported in FY2022.

Investor Relation

As part of our effort to enhance Dufu's corporate governance, we are committed to provide accurate information and disclosures in transparent and timely manner to all our shareholders. We continued to work on the timely delivery of the Annual Report and Quarterly Financial Results in 2022.

The release of Dufu's Annual Report and Quarterly Financial Results are as follows:-

Financial Results	Date of Issue/ Release	No. of Days after end of Year/ Quarter	Bursa Securities Deadline for the Issue/ Release
Annual Report			
2021	28 March 2022	87	30 April 2022
2020	30 March 2021	89	31 May 2021*
2019	6 April 2020	96	30 June 2020*
2018	29 March 2019	88	30 April 2019
Quarterly Results			
2022			
1 st Quarter	28 April 2022	28	31 May 2022
2 nd Quarter	2 August 2022	33	31 August 2022
3 rd Quarter	1 November 2021	32	30 November 2022
4 th Quarter	23 February 2023	54	28 February 2023
2021			
1 st Quarter	4 May 2021	34	30 June 2021*
2 nd Quarter	3 August 2021	34	30 September 2021*
3 rd Quarter	2 November 2021	33	30 November 2021
4 th Quarter	25 February 2022	56	28 February 2022

* Extension of time given by Bursa Malaysia Securities Berhad in light of Covid-19 pandemic

SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES

Dufu aims to provide a supportive, pleasant and healthy workplace for employee, and to foster a caring community in its working environment. We care for our employees and recognise that having good work relationships and a motivated workforce are crucial to our success. They are our partners in delivering and maintaining products and services of the highest quality standards to our customers. We acknowledge our people are the foundation of our business. As such, we support life-long learning and development of our people via yearly training and development programmes. We also place importance on the safety and well-being of employees, and we are committed to providing and maintaining a safe and healthy work environment.

Respect of Labour and Human Rights

Dufu is committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community with Responsible Business Alliance ("RBA") and Occupational Health and Safety Management Systems ("ISO 45001:2018") as the recognised standards adopted, complied, and used as reference. Dufu also conforms to International Human Rights and Labor Standards (including the International Labor Organization (ILO) core labor conventions such as ILO Labor Conventions No. 29, 87, 98, 100, 105, 111, 138 and 182. This applies to all workers including temporary, migrant, student, contract, direct employees, and any other type of worker including suppliers, agents and subcontractors acting on our behalf. Our written policy is aimed to:-

- 1) Attain the highest standard of employment practice in compliance with the enacted laws
- 2) Uphold the culture and principles of equal opportunities in employment
- 3) Create a working environment where every member of our team is treated fairly and without fear of reprisal, intimidation or harassment.



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Respect of Labour and Human Rights (cont'd)

Freely Chosen Employment

We do not use forced, bonded (including debt bondage), indentured or involuntary prison labour. Neither, do we exploit persons working for us by means of slavery or trafficking by means of threat, coercion or fraud. At Dufu, our terms of employment are voluntary and workers are free to leave anytime or terminate their employment upon reasonable notice under the terms of their labour contracts. We only hire foreign workers with legal work permits and we do not keep their passports unless such holdings are required by law. The foreign workers are provided with accommodation with free accessibility that comply with the Workers' Minimum Standards of Housing, Accommodations and Amenities Act 1990 (Act 446). Dufu adopts no-recruitment fees policy where foreign workers shall not be required to pay any agency recruitment fees for their employment.



Young Workers

Child labour is not to be used in any stage of business processes as we strictly adhere to the various restrictions on the employment of child labour imposed by both the local and international regulations. Dufu does not support child labour and it is our practice to recruit workers above age of 18 years old. Reliable proof of age, such as birth certificate, school certificate, identification card, passport, etc. is required when hiring, and a copy of the relevant documents is retained in the Employee's personal file. Any applicant who comes for an interview is required to present their identification card or passport for age verification. An underage job applicant shall not be entertained.



Working Hours

Work weeks are not to exceed the maximum set by local law. We encourage reasonable working hours including overtime, except in emergency or unusual situations. However, overtime is voluntary and employees are paid in accordance with statutory order. We provide at least one day off after six consecutive days of work to all our employees. Any workers with excessive work days are highlighted in the monthly Management KPI meeting and explanation is required from the respective Department Head to justify and rectify the causal factor.



Wages and Benefits

Compensation and benefits paid to employees shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. We do not impose wage deduction as a disciplinary measure.



Humane Treatment

Across our organisation, we have embedded a culture of no harsh and inhumane treatment including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers; nor is there to be the threat of any such treatment. We have put in place clearly defined disciplinary policies and procedures in support of these requirements with multiple communication channels broadcast to all level of employees to ensure effective implementation throughout the Group.



Non-Discrimination

Dufu embrace a workforce free of harassment and unlawful discrimination such as race, colour, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, nationality, union membership or marital status in hiring and employment practices such as promotions, rewards, and access to training. Hiring and remuneration is determined with reference to job related factors such as performance, qualifications and experience. In addition, employees are not subjected to medical tests that could be used in a discriminatory way. We accommodate workers religious practices disregarding their race and religion as we understand and respect each individual's faith by taking extra steps to provide space, time, and flexibility to allow employees to meet their religious obligations.



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Respect of Labour and Human Rights (cont'd)

Freedom of Association

We respect the rights of workers to associate freely, seek representation, and join workers’ councils in accordance with local laws. We adopt open communication and direct engagement between workers and Management as we believe they are the most effective ways to resolve workplace and compensation issues. Our doors are always open for employees to communicate and share grievances with Management regarding working conditions and Management practices without fear of reprisal, intimidation or harassment.

Safe and Secure Workplace

We are dedicated to maintaining a safe and productive workplace by minimizing the incidence of occupational injury and illness through occupational safety and emergency preparedness.

Intern Program

We provide internship opportunities to college/ polytechnic/ university students. This program provides interns an opportunity to undergo supervised practical development and gain real-world experiential learning that compliments their education. This is part of our initiative to provide graduate placements and to reduce youth unemployment. Nevertheless, Dufu does not hire student workers other than those that meet the criteria for the intern program.

Privacy/Data Protection

We respect the confidentiality of our employees’ personal information and treat all personal data with integrity.

Community Rights

We recognise and respect the legal and customary rights of local communities and indigenous people, as well as the need to protect the basic human rights of marginalised groups, including refugees and persons of different abilities. We treat and assess fairly the employment of under-privileged groups, including those from deprived backgrounds, having poor social status and with no formal education and qualification.

Children Rights

We respect children’s rights and seek to uphold, preserve and promote them wherever possible. Dufu aims to support children’s access to education and information by working and collaborating with relevant organisations to respect and support children’s rights in a manner which is consistent with the role of business and reflects the Company’s core values.

The Human Resource Department is responsible for the day-to-day activities to ensure that the principles of the Company’s Human Rights Policy are applied accordingly. The RMSWG with the assistance of EHS Manager shall ensure adequate resources has been allocated. The RMSWG shall review the adequacy of this Policy on a regular basis and may from time to time recommend the proposed changes to the Board as it deems appropriate to reflect best practices and new legal or regulatory requirements.

The Human Resource Department is required to proactively assess the Company’s human rights impacts on an ongoing basis as part of its core business processes. Such assessment is part of the Group’s continual improvement which is driven by evaluating the impact of the business and its set of targets. The current standard operating actions plan are in place to avoid, prevent and mitigate human rights issues. Suppliers are required to do the same and must at least adhere to our Principles on Labour Practices and Human Rights.

Our labour standards and human rights policy is summarised in the Code of Conduct and Ethics. On global basis, all our employees and business partners review and receive an annual awareness briefings on this Code as part of their training on Human Rights Policy. The Human Rights Policy is available in English and other multiple languages deemed appropriate. A copy is available at the Company’s corporate website at <https://www.dufutechnology.com/labour-standards-human-rights-policy/>.



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Employee Gender and Diversity

At Dufu, opportunities for career progression are based on meritocracy. Employees who are deserving should be promoted because they are good at what they do, regardless of their tenure, gender, race, national origin, disability or religion, and promotions cannot be merely about seniority or superiority.

We treat all our employees equally with regards to these qualities. Dufu pledged to evaluate its workforce on an ongoing basis to ensure that women and men employee irrespective of their marital status are paid equally for equal work. Equal treatment applies to all aspects of employment, including hiring and promoting employees as long as they are capable of delivering results. A diverse and inclusive culture is cultivated across the Group to ensure every employee is supported, accepted, respected and safe at work. We have zero tolerance behaviour for discrimination, workplace bullying and harassment and are committed to creating a respectful workplace for everyone in the Company.

Any Dufu employee who suspects violations of the Group's Labour and Human Rights Policy is expected to speak up and raise the issue to their Departmental manager or Human Resources. If the offense is more serious, the employee or any external stakeholder may raise their concern via whistleblower protection policy. At Dufu, we do not accept any form of retaliation against someone who speaks up, expressing concerns or opinions in line with Dufu's Non-Retaliation Policy. Dufu is committed to guarantee confidentiality of the internal or external stakeholders and to remedy affected parties where it has been identified that it has caused or contributed to human rights impacts. All Dufu's managers and Human Resource Personnel are trained to handle reports or instances of bullying or harassment.

Number of cases

As at end of Financial Year	FY2022	FY2021	FY2020
Full-time employees identify as differently abled Employee	4	4	4
Discrimination and harassment incidents reported	-	-	-
Grievance-relation incidents reported	4	3	2
Child labour incidents	-	-	-
Forced or compulsory labour incidents	-	-	-
Percentage of global staff with a disability	0.46	0.44	0.38
Incidents of human rights violation	-	-	-
Incident responses arising from human rights violation	-	-	-

In FY2022, a total of 4- grievance-related incidents were reported and resolved. Details were as follows:

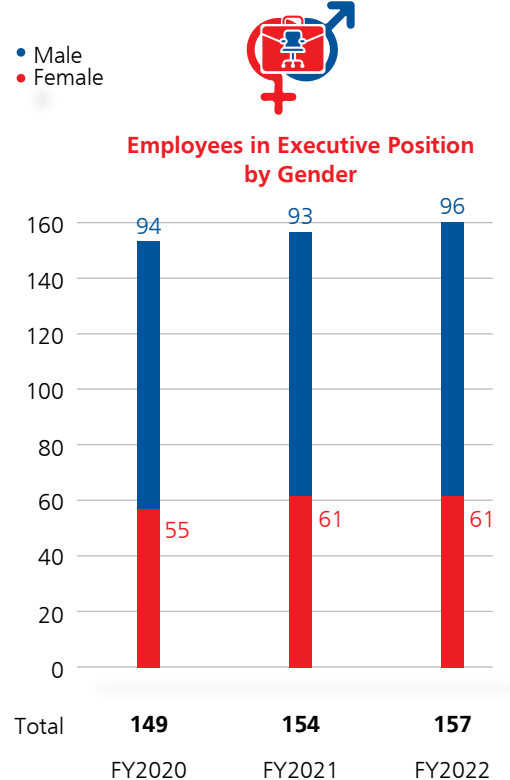
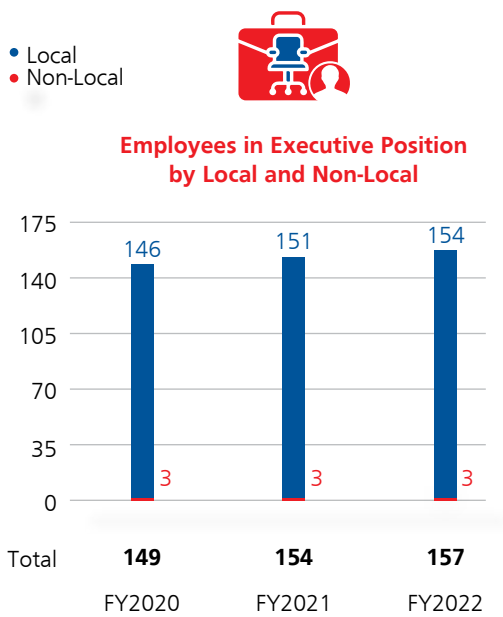
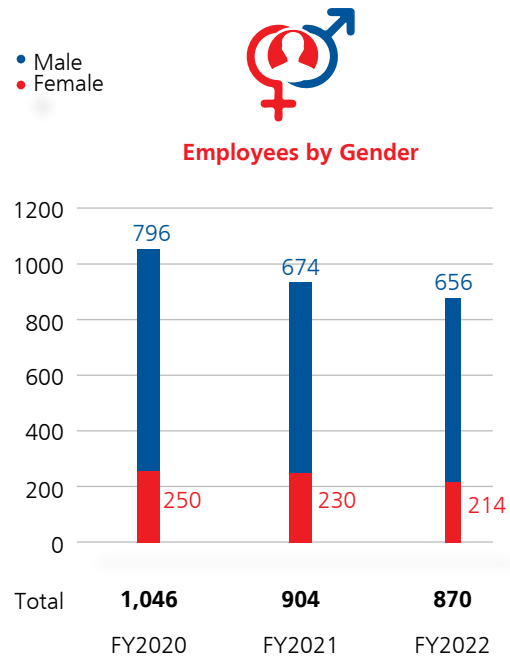
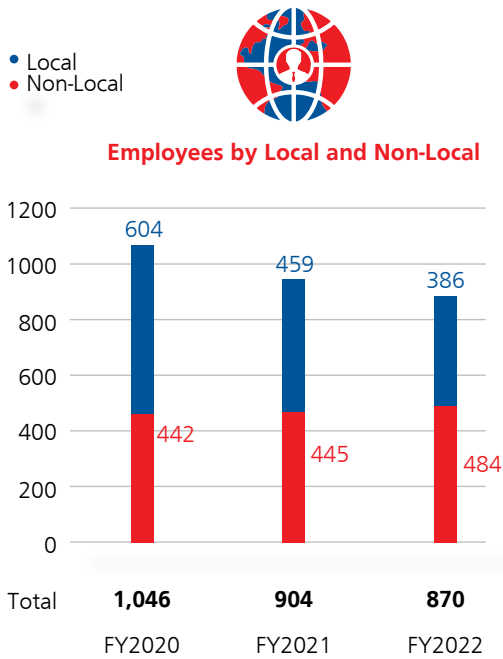
No.	Incidents	Actions Taken	Status
1	One of the production male washrooms was not cleaned properly.	A new SOPs has been established to ensure the toilets are well maintained at all times.	Closed
2	Poor condition of company bus which resulted in frequent breakdowns that caused employees to return home late.	A new bus provider was engaged to provide buses with good condition.	Closed
3	The food served in the canteen was not tasty with limited variety.	A new caterer has been appointed by the canteen committee following the results of employee company-wide survey.	Closed
4	Unattended broken door knob occurred at the outsourced hostel.	A complaint was lodged to the hostel management and the set- back has been rectified.	Closed

SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Employee Profile

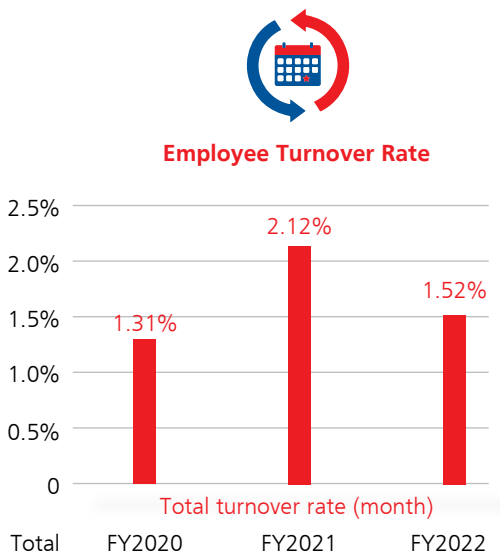
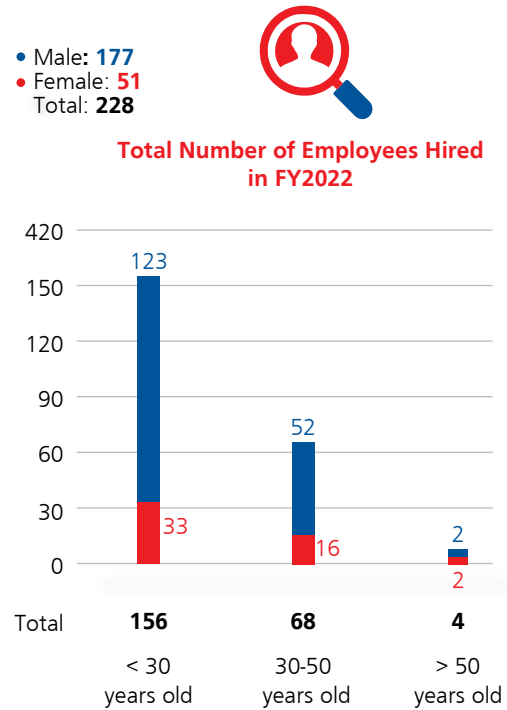
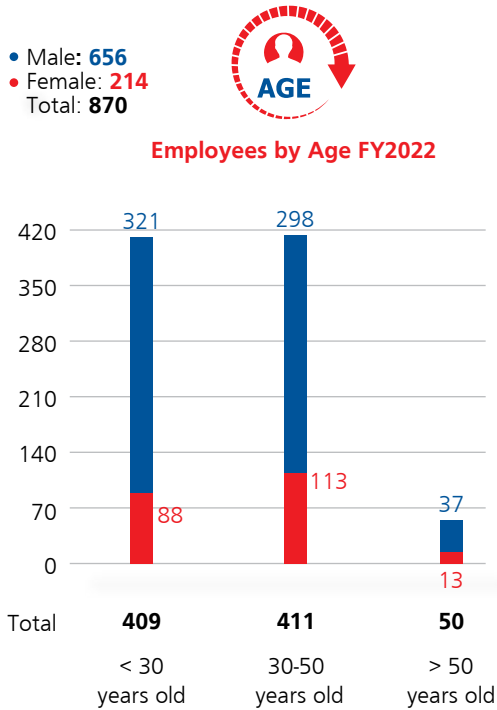
At the end of 2022, our workforce included 389 permanent staff and 481 contract employees, all of whom work on a full-time basis:-



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Employee Profile (cont'd)



Note: *Includes maternity leave and paternity leave

SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Employee Development and Talent Management

Dufu’s human capital is developed and strengthened through its people investment. Continuous training and professional development programmes have helped to uplift the hard and soft skills of employees, positioning them in good stead to alleviate the performance on standard quality to enable us to stay on the forefront of the everchanging needs from our customers.

Newly recruited employee will undergo orientation program so that they will feel welcome and understand the culture and background of the organisation. They will also be exposed to on-job structured training programs tailored to their respective roles. On a yearly basis, Department Heads are required to review the training needs of their staff, evaluate the content and result of training courses and develop training programmes not limited to meeting Dufu’s business needs, but also to enhance individuals’ knowledge and skills.

The type of training and development programmes conducted in Dufu are summarised as follows:-

Training and Development Programmes	Description
Orientation	Orientation is conducted by Human Resource Department on monthly basis and it’s our way of introducing new employees to their responsibilities, co-workers and workplace. Areas of coverage include organisation overview, labour practices and human rights, compensation, benefits, attendance and leave, systems and applications and the various policies in place. Orientation for managerial level and above is conducted one-on-one on the first day at work.
On-job training	This is more of an informal training prepared by respective department leaders to help employees gain hands-on knowledge at workplace and allows them to learn while integrating into their everyday work environment.
Technical skills development training	Technical skills refer to the knowledge and expertise needed to accomplish complex actions, tasks and processes relating to Dufu’s employees in their day-to-day respective field of work. The Human Resource will usually arrange for such trainings after obtaining feedback from various departmental needs. The training may be software related such as Microsoft Office or Engineering programs such as SPC, Project Management, update on tax or accounting standards and etc which is essential to equip our employees with specific knowledge and competence to perform their daily task.
Soft skills development training	Soft skills include people skills, social skills, character trait and interpersonal skills are conducted periodically to ensure Dufu’s employees will be able to communicate more effectively, develop stronger leadership, improve problem solving and enhance critical thinking. Such trainings are usually targeted at our executive staff.
Mandatory training	Relates to training required either by the Authorities or Certification bodies. For example, the current regulations on safety at work provide that the employer ensure every worker the opportunity to receive sufficient and adequate training on health and safety.

SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Employee Development and Talent Management (cont'd)

Our training and development programmes consist of both internal and external which has their own distinctive merits. The internal training uses real-life examples, problems and challenges that participants encounter every day at work. It is often shorter in duration and thus creates more focus and is presented in terminology that participants understand and can relate to. We organised a total of 68 in-house training programmes equivalent to 5,634 training hours in FY2022. The internal trainings were focused in the following areas:-

Areas of Internal Training Investment			
	FY2022	FY2021	FY2020
	No. of Training	No. of Training	No. of Training
Environmental, Health and Safety	16	15	8
Communication	6	-	-
Quality	36	24	41
Machinery	10	14	2
Total No. of Internal Training	68	53	51

External training programmes were organised for employees of all job levels to allow them to hone skills necessary for their career advancement and personal development. We have invested a total of 5,698 external training hours and registered 6.5 average hours of external training per employee in FY2022. Some of the notable external training and development courses made available in-house for our employees in FY2022 were as follows:

- Overview & Latest Update Automotive Core Tool Linkage
- Self-motivation & Work Attitude Change
- Microsoft Excel 2010 (Advanced)
- Business Report Writing and English Communication Skills
- Logout Tagout (LOTO)
- Hazard Identification, Risk Assessment and Risk Control (HIRARC)
- Understanding Social Compliance Requirement

The focus area of external training that our employees participated were as follows:

Areas of External Training Investment			
	FY2022	FY2021	FY2020
	No. of Hours	No. of Hours	No. of Hours
Administrative Skills	426	72	72
Engineering and Maintenance	48	-	8
Industrial Safety and Environmental Management	3,416	351	2,376
Information Technology	784	-	200
Management and Performance Development	368	824	608
Quality System and Productivity Improvement	656	2,056	184
Total	5,698	3,303	3,448



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Employee Compensation and Benefits

The Company provides benefits to recognise and appreciate employees’ contribution and commitment. Dufu pays wages and salaries that are determined by local relevant competitive market data and also adhere to legal minimum wages at all times. As a result, Dufu pays basic starting salary higher than the current statutory minimum wages.

On top of that, all the full-time employees are entitled to medical benefits, insurance coverage for personal accident and group hospitalization and surgical scheme, festive gifts, uniform and personal protective equipment, annual and special leaves such as hospitalisation, compassionate, maternity, paternity and others. Dufu observed 14 public holidays in FY2022, and pays employee bonus based on company performance and profitability. Eligible employees were offered ESOS and cash incentives which are tied to the Group’s profitability. Dufu’s in-house facilities include hostel for operators, lockers, prayer rooms, automated teller machine, car parking space, transport services and canteen. We also provide employees with special needs such as dedicated mother’s nursing room and sickbay for sick employees.

Employee Welfare and Wellbeing

The welfare and wellbeing of Dufu’s employees are our primary concern, which starts with being a fair and responsible employer. Our focus explicitly on providing the welfare facilities to the employees as it results in their satisfaction towards the organisation and improve quality of work life. Dufu has various mechanisms to support the welfare and wellbeing of its employees. The Company’s approach is holistic, incorporating both development and support on a wide range of aspects.

Healthier work-life practices

We aim to create a healthy workplace that encourage employees to stay well. Simple, fun, and effective programs help them deal with challenges that affect their ability to be focused and productive. In order to foster a healthier work-life balance in Dufu, we have rolled out various activities for our employees to participate, release stress and develop positive relationship amongst colleagues. The activities held were as follows:-

- (Bi)weekly indoor interactive classes such as toastmaster at our plant and outdoor sporting events such as badminton
- Yearly in-house sports tournament such as bowling, soccer, futsal and badminton tournament
- Health screening at workplace
- Wellness programme where free medical check-up for employees aged 40 and above
- Congratulatory vouchers for the newly-wed, hampers or gift vouchers for new born babies and condolence money for immediate family deaths
- Light meals and takeaway are provided by Management to employees during labour day and Muslim workers during the Ramadan month
- An email blast to inform and congratulate employees of their new-born; and
- Greeting card and gifts for employee who falls within the stipulated birthday month



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Healthier work-life practices (cont'd)

Employer Sponsorship Programme

Dufu has also developed its "Employer Sponsorship Programme". This programme allows Dufu to work along with outstanding employees in grooming them for senior management positions within the organisation. For us, it is a chance to support continuous higher education for talented employees while encouraging them to stay and grow with the company. Developing high-potential employees pays off in retention, innovation and succession planning. Our willingness to sponsor our employee demonstrates our faith in the employee's future and in return the employees put what they learn to best use at the workplace.

Employee Engagement

We firmly believe that having a highly engaged workforce is one of the most important contributors to the Group's success. Employee Satisfaction Survey was carried out in 2022 with four (4) important aspects of working life which we regard as important drivers of employee engagement. They are employee relations, working environment, accommodation, and employee's facility. The response rate from employees was 78% and generally, the employees were satisfied with the questions raised in the survey with a satisfaction score of 90%. During the year, we have also carried out a separate canteen satisfaction survey. We have made some improvements based on the two (2) surveys which we have carried out in 2022. Amongst them are review on the salary package and benefits to keep track with the latest trend in the market, engaged a new bus company that provides a fully air-conditioned bus, improvised the air filtration system in specific sensitive areas and engaged a new canteen operator to improve the quality of the food served in the factory.



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Occupational Health and Safety (“OHS”) Policy and Management

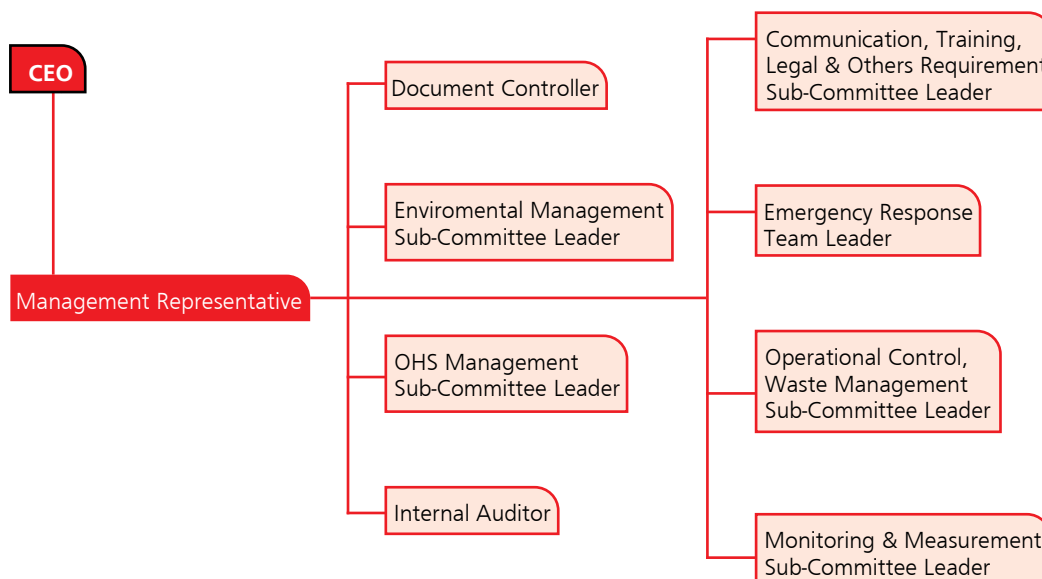
Dufu is committed to adhere to its health and safety principles to minimize the incidence of occupational injury and illness through safety and emergency preparedness. Also, to ensure industrial hygiene, physically demanding work, machine safeguarding and workers are to be ready accessed to appropriate sanitation, food and living conditions. Reasonable steps are taken to remove pregnant women/ nursing mothers from working condition with high hazards and practical break time and accommodations are provided to nursing mothers for managing lactation responsibilities at work. Our commitment shall also apply to contractors and suppliers.

We invest in the health, safety, and wellness of our employees and our system and processes are modelled on the internationally recognized ISO 45001:2018 Occupational Health and Safety Management System Requirements. Through this process, we have and continual to improve our methods for identifying hazards, assessing risk, and applying risk controls consistently across our operations in order to safeguard OHS related to our employees. The Company complies with the Occupational Safety & Health Act, 1994 (“OSHA”) for workplace safety and health requirements and maintain occupational safety and health standards that equal or exceed the best practices. All our manufacturing sites is certified with ISO45001:2018 standards.

We are fully committed to the prevention of workplace accident and ill health in related operational activities through continual improvement of Plan-Do-Check-Act (“PDCA”) cycle in the Group’s OHS Management System through:

- Compliance with relevant Malaysian OHS Legal and other requirements;
- Recognized the hazards and minimizing the associated risks in order to protect employees;
- Ensuring suitability and effective implementation of the OHS management programs through periodic Management Review of the policy, objectives and targets;
- Communication to all employees and ensuring adequacy in OHS awareness, skill, knowledge, competency and compliances obligations;
- Communicating and promoting awareness to our customers, suppliers and interested parties, and make the policy available to the public upon request; and
- Recognizes the worker’s duty including the management to consult, participate and support the Group’s overall OHS management programs and encourages them to provide suggestions for improvement.

At Dufu, we have a Safety, Health & Environmental Management System (“SHEMS”) Committee to safeguard, manage, discuss and report areas related to Dufu’s health, safety and environment (“HSE”) performance. The structure of the SHEMS Committee is as follows:-



SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Occupational Health and Safety ("OHS") Policy and Management (cont'd)

For an OHS to be effective, it is essential that management at all levels demonstrate their support of the safety and health program which is accomplished by their participation in safety and health leadership training, committee composition, meetings, inspection tours, and incident investigations. Some of the SHEMS related activities in FY2022 are as follows:-

- Identification of chemicals hazardous to health by conducting Chemical Health Risk Assessment ("CHRA");
- Conducting health surveillance and audiometric test recommended in CHRA;
- Conduct Hazard Identification, Risk Assessment and Risk Control ("HIRARC") on yearly basis and ensure remedy action is taken;
- Equip employees with free access of Personal Protective Equipment ("PPE") and provide training to ensure they use it correctly;
- Investigate occupational accidents and disease to determine the root cause and ensure preventive and corrective actions are implemented to mitigate similar accidents from occurring;
- Raise awareness on chemical management and handling to all employees;
- Regular monitoring of employee exposure to indoor pollution levels related to noise, hazards and air pollution in factories, even in areas that may appear to be innocuous;
- Maintain and inspect firefighting system and equipment as per schedule to ensure they are in good working order;
- Provide information, instructions and training on the safety and health hazards of the workplace and the controls of those hazards;
- Conduct of in-house internal workplace safety inspection on quarterly basis; and
- Track OHS performance in order to assess its related risks and recommend actions for necessary improvements and compliance with relevant regulations.

About 70 people are part of Dufu's Emergency Response Team ("ERT"), ready to respond in emergency situations. They are trained to administer first aid, help in fire and evacuation drills, chemical spillage and provide other assistance. Fire drill is conducted once a year with the presence of external resources such as fire and public service department.

Incident Reporting and Investigation

Formal programmes are in place to ensure Dufu's OHS management system is effective to minimise occupational injuries and illness. All our employees and contractors are informed of the incident reporting platform. In the unfortunate event of an incident occurring at our site, all employees and contractors have a duty to ensure the incident is investigated and in certain circumstances depending on its severity and type of hazard, reported to the Regulator. Our incident reporting and investigation process is not merely meant to meet legislative obligations but to provide us with the tools to gather and analyse information and facts relating to the incident. This will then enable the Investigation Team to identify the "contributing factors" that lead up to the incident and finally to identify controls to prevent the incident from reoccurring. The number of major and minor incidents reported in the Group's manufacturing sites are as follows:

Type of incidents	FY2022	FY2021	FY 2020
1. Minor incident	2	1	4
2. Major incident	2	2	0

Note: Major incident is defined as an injury with a Lost Time Injury ("LTI") of more than 4 days.

SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

Incident Reporting and Investigation (cont'd)

The workplace injuries reported in FY2022 are summarised as follows:-

Severity Injury	Root cause	Corrective/ Preventive Action
Hip sprains and strains (minor)	Sprains and strains on hip caused by accident due to falls from slippery surfaces resulted from overflowing water cooler.	a) A curb wall with a drainage passage was constructed to mitigate the risk on overflowing from water cooler b) A poster was displayed to provide simple steps for using water cooler safely.
Fingers injury (minor)	Minor cuts on fingers coming in contact with the moving objects from one of the Auto Lathe machines.	a) Enforcing a revised SOPs for workers before they are allowed to handle the machine. b) Conduct yearly refresher training.
Hand injury (major)	Hand struck by stationary tool during CNC machine set-up	a) Enforcing the use of allen key extension tool for similar machinery set-up. b) Enforcing the use of thicker cloths to cover the tools' sharp edges.
Finger injury (major)	Open wound to the left ring finger struck by the rotating wheel of a grinding machine (Sheet Metal)	a) Enhanced the safety control measures as part of the Work Instruction. b) Training was provided to the related employees based on the updated Work Instruction and HIRARC.

Overall, the OSH team has made significant progress to comprehend the safety and health of Dufu's employees. The total severity rate has increased to 30.79 in FY2022 due to a major occupational accident which require the employee to take 45 days medical leave as above highlighted. Other than that, both the incident and frequency rate have reduced in FY2022 compared to FY2021. On top of this, some notable achievements summarized as follows:-

- Zero Fatality cases was recorded in 3 years leading to FY2022
- No Occupational Illness was recorded from FY2020 to FY2022.

Dufu Health and Safety key data are as follows:-

	2022		2021		2020	
	Occupational Accident cases	Occupational, Poisoning and Disease cases	Occupational Accident cases	Occupational, Poisoning and Disease cases	Occupational Accident cases	Occupational, Poisoning and Disease cases
Fatality Rate *	-	-	-	-	-	-
Incident Rate *	4.25	-	5.33	-	4.04	-
Frequency Rate **	2.12	-	2.67	-	2.02	-
Severity Rate **	30.79	-	10.13	-	13.63	-

* Fatality and Incident Rate are based on 1,000 employees. Calculation is based on average number of monthly employees.

** Frequency and Severity rate are based on 500 employee / 8hr / 5 days / 50 weeks
Frequency rate is the no. of lost time injuries / illnesses per 1,000,000 exposure hours worked for a year
Severity rate is lost time injuries per 1,000,000 hours work
Note: 1 death = 6,000 lost days

SUSTAINABILITY STATEMENT (CONT'D)

LABOUR PRACTICES (CONT'D)

OHS awareness and training

Throughout the Group, training and safety-related programmes are continuously carried out to establish and embed a culture of safety among our employees. Our goal is to increase awareness on OHS matters with our training sessions covering various topics including, among others, chemical handling, usage of PPE, Disaster Recovery Plan, fire safety awareness, contractor safety management, machinery hazards, Lockout Tagout (“LOTO”), noise hearing conservation, ergonomics in the workplace, hot work hazard, first aid administration and stacker safety driving. Safety training and preventive measure are provided for workers with potential exposure to various safety hazards namely moving parts, sharp edges, chemical mishandling, amongst others.



SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENT AND MANAGING CLIMATE CHANGE

As an environmentally conscious company, Dufu is committed to protecting the environment and mitigating the impacts of climate change. The major environmental impacts from Dufu’s operations relate to energy and water consumption and waste production and logistics. The Group has incorporated the 3Rs (Reduce, Reuse, and Recycle) principle into its manufacturing process, and established energy and resources management system to better utilise the resources in its manufacturing process, aiming to reduce the energy and water consumption, minimise the waste production and improve the reuse rate of resources. In so doing, we have proactively engaged with key external and internal stakeholders to identify their environmental concerns and means for improvements of the environmental impact over time.

These commitments are also embedded in with our guiding principles, set forth in our Environmental Management System, registered to ISO 14001. The adoption of this standard underlies our commitment to safeguarding the environment which can be seen from our effort in obtaining the environment permit, pollution prevention and resource reduction of hazardous substances, waste water, air emission and to adhere to product content restrictions, storm water management and minimise the energy consumption and greenhouse gas emissions.

The Group strives to conduct its business operations to combat impacts of climate change according to pragmatic principles and sustainable practices comprising 8 main aspects:-

 <p>Environmental Permits and Reporting</p> <p>All required environmental permits (e.g. discharge monitoring), approvals and registrations are obtained, maintained and kept current and their operational and reporting requirements are strictly being adhered to.</p>	 <p>Pollution Prevention and Resource Reduction</p> <p>The use of resources and generation of waste of all types, including water and energy, are kept to minimum or eliminated at the source or by practices such as thorough monitoring and engineering control in production, maintenance and facility processes; materials substitution; conservation, recycling and re-using materials.</p>	 <p>Hazardous Substances</p> <p>All hazardous chemicals and other materials harmful to the environment are identified and appropriately managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.</p>
 <p>Solid Waste</p> <p>Implementation a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous).</p>	 <p>Air Emissions</p> <p>Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are characterized, monitored, controlled and treated as required prior to discharge. Dufu routinely monitors the performance of its air emission control systems.</p>	 <p>Materials Restrictions</p> <p>Adherence to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labelling for recycling and disposal.</p>
 <p>Water Management</p> <p>Implementation of water management program that documents, characterizes, and monitors water sources, use and discharge; seeks opportunities to conserve water; and controls channels of contamination. All wastewater is categorised, monitored, controlled, and treated as required prior to discharge or disposal. Routine monitoring of the performance of its wastewater treatment and containment systems is conducted to ensure optimal performance and regulatory compliance.</p>		 <p>Energy Consumption and Greenhouse Gas Emissions</p> <p>Energy consumption and greenhouse gas emissions are tracked and documented while continuing to look for cost-effective methods to improve energy consumption and greenhouse gas emissions.</p>

SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENT AND MANAGING CLIMATE CHANGE (CONT'D)

Our Environmental Management Approach

We adopt a risk-based approach towards environmental management, considering both actual and potential risks. All our operating sites in Malaysia are fully certified with ISO 14001 and are in line with the RBA Code of Conduct. This also means that our sites are subject to regular assessments and independent audits.

The SHEMS oversees and reviews the environmental management performance of each operating site including compliance with environmental laws, regulations, codes and standards, and the delivery of Dufu's commitments. Environmental performance is reviewed by the RMSWG and reported to the Board through the RMSC on an annual basis.

All the top management team members and employees are responsible for the implementation of the Environmental and Energy Policy and understand how this policy applies to them in their day-to-day activities. Likewise, our Supplier Code includes relevant environmental, health and safety guidelines which our supply chain partners are required to respect and to always adhere to when conducting business with Dufu. Any violations or breaches can be reported via the various channels offered under the Whistleblowing Policy.

There were no significant cases of noncompliance with environmental laws or regulations or fines in FY2022.

Energy Consumption

Dufu's plants primarily need energy in the form of electricity which we purchased directly from Tenaga Nasional Berhad ("TNB"). Electricity is mainly used for drives in electric motors in air compressors and pumps for manufacturing machinery and other process engineering equipment. The measurement and control technology, as well as the lighting, requires electricity. None of our plants use steam, coal nor natural gas as a source of energy.

Energy Consumption	Unit	FY2022	FY2021	FY2020
Electricity consumption				
Electricity consumption	MWh	10,047.91	12,673.88	10,797.13
Solar energy consumption	MWh	1,084.20	46.92	-
Total electricity consumption	MWh	11,132.11	12,720.80	10,797.13
Renewable energy over total electricity consumption	%	9.7	0.4	-
Fuel consumption				
Petrol	MWh	295.36	237.78	284.24
Diesel	MWh	216.20	308.84	242.23
Total fuel consumption	MWh	511.56	546.62	526.47
Total energy consumption	MWh	11,643.67	13,267.42	11,323.60

In FY2022, Dufu consumed energy equivalent to 11,643.67 MWh, with electricity contributing 95.6% of the total energy consumption. The total energy consumption in FY2022 is 12.2% lower than FY2021 mainly due to lower production output recorded during the year.

Dufu endeavours to manage energy conservation on an ongoing basis and some of the initiatives are listed below:-

- Re-engineering of manufacturing facilities and processes to be energy friendly;
- Installation of an industrial-scale Solar Photovoltaic ("PV") System on Dufu's building rooftop;
- Close monitoring of high energy consumption items such as chiller and air compressor to ensure efficient energy usage;
- Installation of Lighting Emitting Diode ("LED") replacing fluorescent lights; and
- Practicing daily office energy conservation habit such as installation of smart movement sensor in common areas such as toilet, power down computers and lightings are turned off at the end of the day.

The Group has undertaken the initiative of installing rooftop solar panels in one of our manufacturing sites in Bayan Lepas with an installed capacity of 813.14kWp. The commissioning of the PV system took effect from 22 December 2021. PV cells offer clean and green energy that generates electricity by absorbing sunlight and using that light energy to create an electrical current. Our initiative aims to accelerate the vast and underutilised potential of Dufu's rooftops to produce energy, which is natural, free, and accessible in plenty.

SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENT AND MANAGING CLIMATE CHANGE (CONT'D)

Energy Consumption (cont'd)

In FY2022, a total of 1,084 MWh of energy was generated by green energy which translated into a reduction of 1,081 tonnes of CO₂ emissions or 58,546 equivalents of trees planted to absorb the annual CO₂ emission.



GHG Emissions

The signing of the 2015 Paris Agreement sparked rising interest in climate change around the world at the national and governmental level. As a result, stakeholders have heightened expectations towards the roles private companies should play and the initiatives they should invest in regarding climate change. While remaining aware that the Group uses a large amount of energy across its businesses, we promote the reduction of greenhouse gas ("GHG") emissions throughout product life cycles, from business planning to product disposal, contributing to the realization of a sustainable society.

The intensity of operational GHG emissions is measured and disclosed as follows:-

Scope	Emission Type	Definition	Status
Scope 1	Direct emissions	GHG emissions in activities from Dufu's owned mobile combustion	Measured and disclosed
Scope 2	Indirect emissions	GHG emissions generated from the consumption of purchased electricity	Measured and disclosed

GHG Emissions	Unit	FY2022	FY2021	FY2020
Scope 1	tCO ₂ e	326.89	349.29	336.41
Scope 2	tCO ₂ e	6,420.61	8,098.61	6,899.37
Total Scope 1 and 2	tCO ₂ e	6,747.50	8,447.90	7,235.78
Intensity (tCO ₂ e/ Sales RM'million)		27.9	27.7	27.7

In FY2022, the GHG emissions intensity ratio measured over sales in million slightly increased to 27.9 from 27.7 recorded in FY2021 mainly due to the drop in revenue in HDD spacer.

Over the years, we are committed to reduce carbon emissions especially when we acquired the Bukit Minyak plant where we replaced all the fluorescent with LED lightings. As stipulated in the energy consumption section, Dufu endeavours to continue its carbon emissions conservation with various initiatives which includes the re-engineering of manufacturing facilities and processes, monitoring of high-energy consumption items, day-to-day practices of switching on and off office lightings and air-conditioning. We have incorporated the climate change risk and opportunity strategy with the installation of the rooftop solar panel system in one of our Bayan Lepas manufacturing sites in December 2021.

SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENT AND MANAGING CLIMATE CHANGE (CONT'D)

GHG Emissions (cont'd)

Presently, we have yet to embark on the process of collecting data on GHG emissions Scope 3 (indirect emissions) which relates to business travel and emissions within our value chain. However, efforts are in place through promoting the utilisation of groupwide and personal video conferencing facilities to minimise non-essential air and ground travel.

Additionally, Dufu does not produce any Nitrogen Oxides (NOx) and Sulfur Oxides (SOx) emissions as none of our business activities involve biomass combustion. Neither flaring (CO₂e) or methane (CH₄) related emissions is emitted from our manufacturing sites.

Water Management

	2022	2021	2020
<u>Water withdrawal by source*</u>			
Water (liter/ cubic meters)	83,763	91,333	94,277
<u>Water consumption intensity</u>			
Water (liter/ cubic meters)/ Sales (RM'000)	0.35	0.30	0.36

* Dufu solely draws water from local water grids

Dufu has laid down strict environmental regulations, and we operate plants in integrated industrial parks so that its activities have no registerable impact on residential and the surrounding flora and fauna. Water is an important resource in the hard disk drive components manufacturing process. Sufficient and clean water supply is critical for our business especially during double disk grinding and washing processes. We continuously monitor our water consumption and implemented initiatives to reduce wastages, recycle and reuse water in our factories to decrease dependency on municipal water supply.

Our on-going water-saving plans include modifying lavatory fixtures with self-push button taps and spray bidet to avoid unnecessary water wastage. All our flush tank has also been fitted with 1 litre of water filled bottle container and by doing so, each time our employee uses the flush toilet, we reduce water usage by 1 litre per flush without impairing the efficiency of flushing out the waste. One of our on-going water reuse initiatives is the recovery of reverse osmosis (RO) water from our industrial washing process which is channeled for reuse in the double disk grinding manufacturing processes.

The wastewater produced by Dufu in the year under review had no measurable impact on biodiversity. Process water and effluents discharge are treated with Industrial Effluent Treatment System. Without fail, we collected the samples of the discharge on a weekly basis and send them to a third party laboratories for further analysis to ensure the parameter of the discharge comply with the legislative requirement. Based on the industrial effluent discharge monitoring report which we have been submitting to Department of Environment ("DOE") on monthly basis, our industrial effluents or mixed effluent generated within the premises are in strict compliance with the specifications under DOE's guideline.

Effluents and Waste Management

Effective effluents and waste management is important towards environmental sustainability. In this regard, Dufu's Safety Department oversees the waste management practices governed by our Environment Policy and guided by our waste management procedures. The standard hierarchy of waste management involves five crucial steps; reuse, reduce, recycling, treatment and disposal. Dufu continues to promote a more effective way of waste management by encouraging the reuse, recovery and recycled method via its 3R program and ultimately reducing landfill wastes.

SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENT AND MANAGING CLIMATE CHANGE (CONT'D)

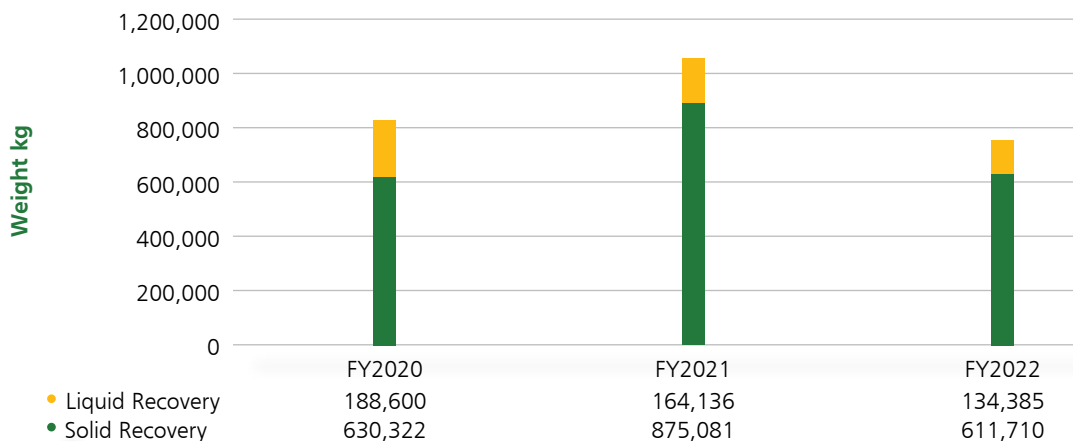
Effluents and Waste Management (cont'd)

Careful planning alongside efficient resource allocation and management are vital in achieving a sustainable waste management system. At Dufu, only reputable and licensed local waste recovery contractors to handle schedule waste are appointed to recycle or dispose the Group’s operational waste. The appointment of the waste recovery contractors is based on thorough selection and continue to be subjected to our audit process. Our on-going 3R program managing various operation waste generated at Dufu are as follows:-

3R Program	Methodology
Recovery	<p>Send scheduled waste to the recovery facilities via licensed waste recovery contractors</p> <p>Types of scheduled waste generated are as follows:</p> <p>1) Liquid Recovery</p> <ul style="list-style-type: none"> - (SW307) Spent coolant - (SW306) Spent hydraulic oil - (SW305) Spent lubricating oil - (SW402) Spent alkaline - (SW109) Used COD Reagents <p>2) Solid Recovery</p> <ul style="list-style-type: none"> - (SW104) Dust, slag, dross, ash contained metal - (SW109) Fluorescent tube /LED wastes - (SW110) Electrical & electronic assemblies’ wastes - (SW204) Metal hydroxide sludge - (SW325) Uncured resin - (SW409) Empty contaminated containers - (SW410) Contaminated rags/ paper/ filter - (SW422) Metal chips contaminated with coolant/ oil - (SW431) Sand Blasting

The scheduled waste generated are as follows:-

Scheduled Waste Disposal



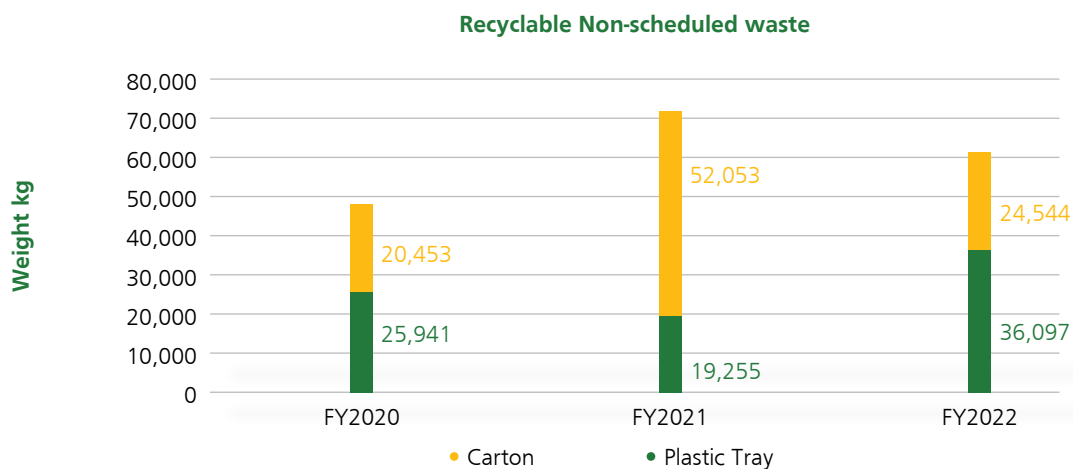
Re-use	<ul style="list-style-type: none"> • Collaborate with the chemical suppliers to return empty drums to re-use for similar original purposes • Re-use of carton boxes and pallets for internal packaging • Re-use of plastic trays for in-process activities such as turning and disk grinding stock keeping 	We did not collect the data for re-use of carton boxes and pallets for internal packaging.
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SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENT AND MANAGING CLIMATE CHANGE (CONT'D)

Effluents and Waste Management (cont'd)

3R Program	Methodology
Recycle	<ul style="list-style-type: none"> Recyclable waste includes metal waste (such as titanium, aluminium, iron, etc), paper, carton boxes and plastic trays Recyclable waste is transferred to centralized recycle waste area and sold to approved or licensed collector for further recycling process <p>The recyclable waste generated are as follows:-</p>



Reduce	<ul style="list-style-type: none"> Reduce titanium and aluminium bar end wastages for metal components Reduce consumption of office paper by electronic means such as invoicing, purchase requisition and etc.
Disposal	<ul style="list-style-type: none"> General waste which is non-recyclable (rubbish) Enclosed bin provided at the designated area and collected by city council. We do not collect the data for general disposal and will consider to do so in the future.

We continue to raise awareness among our employees on best waste-related practices such as educating our employees on proper waste labelling and segregating waste according to materials. More importantly, all our employees in various departments are encourage to adopt waste minimization strategy which include practices, including, but not limited to inventory management changes to prevent stock obsolesces or end of life stock keeping, equipment replacement or modifications, material changes, product design modifications, operational and maintenance procedure changes.

One of the biggest accomplishments of our waste minimization strategy was the continual improvement to reduce metal bar end wastages. Just like any other metal working facilities, Dufu produces an overwhelming quantity of scrap metal chips and turnings that are saturated with cutting oils. The waste generated from metal components such as steel, aluminium and titanium are compacted before they are disposed to licensed scrap metal recycler. In this respect, Dufu's engineering team continues to find ways to improve yield and also to minimise bar ends wastages while working on reclamation equipment that spin the cutting oils out of the metal chips.

	FY2022
Total costs of environmental fines and penalties	Nil
Percentage of sites covered by environmental management system such as ISO14001	100%

SUSTAINABILITY STATEMENT (CONT'D)

CONTRIBUTION TO SOCIETY

The idea of community engagement is of paramount importance to the neighborhoods in which we operate. We think of a community as any group of people who share a desire to make a positive difference, wherever and whenever they can. Understanding the power of working together, we partner with suppliers, customers and vendors to maximize our impact in the community. We also back up that commitment with financial support by investing in programs and projects in our communities targeted at improving education, promoting environment conservation and helping underserved groups gain skills and obtain employment opportunities which is in line with the Group’s business strategy to recruit local talent and operating in a sustainable manner.

Dufu uses its expertise and resources to support the communities in which it operates, focusing on supporting people in need, collaborating with local schools and charities, providing training opportunities for young people, nourishing an innovative environment and developing a healthy and green community.

With this in mind, Dufu is fully committed to its Corporate Social Responsibility (“CSR”) programs by engaging in various community service events by supporting its surrounding communities through various methods including providing financial assistance to a large and diverse group of non-profits.

In this respect, Dufu supported its CSR Programme by investing a total of RM71,078 in FY2022 namely,

- Sponsorship of RM48,620 for Dufu’s “Pledge a Library” initiative
- Donation of RM5,000 to Persatuan Kebajikan Anak Anak OKU, Taman Island, Penang, a non-profit organisation – home that cares for special needs
- Association Of Resource & Education for Autistic Children – RM2,000
- Corporate sponsor of RM2,000 to OFRA Ventures, a Penang-based sports event team which contributed to the success of the first edition of “Bukit Cendana – Trail of the Ruins” Ultra Trail event held on 6 August 2022 at Youth Park, Penang
- Contribution of RM13,458 to Husco United Way Campaign, one of our customer’s community outreach and philanthropic efforts.

Dufu’s annual “Pledge a Library” initiative which commenced in 2020, reached 10 schools in FY2022. A total of 1,200 books and monthly educational magazines were disseminated to the targeted secondary school students and teachers to augment their libraries. The reading materials cover diverse topics of popular interest and current events related to science, geography, financial management, languages, self-cultivation, life psychology, historical findings, information technology and social issues. The schools which benefitted from our yearlong supply of reading materials worth RM48,620 was as follows:-

- Chung Ling Private High School, Penang
- Phor Tay Private High School, Penang
- Jit Sin Independent High School, Penang
- Penang Chinese Girls’ Private High School, Penang
- Chung Hwa Independent High School, Ketereh
- Chung Hua Middle School No. 1, Kuching
- Catholic High School, Sibul
- Beaufort Middle School, Beaufort
- Kiang Hin Middle School, Sibul
- Yu Yuan Secondary School, Sandakan



SUSTAINABILITY STATEMENT (CONT'D)

COMMUNITY ENGAGEMENT

Dufu initiated its community service and social activities in 2022. There were two activities held. The first activity was related to our collaboration with KPMG, Taiwan where Dufu organized an Environmental, Social, and Governance (“ESG”) Awareness Seminar on 29 September 2022 at its Phase IV Bayan Lepas factory plant. The training was attended by 40 participants with 18 external guests from various industries and fellow manufacturers from Penang while the remaining participants comprises of Dufu’s employees. The second volunteering activity was related to the Bukit Cendana Ultra trail event on 6 August 2022. The voluntary hours initiated by our employees based on the above two (2) activities totalled 120 hours in FY2022.



Dufu propels environmental awareness with its supply chain and fellow manufacturers from Penang by hosting ESG and Sustainability Awareness Seminar on 29 September 2022



One of our employee finished in 7th place in the 50KM Bukit Cendana – Trail of the Ruins” Ultra Trail event held on 6 August 2022 at Youth Park, Penang

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI 102: General Disclosures			
1. Organisational profile			
102-1	Name of the organization	Dufu Technology Corp. Berhad ("Dufu") or ("We")	-
102-2	Activities, brands, products and services	Management Discussion and Analysis	66-74
102-3	Location of headquarters	19, Hilir Sungai Keluang 2, Taman Perindustrian Bayan Lepas Phase IV, 11900 Penang, Malaysia	-
102-4	Location of operations	Management Discussion and Analysis	66-74
102-5	Ownership and legal form	Analysis of Shareholdings	158-160
102-6	Markets served	Management Discussion and Analysis	66-74
102-7	Scale of the organisation	Group Structure and Financial Statements	75,91-147
102-8	Information on employees and other workers	Sustainability Statement - Employee Gender and Diversity, Employee Profile We do not have acknowledge of any substantial portion of Dufu's work being performed by workers who are not employees. There are no significant seasonal variations in employment numbers of Dufu	36-38
102-9	Supply chain	Sustainability Statement - Supply Chain Management	25-28
102-10	Significant changes to the organisation and its supply chain	There were no significant changes during the year.	-
102-11	Precautionary principles or approach	We do not specifically apply the Precautionary principles or approach	-
102-12	External initiatives	We have adhered to the Responsible Business Alliance ("RBA") common Code of Conduct to support continual improvement in the social, environmental and ethical responsibility of our business operations.	-
102-13	Membership of associations	None.	-

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI 102: General Disclosures (cont'd)			
2. Strategy			
102-14	Statement from senior decision-maker	Chairman's Statement	6-9
3. Ethics and integrity			
102-16	Values, principles, standards and norms of behaviour	Sustainability Statement – Sustainability and Our Business, Corporate Governance	15-16, 30-32
4. Governance			
102-18	Governance structure	Profile of Directors, Profile of Key Senior Management Team, Corporate Governance Overview Statement, Sustainability Statement – Sustainability Governance, Corporate Governance	10-14, 76-81, 16-17, 30-32
5. Stakeholder engagement			
102-40	List of stakeholder groups	Sustainability Statement - Stakeholder Engagement	17-18
102-41	Collective bargaining agreements	Sustainability Statement – Respect of Labour and Human Rights We do not have any collective bargaining agreement in place. Nevertheless, we respect the rights of employees to associate or join workers' councils with local laws.	33-35
102-42	The basis of identifying and selecting stakeholders with whom to engage	Sustainability Statement - Stakeholder Engagement, Stakeholder Prioritization	17-19
102-43	Approach to stakeholder engagement	Sustainability Statement - Stakeholder Engagement, Stakeholder Prioritization	17-19
102-44	Key topics and concerns raised	Sustainability Statement – Stakeholder Engagement, Materiality Assessment, Stakeholder Prioritization, Materiality Matrix Assessment	17-20
6. Reporting practice			
102-45	Entities included in the consolidated financial statements	Financial Statements	91-147
102-46	Defining report content and topic boundaries	Sustainability Statement - Basis of Preparation, Stakeholder Engagement, Materiality Assessment, Stakeholder Prioritization, Materiality Matrix Assessment	16-20
102-47	List of material topics	Sustainability Statement – Materiality Assessment, Stakeholder Prioritization, Materiality Matrix Assessment	19-20
102-48	Restatements of information	There were no essential changes or corrections in 2022 compared to prior Sustainability Statement	-

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI 102: General Disclosures (cont'd)			
6. Reporting practice (cont'd)			
102-49	Changes in reporting	Sustainability Statement - Basis of Preparation	16
102-50	Reporting period	Sustainability Statement - Basis of Preparation	16
102-51	Date of most recent report	The last sustainability information published on Dufu in printed form was made available in March 2022 as part of the 2021 Annual Report.	-
102-52	Reporting cycle	The reporting cycle of the GRI content index comprises 1 January through 31 December and is therefore identical to the financial year of Dufu on annual basis.	-
102-53	Contact point for questions regarding the report	Questions about this report should be address to: Mr. David Khoo Chong Beng Tel: 604-6161328 Fax: 604-6161372 Email: corporateaffairs@dufu.com.my	-
102-54	Claims of reporting in accordance with the GRI Standards	Sustainability Statement - Basis of Preparation	16
102-55	GRI content index	The GRI content index is reflected in this table	-
102-56	External assurance	We have not sought external assurance for this reporting period and will consider it for future reports	-
GRI 103: Management Approach			
103-1	Explanation of the material topic and its boundary	Sustainability Statement – Basis of Preparation, Materiality Assessment, Stakeholder Prioritization, Materiality Matrix Assessment	16,19-20
103-2	The management approach and its components	Sustainability Statement – Sustainability Approach, Economic, Corporate Governance, Labour Practices, Climate Change, Community Engagement	20-23, 24-54
103-3	Evaluation of the management approach	Sustainability Statement – Sustainability Approach, Economic, Corporate Governance, Labour Practices, Climate Change, Community Engagement	20-23, 24-54
Economic			
GRI 201: Economic Performance			
201-1	Direct economic value generated and distributed	Sustainability Statement – Financial Performance and Strategic growth, Direct Economic Value Generated and Distributed	24-25
201-2	Financial implications and other risks and opportunities due to climate change	For future consideration	-

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
Economic			
GRI 201: Economic Performance (cont'd)			
201-3	Defined benefit plan obligations and other retirement plans	Financial Statements	91-147
201-4	Financial assistance received from government	Financial Statements	91-147
GRI 202: Market Presence			
202-1	Ratios of standard entry level wage by gender compared to local minimum wage	Dufu pays wages and salaries that are determined by local relevant competitive market data rather than by legally defined minimum wages (however, minimum legal wage standards are always adhered to). Therefore, Dufu does not keep statistics of the salaries in relationship to minimum wages.	-
202-2	Proportion of senior management hired from the local community	All our Senior Management Team as disclosed in the Annual Report FY2022 is hired from their respective local countries in which they are operating.	-
GRI 203: Indirect Economic Impacts			
203-1	Infrastructure investments and services supported	Sustainability Statement – Engagement with Community	53-54
203-2	Significant indirect economic impacts	Sustainability Statement – Engagement with Community Dufu's activities as an employer, as a consumer of local products and services, and as a payer of taxes and fees as well as providing local employment support local economic development.	53-54
GRI 204: Procurement Practices			
204-1	Proportion of spending on local supplies	Sustainability Statement – Local Procurement Practices	29
GRI 205: Anti-corruption			
205-1	Operations assessed for risks related to corruption	Sustainability Statement – Code of Conduct and Ethics and Whistleblowing, Anti-Corruption and Bribery Policy, Risk Management, Statement on Risk Management and Internal Control – Internal Audit	30-31, 87-88
205-2	Communication and training about anti-corruption policies and procedures	Sustainability Statement – Anti-Corruption and Bribery Policy	30-31
205-3	Confirmed incidents of corruption and actions taken	Sustainability Statement – Anti-Corruption and Bribery Policy	30-31
GRI 206: Anti-competitive Behaviour			
206-1	Legal actions for anti-competitive behaviour, anti-trust and monopoly practices	There were no reported legal actions for anti-competitive behaviour or antitrust or monopolistic practices.	-

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI 301: Materials			
301-1	Materials used by weight or volume	For future consideration	-
301-2	Recycled input material used	The percentage of recycled input material used is low due to the nature of the production process, as recycled raw materials cannot be used very often due to the requirements regarding purity or because customer's standards must be met.	-
301-3	Reclaimed products and their packaging materials	Dufu provides fresh packaging materials and trays when supplying to customers mainly due to the concern of its highly sensitive precision parts. Dufu uses mostly reusable packaging and trays when supplying vendors for in-process treatments.	-
GRI 302: Energy			
302-1	Energy consumption within the organisation	Sustainability Statement – Energy Consumption	48-49
302-2	Energy consumption outside the organisation	For future consideration	-
302-3	Energy intensity	Sustainability Statement – Energy Consumption	48-49
302-4	Reduction of energy consumption	Sustainability Statement – Energy Consumption	48-49
302-5	Reductions in energy requirements of products and services	We understand the requirements of our customers and align our processes to deliver quality products in an energy cost-efficient manner.	-
GRI 303: Water and Effluents			
303-1	Interactions with water as a shared resource	Sustainability Statement – Water Management	50
303-2	Management of water discharge-related impacts	Sustainability Statement – Water Management	50
303-3	Water withdrawal	Sustainability Statement – Water Management Dufu draws water solely from municipal supply water but not in volumes that would significantly impair the water system.	50
303-4	Water discharge	Sustainability Statement – Water Management	50
303-5	Water consumption	Sustainability Statement – Water Management	50

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI: 305 Emissions			
305-1	Direct (Scope 1) GHG emissions	Sustainability Statement – Emissions	49-50
305-2	Energy indirect (Scope 2) GHG emissions	Sustainability Statement – Emissions	49-50
305-3	Other indirect (Scope 3) GHG emissions	We have yet to collect the data for Scope 3 (indirect emission) which relates to business travel. Nevertheless, we have been promoting the use of personal video conferencing facilities to replace air and ground travel.	-
305-4	GHG emissions intensity	Sustainability Statement – Emissions	49-50
305-5	Reduction of GHG emissions	Sustainability Statement – Emissions	49-50
305-6	Emissions of ozone-depleting substances (ODS)	For future consideration	-
305-7	Nitrogen oxides (Nox), sulfur oxides (SOx) and other significant air emissions	None of Dufu's business operations produce any Nitrogen oxides (NOx) and Sulfur oxides (SOx) emissions.	-
GRI 306: Effluents and Waste			
306-1	Water discharge by quality and destination	For future consideration	-
306-2	Waste by type and disposal method	Sustainability Statement – Effluents and Waste Management	51-52
306-3	Significant spills	No significant spills as of FY2022	-
306-4	Transport of hazardous waste	For future consideration	-
306-5	Water bodies affected by water discharges and/or runoff	For future consideration	-
GRI 307: Environmental Compliance			
307-1	Non-compliance with environmental laws and regulations	We have not identified any non-compliance with environmental laws and regulations as of FY2022.	-
GRI 308: Supplier Environmental Assessment			
308-1	New suppliers that were screened using environmental criteria	Sustainability Statement – Supply Chain Management	25-28
308-2	Negative environmental impacts in the supply chain and actions taken	Sustainability Statement – Supply Chain Management	25-28

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI 401: Employment			
401-1	New employee hires and employee turnover	Sustainability Statement – Employee Gender and Diversity, Employee Profile	36-38
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	Sustainability Statement – Employee Welfare and Wellbeing, Employee Compensation and Benefits The Group does not recruit or employ any temporary or part-time employees in FY2022.	41-42
401-3	Parental leave	Sustainability Statement – Employee Profile, Employee Development and Talent Management	37-38, 39-40
GRI 402: Labour/ Management Relations			
402-1	Minimum notice periods regarding operational changes	Depending on the circumstances, there is no fixed minimum notice regarding operational change. However, to the extent possible, we inform our employees well in advance the intention and details of the change. Prior to such change, we will conduct briefing for employees to collect their feedback and try to put relevant notice within a month's time.	-
GRI 403: Occupational Health and Safety			
403-1	Occupational health and safety management system	Sustainability Statement – OSH Policy and Management	43-46
403-2	Hazard identification, risk assessment and incident investigation	Sustainability Statement – OHS Policy and Management	43-46
403-3	Occupational health services	Sustainability Statement – OHS Policy and Management	43-46
403-4	Worker participation, consultation and communication on occupational health and safety	Sustainability Statement – OHS Policy and Management	43-46
403-5	Worker training on occupational health and safety	Sustainability Statement – OHS Policy and Management, Employee Development and Talent Management	43-46, 39-40
403-6	Promotion of worker health	Sustainability Statement – OHS Policy and Management, Healthier work-life practices	43-46, 41-42
403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Sustainability Statement - Supply Chain Management, OHS Policy and Management	25,28, 43-46
403-8	Workers covered by an occupational health and safety management system	Sustainability Statement- OHS Policy and Management	43-46

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI 403: Occupational Health and Safety (cont'd)			
403-9	Work-related injuries	Sustainability Statement- OHS Policy and Management	43-46
403-10	Work-related ill-health	Sustainability Statement- OHS Policy and Management	43-46
GRI 404: Training and Education			
404-1	Average hours of training per year per employee	Sustainability Statement - Employee Development and Talent Management	39-40
404-2	Programmes for upgrading employee skills and transition assistance programmes	Sustainability Statement - Employee Development and Talent Management	39-40
404-3	Percentage of employees receiving regular performance and career development reviews	Sustainability Statement - Employee Development and Talent Management All our employees receive their Performance Appraisal twice a year. Salary and promotion is conducted twice a year for non-exempt staff and once a year for exempt staff.	39-40
GRI 405: Diversity and Equal Opportunity			
405-1	Diversity of governance bodies and employees	Profile of Board of Directors, Profile of Key Senior Management Team, Sustainability Statement - Employee Gender and Diversity, Employees Profile	10-14, 36-38
405-2	Ratio of basic salary and remuneration of women to men	For future consideration	-
GRI 406: Non-discrimination			
406-1	Incidents of discrimination and corrective actions taken	Sustainability Statement - Employee Gender and Diversity	36
GRI 407: Freedom of Association and Collective Bargaining			
407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	Sustainability Statement - Supply Chain Management, Respect of Labour and Human Rights	25-28, 33-35
GRI 408: Child Labour			
408-1	Operations and suppliers at significant risk for incidents of child labour	Sustainability Statement - Supply Chain Management, Respect of Labour and Human Rights, Employee Gender and Diversity	25-28, 33-35, 36-38
GRI 409: Forced or Compulsory Labour			
409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labour	Sustainability Statement - Supply Chain Management, Respect of Labour and Human Rights, Employee Gender and Diversity	25-28, 33-35, 36-38

SUSTAINABILITY STATEMENT (CONT'D)

GLOBAL REPORT INITIATIVE SUSTAINABILITY REPORTING STANDARDS ('GRI' INDEX) CORE OPTION (CONT'D)

GRI Content Index			
Disclosure Number	Disclosure Title	Response	Page Reference
GRI 412: Human Rights Assessment			
412-1	Operations that have been subject to human rights reviews or impact assessments	Sustainability Statement - Supply Chain Management, Labour Practices, Respect of Labour and Human Rights	25-28, 33-35
412-2	Employee training on human rights policies or procedures	Sustainability Statement - Employee Development and Talent Management	39-40
412-3	Significant investment agreements and contracts that include human rights clauses or that underwent human rights screening	Sustainability Statement - Supply Chain Management, Labour Practices, Respect of Labour and Human Rights	25-28, 33-35
413: Local Communities			
413-1	Operations with local community engagement, impact assessments and development programmes	Sustainability Statement – Engagement with Community	53-54
413-2	Operations with significant actual and potential negative impacts on local communities	Sustainability Statement – Engagement with Community	53-54
GRI 414: Supplier Social Assessment			
414-1	New suppliers that were screened using social criteria	Sustainability Statement - Supply Chain Management, Conflict-free Minerals Policy	25-28,29
414-2	Negative social impacts in the supply chain and actions taken	Sustainability Statement - Supply Chain Management, Conflict-free Minerals Policy	25-28,29
GRI 415: Public Policy			
415-1	Political Contributions	Sustainability Statement – Anti-Corruption and Bribery Policy We do not make charitable donations or contributions to political parties.	30-31
GRI 418: Customer Privacy			
418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Sustainability Statement – Data Privacy and Security	32
GRI 419: Socioeconomic Compliance			
419-1	Non-compliance with laws and regulations in the social and economic area	We have not identified any non-compliance with laws and regulations in the social and economic area as of FY2022.	-

GROUP FINANCIAL HIGHLIGHTS

Ten-Year Financial Summary

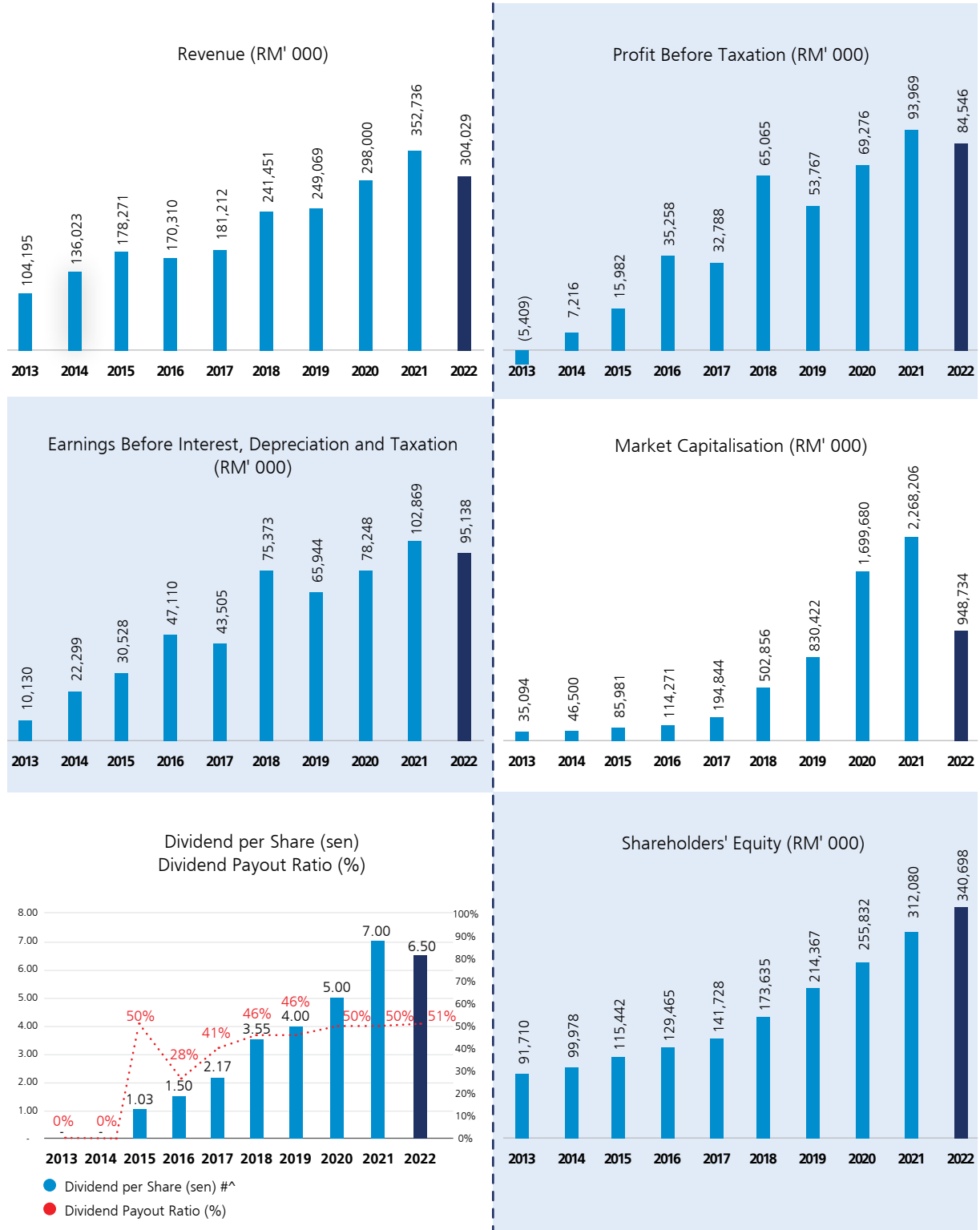
FINANCIAL YEAR ENDED 31 DECEMBER	2013 RM'000	2014 RM'000	2015 RM'000	2016 RM'000	2017 RM'000	2018 RM'000	2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000
RESULTS										
Revenue	104,195	136,023	178,271	170,310	181,212	241,451	249,069	298,000	352,736	304,029
Earnings Before Interest, Depreciation & Taxation ("EBITA")	10,130	22,299	30,528	47,110	43,505	75,373	65,944	78,248	102,869	95,138
Amortisation and Depreciation	(12,980)	(12,790)	(12,867)	(10,968)	(10,194)	(7,809)	(10,344)	(9,319)	(10,643)	(11,426)
Operating Profit Before Interest and Taxation	(2,850)	9,509	17,661	36,142	33,311	67,564	55,600	68,929	92,226	83,712
Finance Costs	(2,559)	(2,293)	(1,679)	(884)	(523)	(421)	(956)	(705)	(329)	(234)
Share of results of associate, net of tax	-	-	-	-	-	(2,078)	(877)	1,052	2,072	1,068
Profit Before Taxation ("PBT")	(5,409)	7,216	15,982	35,258	32,788	65,065	53,767	69,276	93,969	84,546
Taxation	(130)	(953)	(5,039)	(8,225)	(6,746)	(13,239)	(9,662)	(17,705)	(20,283)	(17,533)
Profit For the Year	(5,539)	6,263	10,943	27,033	26,042	51,826	44,105	51,571	73,686	67,013
Non-controlling Interest Profit Attributable to Owners of Company	-	-	-	-	-	29	417	241	-	-
	(5,539)	6,263	10,943	27,033	26,042	51,855	44,522	51,812	73,686	67,013
ASSETS										
Property, Plant & Equipment@	89,549	70,040	63,514	53,433	46,213	61,764	76,811	78,883	101,809	139,620
Investment in Associate	-	-	-	-	6,144	3,783	3,599	4,452	7,755	8,767
Other Non-current Assets	609	505	590	582	1,257	454	1,244	616	737	1,069
Cash and Cash Equivalents	13,658	14,840	25,255	46,562	37,976	41,513	43,680	80,083	85,010	107,905
Other Current Assets	59,077	79,603	79,150	75,433	84,783	112,679	143,346	146,993	190,815	167,038
Total Assets	162,893	164,988	168,509	176,010	176,373	220,193	268,680	311,027	386,126	424,399
EQUITY AND LIABILITIES										
Shareholders' Equity	91,710	99,978	115,442	129,465	141,728	173,635	214,367	255,832	312,080	340,698
Non-controlling Interest	-	-	-	-	-	846	429	-	-	-
Total Equity	91,710	99,978	115,442	129,465	141,728	174,481	214,796	255,832	312,080	340,698
Loans and Borrowings	53,777	37,851	24,005	12,995	6,368	10,682	17,520	17,546	18,052	57,145
Other Non-current Liabilities	106	-	243	1,331	15	321	1	1	1,188	1,711
Other Current Liabilities	17,300	27,159	28,819	32,219	28,262	34,709	36,363	37,648	54,806	24,845
Total Liabilities	71,183	65,010	53,067	46,545	34,645	45,712	53,884	55,195	74,046	83,701
Total Equity and Liabilities	162,893	164,988	168,509	176,010	176,373	220,193	268,680	311,027	386,126	424,399
FINANCIAL RATIOS										
Basic Earnings per Share (sen) #	(1.3)	1.2	2.1	5.3	5.2	10.3	8.9	10.0	14.0	12.7
Diluted Earnings per Share (sen) #	(1.3)	1.2	2.1	5.3	5.2	10.3	8.8	9.8	13.9	12.6
Interest cover (times)	(1)	4	11	41	64	160	58	98	280	358
Net Assets per Share (sen) #	17	19	22	26	28	36	42	49	59	64
Profit Before Taxation Margin (%)	-5%	5%	9%	21%	18%	27%	22%	23%	27%	28%
Profit After Taxation Margin (%)	-5%	5%	6%	16%	14%	21%	18%	17%	21%	22%
Return on Shareholders Equity (%)	-6%	6%	9%	21%	18%	30%	21%	20%	24%	20%
Dividend per Share (sen) # ^	-	-	1.03	1.50	2.17	3.55	4.00	5.00	7.00	6.50
Dividend Payout ratio (%)	0%	0%	50%	28%	41%	46%	46%	50%	50%	51%

Computed based on enlarged number of ordinary shares in issue after bonus issue exercise which was completed on 29 November 2018 & 4 August 2020
 ^ The Single Tier Final Dividend for FY2018 by way of one treasury share for every twenty shares held is deemed to be worth 8.15 sen per share based on the closing price at the date of announcement on 26 February 2019

@ Property, plant and equipment includes Investment properties and right-of-use assets

GROUP FINANCIAL HIGHLIGHTS (CONT'D)

Ten-Year Financial Summary (Cont'd)



MANAGEMENT DISCUSSION AND ANALYSIS

Business Overview

Dufu Technology Corp. Berhad (“Dufu” or “the Group”) has established itself as a leading precision machining manufacturer headquartered in Penang, Malaysia. It all began in 1990 where Dufu managed to secure a leading Hard Disk Drive (“HDD”) maker for the manufacture of 5.25-inch HDD disk spacers. Having accumulated over 30 years’ wealth of experience specializing in the design, development and manufacturing of high precision machining part and components for HDD, industry safety and sensor, telecommunication, consumer electronics, medical, automotive and office equipment, we pride our ourselves as a strategic partner to many of our customers today. Most of our major customers consist of multinational corporation who are well-regarded leaders in their respective fields.

Apart from precision machining, fabrication, assembly, prototyping etc., we also provide engineering & turnkey solutions ranging from tool making to finished part supplies to meet our customers’ specific needs. We export our products to more than 10 countries across the world covering Asia Pacific, Europe, Oceania, and North American region.

Dufu currently owns and operates 4 manufacturing sites. The Bayan Lepas Phase IV plant in Penang and Guangzhou plant in China are catered for precision machining. The Bukit Minyak plant supplies customized sheet metal and stampings components according to customer specifications whereas the assembly plant is located at Bayan Lepas Phase I in Penang.

Business Strategies

The Group business strategy rests upon the principle of delivering customers’ needs at all time. A key priority is to keep our customers satisfied with our solution and to help them navigate their supply chain effortless within their own competitive operating landscape. The Group’s journey throughout the Financial Year Ended 31 December 2022 (“FY2022”) was braced with unprecedented challenges, namely the supply chain interruptions, raw material price volatility and the new business risks as we emerged from Covid-19 pandemic which resulted in uncertainties in customer demand and higher operating expense environment. We are focusing on developing resilience in our own supply chains, revenue protection, and managing our margins and profitability. Against this backdrop, the Group’s long-term business strategies to sustain and expand its business are as follows: -

- Embarking on business growth diversification strategy by strengthening Dufu’s presence in key industries which we have identified. Specifically, broadening our turnover base by focusing on customers engaging in the semiconductor, automotive and medical industries are our key priorities. While demand for components related to enterprise HDD is expected to be strong, it is imperative for Dufu to capture new customers as part of the Group’s risk mitigation strategy and to solidify its presence in these segments. The Group has established a manufacturing hub at Bukit Minyak in 2019 to support the sheet metal fabrication products in domestic market whereas the construction of 37,000 sq meters factory building in Guangzhou, People’s Republic of China is now almost completed ahead of its earlier projection in September 2023.
- Focus on production efficiency improvement and in return, provide competitive products and services that will enhance overall value chain to customers.
- Continue our R&D investments to drive innovation and process automation by embracing on leading manufacturing technologies that will meet changing market requirements and achieve product competitiveness with optimum quality.
- Recognising that the Group’s performance is dependent on the talent, commitment, expertise and value created by our employees, Dufu will continue to strengthen employee value proposition and emphasize human capital development by providing broader skill training program, improve remuneration packages and staff welfare as to foster a motivational and spiritual team.

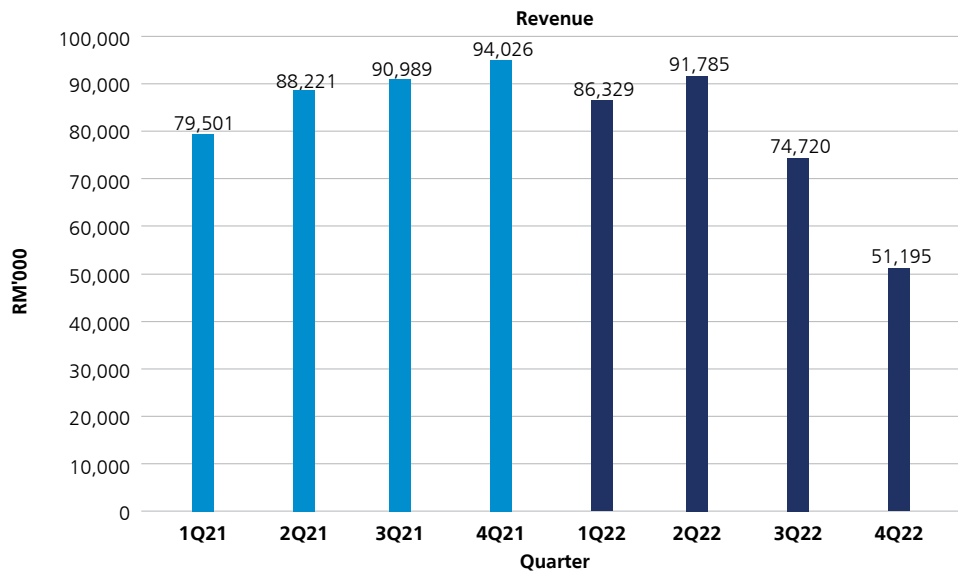
MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Overview of Performance

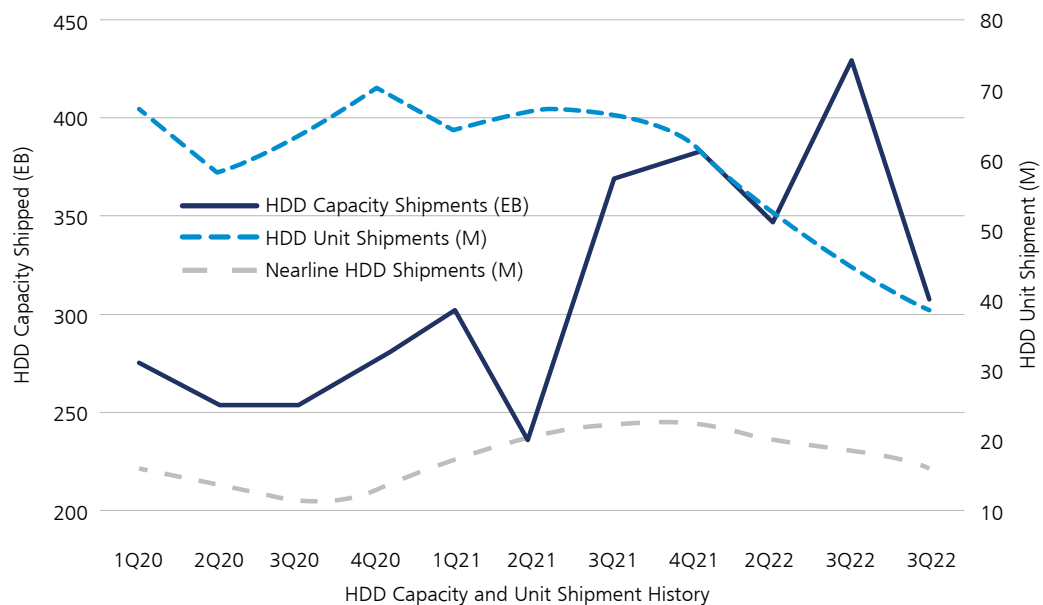
a) Revenue

The Group recorded revenue of RM304.03 million for the FY2022 compared to RM352.74 million for the previous Financial Year Ended 31 December 2021 ("FY2021"). Revenue decreased by approximately 13.8% due to lower demand in the HDD related business. The Group's revenue generated from HDD of RM231.05 million in FY2022 saw a contraction of 19.9% year-on-year ("YoY") with sharp decline in the final quarter primarily attributed to low volume loading from our key customers.

The following chart illustrates the Group's quarterly revenue since FY2021.



The downside to Dufu's revenue started in the third quarter and worsen in the final quarter of 2022. Although there was a time lag in the supply in Dufu's HDD's components to HDD demand, the down trend in the Group's revenue was in line with global HDDs capacity in form of exabytes shipped and unit shipments which were down 37% and 13.9% (38.4 million versus 44.6 million) respectively in the third quarter of 2022 compared to the prior quarter. The total HDD global capacity, Nearline HDD and unit shipments on quarterly basis are shown in the figure below.



Source: Article by Tom Coughlin, a data storage industry analyst and consultant published in Forbes on 5 November 2022.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

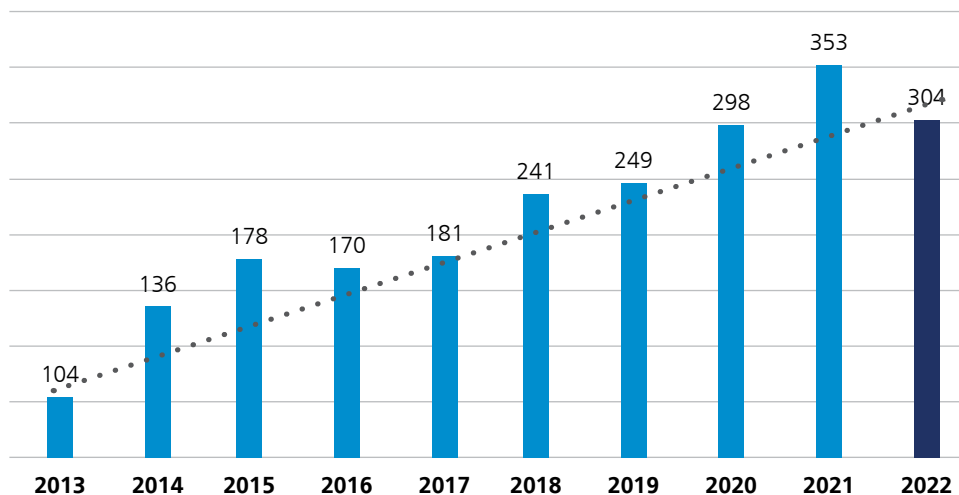
Overview of Performance (cont'd)

a) Revenue (cont'd)

The Group's softer revenue from HDD came as the industry weathers an adjustment period, contending with major cloud players halting their investments post pandemic due to the current social-political and economic landscape. Several factors were responsible for the drop in storage demand, including the economy constricting consumer demand and slower demand for storage at the major data centers. HDD being the main storage device in data centers was badly hit when major cloud players started sharply reducing their hard drive inventory alongside other components for their data center build-outs. Subdued demand was also felt across markets in China. Multiple outbreaks of the Omicron variant of Covid-19 and resulting mobility restrictions have disrupted China's growth normalization, deepening a general sense of uncertainty in the economy, hurting consumption and investment.

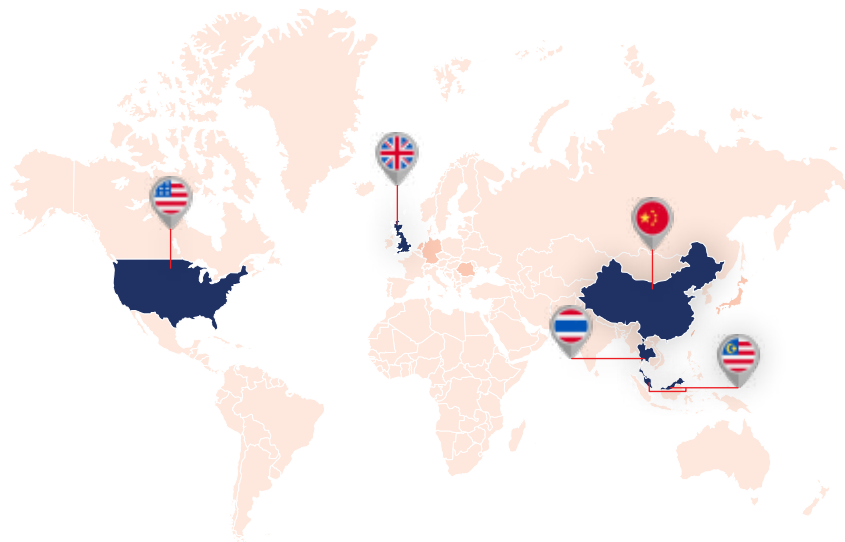
In the non-HDD business segment, Dufu recorded a revenue of RM72.98 million, which grew by 13.3% from RM64.42 million in 2021. Revenue generated from non-HDD was bolstered by increasing demand for products used in automated process application and optometry related equipment. In addition to this, revenue streaming from Sheet Metal and Stamping division also recorded robust growth for enclosures and frames related to the consumer electronics, semi-conductor, and life science.

The following chart illustrates the Group's revenue since FY2013.



Our export market accounted for approximately 91% of the Group's revenue. Thailand remains our top export destination considering that most of the HDD producers and their supply chain are clustered in that country. The geographical breakdown of the Group's revenue for FY2022 is depicted below.

Exporting Countries	%
Thailand	63
Malaysia	9
China	12
United Kingdom	5
Unites States	5
Others*	6
Total	100



* Others include Hong Kong, Singapore, Taiwan, Romania, Germany, Philippines and Japan

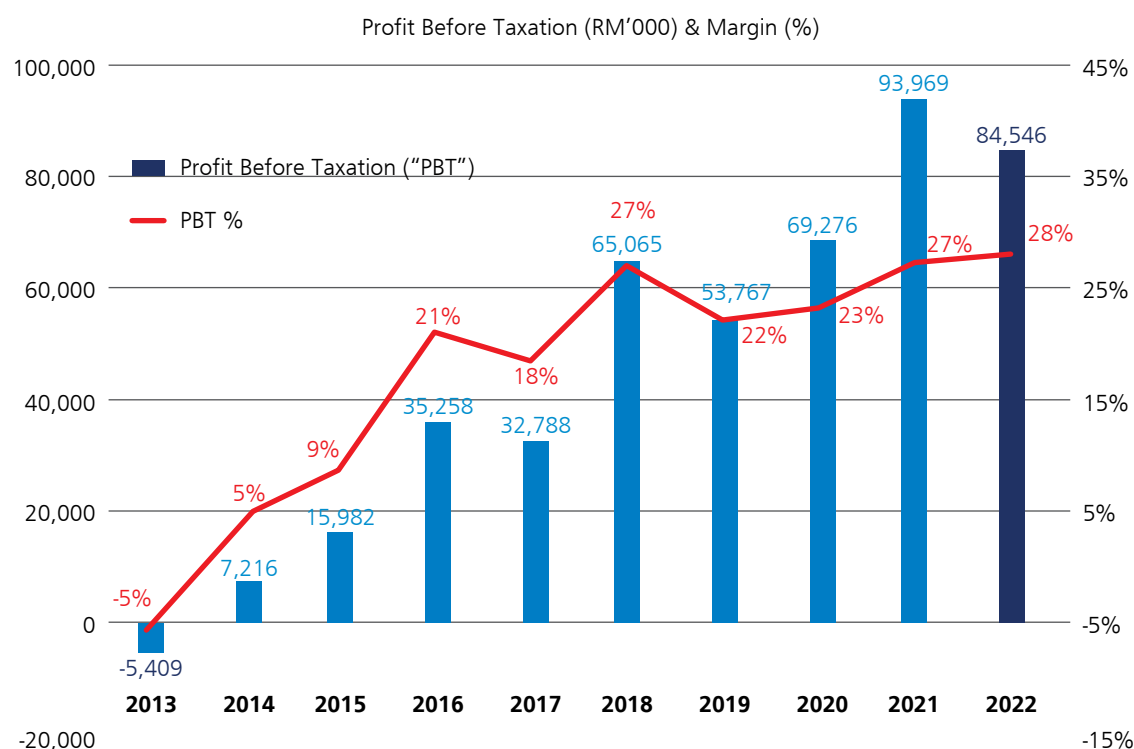
MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Overview of Performance (cont'd)

b) Profit Before Taxation ("PBT")

The Group generated a Profit Before Taxation ("PBT") of RM84.55 million in FY2022, a 10.0% decrease from RM93.97 million in FY2021. This was mainly due to lower revenue as outlined above.

The following chart illustrates the Group's PBT and PBT margin since FY2013.



c) Other Income

Other income increased to RM20.31 million in FY2022 from RM9.46 million in FY2021. The increase was mainly due to realized foreign exchange gain of RM12.43 million in FY2022 compared to RM2.72 realized foreign exchange gain recorded in the prior year. The Group benefitted from foreign exchange gain driven by favourable currency translation namely strengthening of United States Dollar "USD" against both Malaysian Ringgit ("MYR") and Renminbi ("RMB"). On top of this, the increased in sales of sundry scraps in FY2022 also contributed to the increased in Other Income as prices for metal scraps fetched a higher price in line with higher commodity prices.

d) Employees Benefits Expense

The Group's employees' benefits expense has decreased from RM75.58 million in FY2021 to RM66.58 million in FY2022. The decrease was attributed to the 4% reduction in the headcount as the Group suffered demand headwinds in the second half of 2022.

e) Profit for the Year Attributable to Owners of the Company ("PAOC")

The Group's PAOC for FY2022 was RM67.01 million compared to RM73.69 million recorded in FY2021. The decrease was attributed to the reasons outlined above.

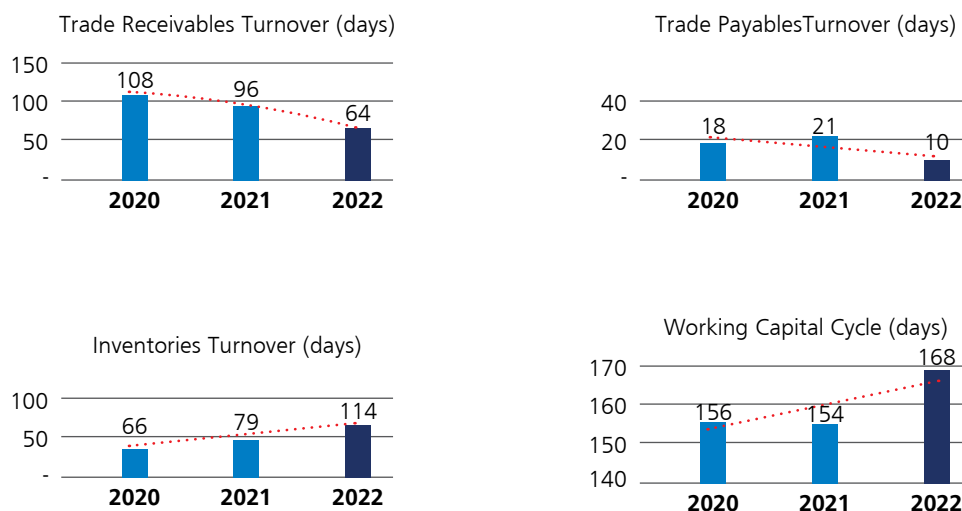
MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Financial Position and Cash Flow

Total equity rose to RM340.70 million as at 31 December 2022 from RM312.08 million as at end-2021 mainly contributed by profit generated during the year and proceeds from the new issuance of shares from ESOS exercise. Total assets increased to RM424.40 million as at 31 December 2022, compared with RM386.13 million as at end-2021 supported by the increase in addition of property, plant and equipment and continuous improvement in the surplus of working capital. Total borrowings as at end-2022 have increased by RM39.10 million to RM57.15 million from RM18.05 million a year back mainly due to increase in long term related borrowings to finance the capital expenditure incurred for the construction of factory buildings located at Conghua Industrial Park, Guangzhou, China.

As at 31 December 2022, trade and other receivables decreased to RM58.87 million primarily due to the lukewarm in the sales generated during the last quarter of the current financial year and also the decrease in deposits paid to secure shipment of major raw materials. Most of the credit terms of the trade debts remain at 90 days. Nonetheless, trade debtor's turnover ratio has improved from 96 days in FY2021 to 64 days as at end of FY2022 due to the distortion of higher sales generated in the first half of the year.

The Group's inventories as at 31 December 2022 stood at RM95.19 million compared to FY2021 of RM76.58 million, an increase of RM18.61 million or 24.3%. The increase in stockholding for both the raw materials and finished goods was due to the adverse correction in the HDD related business segment as all our HDD customers reported that demand for HDDs weakened through the final quarter of 2022 following weaker consumer demand and data center inventory reductions. This has resulted in the inventories turnover period to increase from 79 days in FY2021 to 114 days in FY2022. This has also adversely impacted the Group's overall working capital cycle to 168 days in FY2022 (FY2021: 154 days) depicted in the diagrams below.



The above charts are based on Revenue generated from their respective year end

Despite lower profitability compared to the previous year, the Group generated a healthy net cash of RM73.25 million from its operating activities in FY2022 compared to RM58.54 million in FY2021. This was mainly due to the overall improvement in working capital management. The cash and cash equivalents increased by approximately RM22.90 million during the financial year under review, underpinned by the net effects of the following:-

- Net cash used in investing activities of RM50.48 million mainly arising from purchase of property, plant and equipment of RM51.62 million arising from the constructing work in progress of the new plant in China of RM41.1 million; and
- Financing activities registered a net inflow of RM1.43 million mainly due to outflow of dividend payment of RM39.71 million which was netted off against net drawdown of term loan of RM41.76 million for the financing of the new plant in China.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Capital Expenditure, Capital Structure and Capital Resources

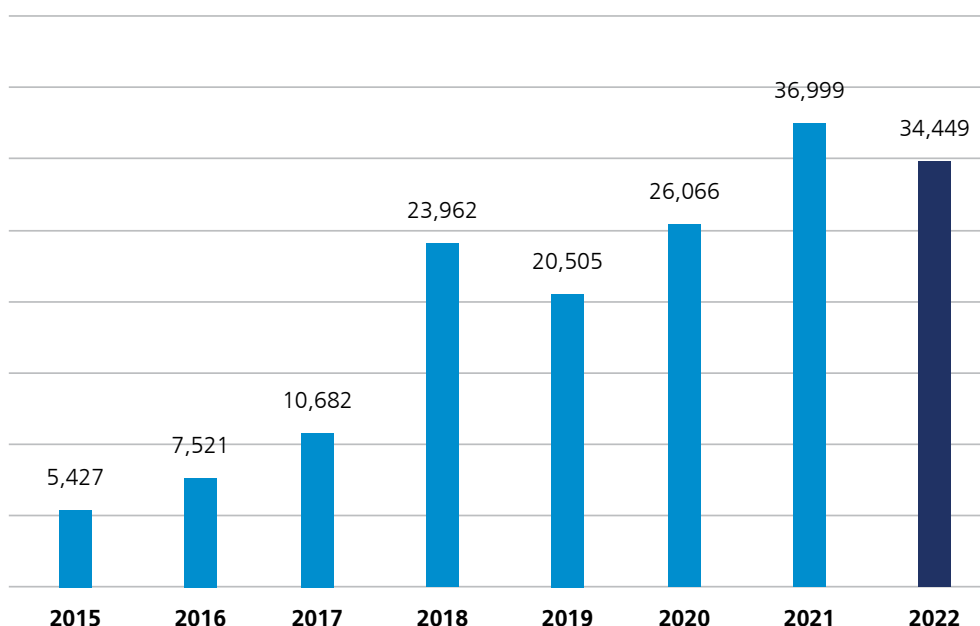
It is the Group's policy to exercise prudent capital expenditure to support its business growth plans and upgrading of existing machines. Nonetheless, our capital expenditure has been significant over the last two years. We have invested RM51.62 million in FY2022, on top of RM31.93 million in FY2021, mainly for the capital in progress billing of RM41.1 million incurred for the construction of new building facility in Guangzhou, People's Republic of China, and investment of new CNC related machines and supporting lines. The capital expenditure spent by the Group is crucial to coincide with customer's long-term projections where we expect to see further upside for the demand of the Group's products.

Despite the high capital spending in FY2022, we continued to hold firm to our philosophy of rewarding shareholders with dividends that the Group's free cash-flow position would allow underlining with a dividend policy under which the company intends to pay 50% of its net operational profit less other income after taking into account working capital and capital expenditure requirement. Over two tranches of dividend were declared to shareholders which amounted to 51% (FY2021: 50%) of our net profit for FY2022:

1. Interim cash dividend of 2.5 sen per share amounting to RM13.25 million paid on 23 September 2022; and
2. Final dividend of 4.0 sen per share will be proposed for the shareholders' approval in the coming Annual General Meeting.

In total, Dufu has returned close to RM165.61 million to shareholders over a period of 8 years. The following chart illustrates the Group's dividend payout since FY2015.

Dividend Payout (RM'000)

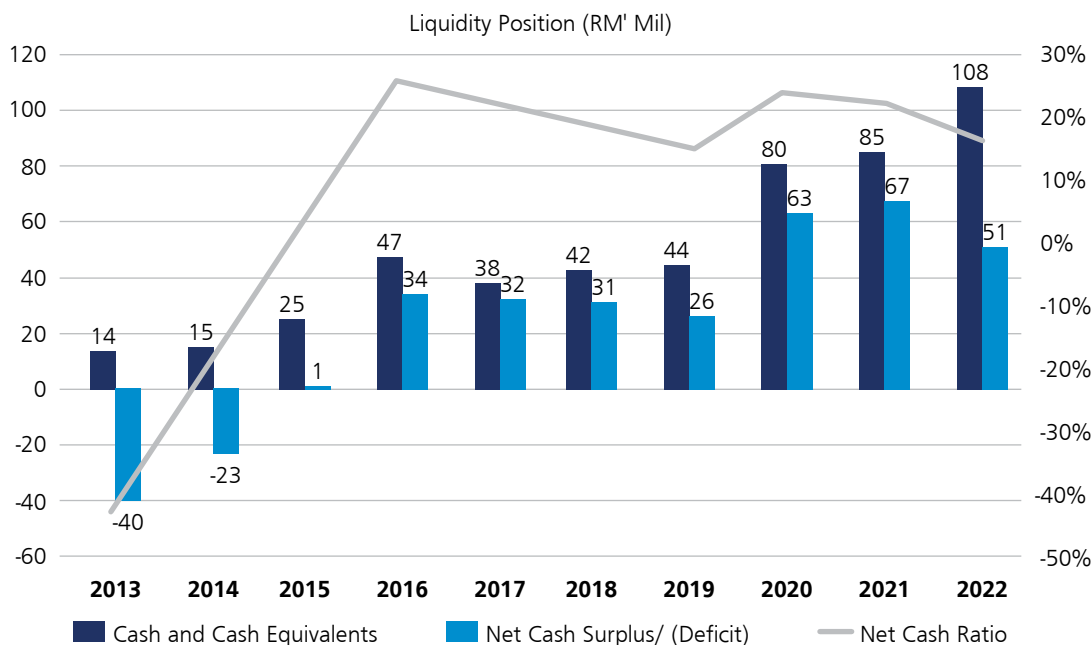


We maintain appropriate debt levels after evaluating several factors, including cash flow expectations, cash requirements for ongoing operations, investments and financing plans and the overall cost of capital. As at 31 December 2022, Dufu Group had cash and cash equivalents amounting to RM107.91 million (FY2021: RM85.01 million) and total borrowings (inclusive of lease liabilities) of RM57.15 million (FY2021: RM18.05 million). Based on its favorable liquidity of being in net cash position of RM50.76 million, the Group's retained cash flow coupled with its existing banking facilities are ample to support the Group's organic and inorganic growth for the Financial Year Ending 31 December 2023 ("FY2023").

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Capital Expenditure, Capital Structure and Capital Resources (cont'd)

The following chart illustrates the Group's liquidity position since FY2013.



Key Risks relating to the Business and Mitigation

a) Foreign Currency Risk

Foreign currency risk exposure is due to the foreign currency fluctuations between the currency of sales or purchase and currency of receipt or settlement with respect to the time of issuing or obtaining invoicing for receipt or settlement up to the time of actual receipts or making the import payment. In the industry where we serve, most of the products and services are based on fixed pricing strategy which a price point is established and maintained for an extended period of time or even to the extent of the entire product life cycle.

Dufu Group derives 91% of its revenue from abroad, 88% of which is denominated in US Dollars ("USD") while the bulk of its expenses except for certain raw materials are paid in their respective local currencies. The Group's profit margin is generally favourable when the USD strengthens against Ringgit. Conversely, the weakening of USD against Ringgit would generally reduce the Group's profitability due to lower profit margin. Dufu intends to leverage its USD reliance by hedging the Group's cashflow naturally. In line with this, majority of our raw materials are now typically sourced in USD. Thus, the Group has established a USD foreign currency account to facilitate the receipt of revenue collections which are denominated in USD to pay for its USD denominated purchases. By so doing, it provides some form of natural hedging against any adverse foreign exchange fluctuations. On top of this, the Group also have ample working facilities for foreign exchange forward contracts with several financial institutions. Should the need arise, forward contracts could be utilised to lock in the exchange rates between Ringgit and USD, after taking into account the exposure period and the related transaction costs.

b) High Business Concentration Risk

The Group currently faces business concentration risk where more than 76% of its revenue is generated from the HDD segment. This does not augur well should we lose our main customers. In addition, the Group's business income will take a huge hit if there is a significant drop in sales of the HDD components. Our HDD customers have been with the Group for more than 25 years which indicates not just a long-term but stable customer relationship. Nevertheless, the hardware design in HDD could change over time due to the evolution of their recording technology to elevate its performance and capacity in order stay relevant in digital data storage market. As part of the Group's risk mitigation strategy, we are diversifying our product range to outweigh the negative impact of being too HDD market centric, thereby lessening the risk of customer concentration at the same time. The set-up and relocation of one-stop solutions center specializing in sheet metal and structure fabrication for equipment manufacturers in Bukit Minyak Industrial Park was completed on 1 July 2019. The investment in Bukit Minyak plant was part of our business diversification strategy to balance our product portfolio, and have contributed positively to the Group's top-line growth in FY2022, a testament to our business acumen made in 2019 to expand the sheet metal and structure fabrication division.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Key Risks relating to the Business and Mitigation (cont'd)

c) Labour Market Risk

The manufacturing industry in Penang, counted as South East Asia's most prominent manufacturing hub is facing an acute labour shortage. Facing difficulty in employing local workers, Dufu has resorted to recruit migrant workers. Changes in migrant workers policies may severely affect migrant workers supply from time to time. The Group's revenue and profitability depends on production output and may be impacted by constraints in the supply of labour.

As a contingency measure, we continue to exert our efforts in workers retention program as well as promoting new hiring by offering competitive remuneration and benefits packages, as well as enhancing staff welfare and providing skill training to enhance career development opportunities for our employee. At the same time, the Group's engineering team is also undertaking continuous feasibility study to reduce labour dependency by developing and installing automated equipment and machinery wherever possible in our manufacturing process.

Trends, Outlook, Future Challenges & Strategy

Back in 2020-2021, the Covid-19 pandemic caused the sudden transition to remote working that jumpstarted a wave of infrastructure demand. This drove cloud investment and the huge demand for data storage devices which indirectly alleviate the Group to deliver record breaking revenue and profits over the last two years prior to FY2022.

Nonetheless, the HDD industry has been facing strong headwinds over the last couple of months before the financial year closing 2022. The Group was faced with weak demand for its HDD components due to inventory adjustments undertaken by consumers, after having accumulated inventory surpluses during the pandemic era. When the pandemic passes, the return to in-person work, schooling, and events, internet services growth has slowed from its Covid-driven surge, so hyperscale datacenters are trimming orders and digesting excess inventories. The drop in memory demand was also fueled by China's Covid lockdowns which stifled its consumer spending in important urban centers of that country. These have resulted in a temporary but substantial slowdown in demand.

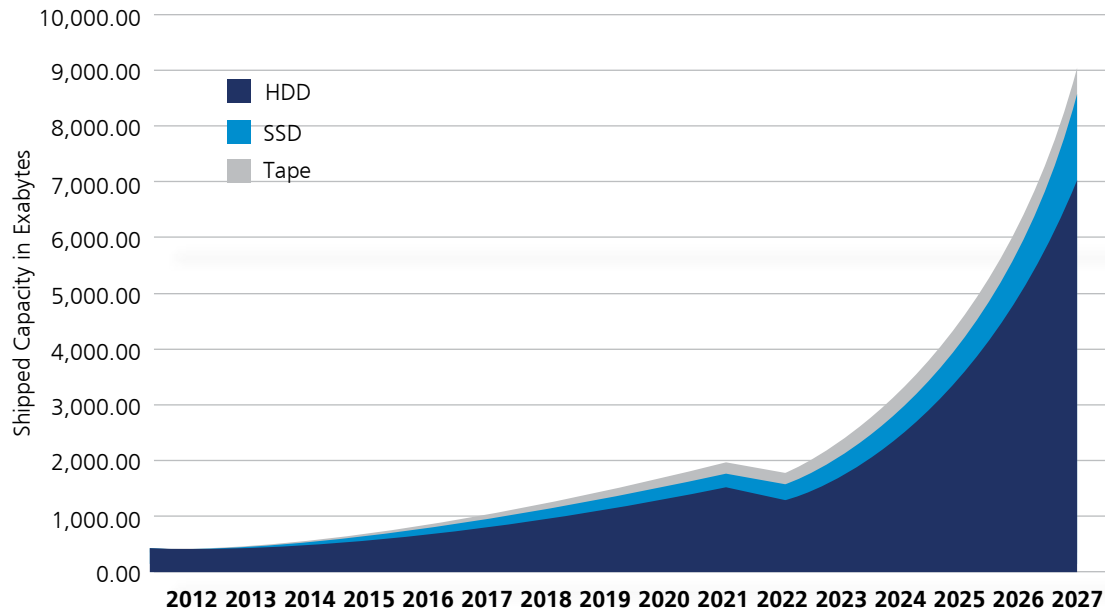
An escalation of the trade war between USA and China which includes stopping the transfer of advanced chip technologies to China is threatening a wider spillover of its effects on the supply chain of the chip-based semiconductor equipment and its related peripherals. Europe's energy crisis conundrum largely due to Russia's war in Ukraine, has disrupted exports of Russian gas to Europe and raised prices everywhere else. The soaring gas prices has hit the European manufacturing sector particularly hard with recession looming, and households facing astronomical energy bills. On top of this, the combined interest rate increases in the USA and later spread to other countries have slowed the global economy, causing consumer confidence to drop. These events have reduced consumer spending worldwide which subsequently triggered spending cuts from players in the cloud segment.

The strong US Dollar, due to the faster-than-expected pace of interest rates hikes by the US Federal Reserve, has been the main factor pulling down most currencies in 2022. Moving into 2023, we are seeing a reversal of a strong US Dollar against the Ringgit which may erode the Group's profit margin. The sustained high borrowing costs and tighter financial conditions could trigger a sharper-than-expected slowdown in the US economy. The global tech downcycle, reflected in lukewarm demand for electronic products is expected to continue in the coming months. Notwithstanding this, the re-opening of China since last December is certainly a good thing for trade and globalization where recession risks is haunting the US and Europe.

We accept the current challenging landscape as part of being in the HDD business, mindful that the weak demand in the last quarter of FY2022 is a temporary setback, and are confident the industry will eventually recover. There has been a continuing improvement in the HDD's areal density. Enhancements in various technological developments such as HAMR (heat-assisted magnetic recording) technology, MAMR (microwave-assisted magnetic recording) and development of dual actuator has helped HDD not only to remain relevant today, but to grow in line with the growth in data storage. Nevertheless, due to the ongoing deterioration in the digital storage market, we anticipate HDD's revenue projection in the first half of 2023 to be slower compared to the corresponding previous period of 2022.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Trends, Outlook, Future Challenges & Strategy (cont'd)



Source: HDD, SSD and Tape Capacity Shipment Trends and Projections COUGHLIN ASSOCIATES IMAGE

The chart above revealed the projection for HDD, Solid State Drive ("SSD") and tape shipments from 2012 through 2027 which was published by Tom Coughlin, a data storage industry analyst and consultant in Forbes on 5 November 2022. Despite a significant drop in total capacity shipments in 2022, growth in capacity shipments is expected for storage devices in 2023, but that depends upon whether the market recovers by early 2023. The expected capacity shipments are forecasted to be back on the upswing in 2024 with HDD continuing to be the main digital storage platform.

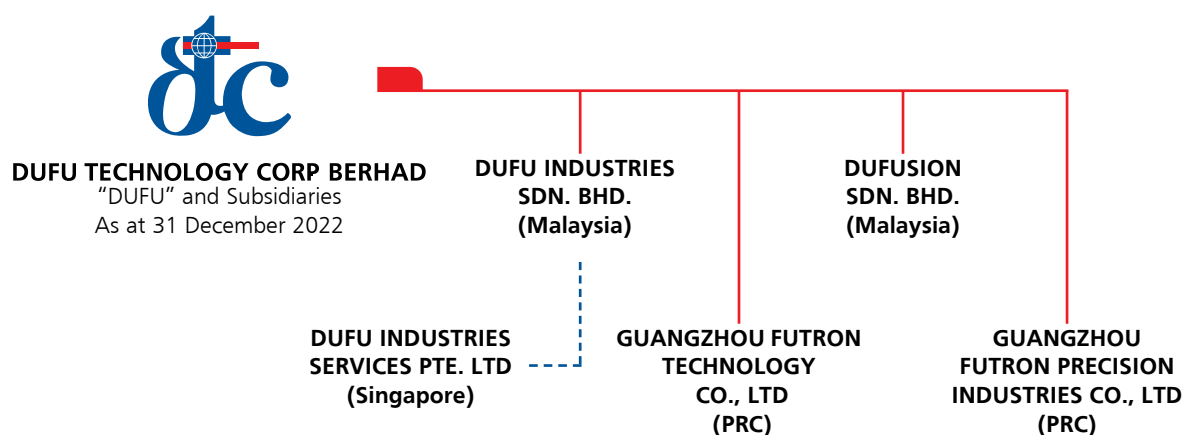
This is also in line with the recent research published on 2 September 2022 by Vantage Market which reported that analysis of the Global Cloud Storage Market (GCSM) size is forecasted to reach USD208.1 billion by 2028. GCSM is expected to grow to exhibit a Compound Annual Growth Rate ("CAGR") of 17.9% during 2022 to 2028. The growth is attributed to rapid urbanization, technological advancement, an increase in investment by developing countries. The key drivers for growth in data volume to drive the demand for new storage capacity include the Internet of Things ("IoT"), remote sensing, and superior video quality like 4K or 8K resolution cameras have collected enormous amounts of data. Therefore, the demand for cloud-based storage and networking technology is more significant than ever. In addition, the increase in the usage of Artificial Intelligence ("AI") is anticipated to enhance the storage demand to develop data security. Furthermore, connected devices and autonomous systems like cars that are self-driving are expected to fuel the implementation of cloud computing services, which include data storage for offering real-time assistance.

Given the demand headwinds at present, our current focus is to strengthen the Group's fundamentals in preparation for the eventual industry recovery, particularly in the critical areas of operational effectiveness and cost rationalization. We have recently refurbished and upgraded our CNC production lines, so when the industry recovers, our machines and facilities are strongly positioned to provide production optimization and improving yields. We have also transfer some of the excess workers in CNC to other departments such as Auto Lathe, Maintenance, Stamping and Sheet Metal fabrication to accommodate for the increasing demand for the process of sheet metal forming and equipment among Original Equipment Manufacturers. We are limiting the functions of outsourcing of CNC cleaning process by keeping in-house not just as costs saving measure, but to give more control over the quality of work that is produced with better competencies. We have also parted with some of our outsourcing partners and taking back direct control of some non-production related activities as part of our cost rationalization exercise. Our actions are necessary to reduce operational cost pressures. So far, our efforts have been bearing fruits as we have kept our costs really down which can be seen from the Group's 4th Quarter FY2022 results where we were still able to achieve a decent gross profit margin despite revenue was heavily beaten downwards.

All in all, the Group will adopt a prudent approach in its business operations and diversify its customer base to expand into non-HDD industries and businesses. Despite the near-term uncertainties, the Group's long-term strategy remains intact which is to continue with its facility expansions in China and Malaysia. Although 2023 is going to be a volatile year for Dufu, these investments are necessary to lead the Group to achieve higher growth in the future.

This statement is made in accordance with the resolution of Board of Directors dated 20 March 2023.

GROUP STRUCTURE



Principal Activities

Dufu Technology Corp. Berhad (Registration No. 200201013949 (581612-A)) is principally involved in investment holding. The subsidiaries of DUFU as at 31 December 2022 are as follows:-

Subsidiary	Country of Incorporation	Ownership Interest	Principal Activity
Dufu Industries Sdn. Bhd. Registration No. 198701006751 (165467-T)	Malaysia	100%	Design, development, manufacture, assembly and trading of die components and precision machining of vice, computer peripherals and parts for hard disk drive.
Guangzhou Futron Technology Co., Ltd (914401017371887143)	People's Republic of China (PRC)	100%	Manufacturing and trading of optics and magnetism driver and parts.
Guangzhou Futron Precision Industries Co., Ltd (91440101MA5CC6TT0A)	People's Republic of China (PRC)	100%	Engaging in metal precision manufacturing and processing parts such as metal components for special equipment for electronics industry, air conditioning compressor accessories, auto parts, etc.
Dufusion Sdn. Bhd. Registration No. 201101020016 (948150-U)	Malaysia	100%	Design, develop, manufacture, fabricate, assembly and trading of precision steel mould, metal products and steel parts, medical industry's chairs and instrument tables, etc.
*Dufu Industries Services Pte. Ltd (200204589D)	Singapore	100%	Processing and trading of high quality computer disk-drive related components.

*A Wholly-Owned Subsidiary of Dufu Industries Sdn. Bhd.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("the Board") of Dufu Technology Corp. Berhad ("Dufu" or "the Company") presents this statement to provide shareholders and investors with an overview of the corporate governance practices of the Company under the leadership of the Board during the financial year 2022 ("FY2022"). This overview takes guidance from the key corporate governance principles as set out in the Malaysian Code on Corporate Governance ("the Code" or "MCCG").

This statement is prepared in compliance with Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Main LR") and it is to be read together with the Corporate Governance Report 2022 of the Company ("CG Report") which is available on the Company's website at www.dufutechnology.com.

The CG Report provides the details on how the Company has applied each Practice as set out in the MCCG during FY2022.

Dufu and its subsidiaries ("Dufu Group") recognises the importance of adopting good corporate governance and acknowledges the importance of the principles set out in the MCCG and is committed to ensure high standards of good corporate governance are in place and practiced within our Group in order to safeguard the shareholders and relevant stakeholders' interests as well as enhancing shareholders' value.

The Board then planned and has continued its efforts in raising the bar in the Group's corporate governance standards set out in the Code through various measures for implementation from time to time.

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

The Board is always mindful of the long-term success of the Company and the delivery of sustainable value to its stakeholders. In discharging its fiduciary duties and leadership functions, the Board govern and set the Company's strategic direction and also exercise oversight on management. The Board will continue to play its role in setting the appropriate tone at the top, providing thought leadership and championing good governance and ethical practices throughout the Group.

Following the top-down strategic planning process adopted by the Group, the Executive Directors will periodically formulate Group's strategy and communicate it down to the organisation for implementation. The Chairman will continue leading the Board in establishing and monitoring good corporate governance practices in the Company by focusing on strategy, governance and compliance.

The Company continues to practice a division of responsibilities between the Chairman and the CEO. Their roles are separated and clearly defined in the Board Charter of the Company. The Board Charter serves as a reference and primary induction literature providing all Board members and Management insights into the fiduciary and leadership functions of the Board. It also clearly sets out the respective roles and responsibilities of the Board, Board Committees, individual directors and Management.

During the FY 2022, the Board has established various board committees to assist the Board in overseeing the affairs of the Company and these Committees have been entrusted with specific responsibilities and authority. The authorities and functions of these Board committees are properly set out in their respective Terms of Reference. The Board last reviewed its Board Charter on 25 February 2022 to keep abreast with changes in regulations and best practices and ensure its effectiveness and relevance to the Board's strategic intent as well as relevant standards of corporate governance. Besides, the Board also sets out the Code of Conduct and Ethics ("CCE") of Dufu which states the standards of responsibility and obligations and promotes fair dealing, integrity and ethical conduct amongst Dufu's Directors and employees. The policies of the CCE covers areas in managing conflicts of interest, preventing abuse of power, business gifts, insider trading and money laundering. The Board has established, reviewed and implemented the policies and procedures on whistleblowing.

A copy of the Board Charter, CCE Policy and Whistle Blowing Policy last reviewed by the Board on 25 February 2022 are available at the Company's website, www.dufutechnology.com.

The Board has in place the Group's Anti-Corruption and Bribery Policy which outlines the Group's commitment to conduct business ethically as well as complying with all applicable laws, including the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018) ("MACC Act") and any of its amendments made by the relevant authority from time to time. The Anti-Corruption and Bribery Policy provides policy guidance to Directors, employees and business associates the way to recognise and deal with any act of corruption and bribery that may arise in the course of daily business and operation activities within the Group. Besides, the Board of Dufu has also approved the Group's Charitable and Sponsorship Policy on 1 June 2020. The Charitable and Sponsorship Policy provides comprehensive guidelines and parameters to aid in responding to the many requests for charitable donations, event sponsorships and in-kind requests received by the Group and the required approval matrix from relevant personnel. Both the Anti-Corruption and Bribery Policy as well as the Charitable and Sponsorship Policy of the Group last reviewed by the Board on 1 November 2022, are available at the Company's website at www.dufutechnology.com.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

The Board is responsible for formulating on-going programmes to promote sustainability, where attention is given to environmental, social and governance aspects of business which underpins sustainability. On 25 February 2022, the Group merged the Sustainability Management Committee and Risk Management Committee of which both of these Committees were previously headed by the CEO and the relevant Heads of Business and Supporting units. These committees were re-designated as Risk Management and Sustainability Working Group (“RMSWG”) after the merger. The Group’s CEO oversees the implementation of the Company’s key strategic sustainability initiatives and is supported by the working group comprises of Department Heads from various departments.

The Risk Management and Sustainability Committee (“RMSC”) which was formed on 25 February 2022 comprises of 4 Independent Directors, CEO and CFO of which the Chairman is led by an Independent Director, Ms Joyce Wong Ai May. The Board is in the opinion that the new changes will be more effective to ensure the Board’s role in considering sustainability matters when exercising its duties of developing and implementing company strategies, business plans, major plans of actions and risk management and that adequate resources, systems and process are in place for managing sustainability matters. The RMSC is tasked to provide oversight and approves strategic initiatives and policies for the sustainability agenda of the Company and reports to the Board regularly. Details of the corporate sustainability of the Group are presented in the Sustainability Report.

The Board of Dufu is supported by two (2) Company Secretaries, both have legal credentials, and are qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016. The Company Secretary plays an important advisory role in advising the Board on statutory and regulatory requirements, particularly on corporate governance issues and ensuring compliance with the relevant acts, rules and regulations.

The Board is updated regularly by the Company Secretaries and management on the training programme available by regulators and professional bodies. The present Board members have attended the following trainings:-

Director	Date	Description
Dato’ Lee, Hui-Ta also known as Li Hui Ta	29 September 2022	Environmental, Social, and Governance (“ESG”) Awareness Seminar
Wu, Mao-Yuan	24 January 2022	Mergers and Acquisitions and Exit Mechanism
	24 January 2022	M&A Negotiation Tactics and Strategies: Case Analysis
Sung, Cheng-Hsi	24 January 2022	Mergers and Acquisitions and Exit Mechanism
	24 January 2022	M&A Negotiation Tactics and Strategies: Case Analysis
Joyce Wong Ai May	24 February 2022	Power Up Your Style For 2022
	8 March 2022	Breaking Biases through Mentoring and Education
	13 May 2022	Risk-Based Audits to Uncover Red Flags
	27 May 2022	The Professional Auditor for Retail Sector
	8 June 2022	Embracing Sustainability
	15 September 2022	Supercharging Modern Accounting
Yin, Chih-Chu also known as Laurence Yin	30 November 2022	Bursa Malaysia Immersive Session: The Board “Agender”
Lee Yoke Khay	20 September 2022	Advocacy Session for Directors and Senior Management of Main Market Listed Issuers

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

The Board's rights to all information pertaining to the Group and independent access to senior management for information and clarification in furtherance of its duties are set out in the Board Charter. Besides, the Board Charter also provides for the Directors, either as a group or individually to seek and obtain independent professional advice where necessary, at the Company's expense, to discharge their duties effectively.

Directors have unrestricted access to senior management for information or updates regarding the Group. Senior management provides Directors with the required information or updates either personally or at meetings. The Board emphasises provision of timely and quality information by management to facilitate effective deliberation and decision-making process. Generally, the Notice of Meeting for the Board of Directors' Meeting and/or respective Committee Meeting are circulated seven (7) days prior to the Meetings.

The Directors are aware of the time commitment expected from them to attend to matters of the Group in general, including attendance at meetings of the Board and Board Committees and other types of meeting. Board meetings, meetings of Board Committees and the Company's AGM for each financial year are scheduled in advance for Directors to plan their schedule ahead. The time table for the proposed Board meetings in the year 2023 was circulated on 1 November 2022.

The Board is satisfied with the level of time commitment given by the Directors in the discharge of their roles and responsibilities as Directors of the Company as evidenced by their attendance at the respective meetings in the FY2022:-

Director	Board Committees						Annual General Meeting
	Board	AC	NC	RC	RMSC	IVC	
Dato' Lee, Hui-Ta also known as Li Hui Ta	4/4	N/A	N/A	N/A	N/A	N/A	1/1
Wu, Mao-Yuan	4/4	N/A	N/A	N/A	N/A	N/A	1/1
Sung, Cheng-Hsi	4/4	4/4	1/1	1/1	2/2	N/A	1/1
Joyce Wong Ai May	4/4	4/4	1/1	1/1	2/2	N/A	1/1
Yin, Chih-Chu also known as Laurence Yin	4/4	4/4	1/1	1/1	2/2	N/A	1/1
Lee Yoke Khay	4/4	4/4	1/1	1/1	2/2	N/A	1/1

II. BOARD COMPOSITION

In order to achieve the intended outcome of the Code, Board decisions are made objectively in the best interests of the Company taking into account diverse perspectives and insights. The Group met most of the recommended practices set out in the Code detailed in the CG Report 2022.

Based on the Policy on Independence of Directors effective on 25 February 2022, the tenure of an Independent Director shall not exceed a cumulative of nine years and shall not be further extended. As it is not contemplated that any Independent Director will continue to serve on the Board as a Non-Independent Director, the Board, through the Nominating Committee ("NC"), shall commence a search for replacement of an outgoing Independent Director prior to the end of the anticipated nine-year term.

The Board acknowledges the importance of Board diversity to the effective functioning of the Board. The Board has adopted a Board Diversity Policy effective from 25 February 2022, which is available on the Company's website. Differences in thought, perspective, knowledge, skills, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender will be considered in determining the optimum Board composition. Directionally, apart from adhering to the Bursa Malaysia Securities Berhad Main Market Listing Requirements to have at least 1 female directors on the Board, the Board will work towards having 30% female directors, and will over time, induct more suitable female directors with the right knowledge and skills to improve the Board composition. Selection of candidates for appointment to the Senior Management will be based on a range of diversity perspective, which includes gender, age, cultural and educational background, professional experience, skills and knowledge. All the decisions associated with career advancement including promotions, transfers, and other assignments in meeting the requirements of the Group are determined based on merits, skills, performance and contribution regardless of age, gender and ethnicity.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

The Board has through its NC conduct the annual assessment on its size and composition. Based on their assessment, the NC was satisfied that the Board comprises a mixture of qualified and experienced directors with diverse experience, background and expertise. The combination of diverse professionals with varied background, experience and expertise in finance and corporate affairs have also enabled the Board to discharge its responsibilities effectively and efficiently.

The skillsets and diversity of the existing Board are as follows:-

Directors	Nationality	Designation	Industry / Background Experience							By Composition						
			Technology	Marketing	Industrial	Corporate	Accounting / Finance	Internal Audit	Law / legal	Age			Ethnic		Gender	
										40 – 49 years	60 – 69 years	70 – 79 years	Chinese	Foreigner	Male	Female
Dato Lee, Hui-Ta also known as Li Hui Ta	Taiwanese	Executive Chairman	√	√	√	√	√				√			√	√	
Wu, Mao- Yuan	Taiwanese	Executive Director	√	√	√	√					√			√	√	
Joyce Wong Ai May	Malaysian	Independent Non-Executive Director		√		√	√	√		√			√			√
Sung, Cheng-Hsi	Taiwanese	Independent Non-Executive Director		√	√	√	√			√				√	√	
Yin, Chih-Chu also known as Laurence Yin	Taiwanese	Independent Non-Executive Director	√	√	√	√	√				√			√	√	
Lee Yoke Khay	Malaysian	Independent Non-Executive Director				√	√		√			√	√		√	

The activities carried out by the NC during FY2022 in discharging its functions are as follows:-

- reviewed the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board;
- reviewed the training needs of the Directors; and
- undertaken review of independency of Independent Directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

III. REMUNERATION

The Board has established the Remuneration Committee ("RC"), comprising Independent Non-Executive Directors, to assist the Board mainly in establishing formal and transparent remuneration policies and procedures to attract and retain Directors. The RC is also entrusted with the role of determining and recommending suitable policies in respect of salary packages for Executive Directors, CEO and Senior Management. The current salary packages comprise a combination of basic salary and a variable performance incentive to attract and retain talent in a competitive environment. The Board formalised its remuneration policies and practices on 25 February 2022. Based on the Directors' and Senior Management Remuneration Policy, Directors' remuneration, fees and meeting allowances are reviewed annually. The Directors' Remuneration Policy and Senior Management's Remuneration Policy are available on the Company's website.

The remuneration of Directors and Senior Management takes into account the demands, complexities and performance of the Company and the Group as well as skills and experience required. The Group's remuneration policies and decisions are made through a transparent and independent process. The policies and procedures are periodically reviewed to ensure it remain competitive and consistent with the Company's business strategy and long-term objectives.

Aggregate remuneration of Directors for the FY2022 categorised into appropriate components are as follows:

Category	Fee RM	Salaries RM	Bonus RM	Allowances RM	Share-based payments RM	Benefits- in-kind RM	Total RM
Executive Directors							
Dato' Lee, Hui-Ta also known as Li Hui Ta							
- Company	42,000	-	-	6,000	-	-	48,000
- Subsidiaries	-	857,616	750,678	-	-	28,000	1,636,294
	<u>42,000</u>	<u>857,616</u>	<u>750,678</u>	<u>6,000</u>	<u>-</u>	<u>28,000</u>	<u>1,684,294</u>
Wu Mao-Yuan							
- Company	42,000	-	-	6,000	-	-	48,000
- Subsidiaries	-	484,550		-	134,402	-	1,632,375
			<u>1,013,423</u>				
	<u>42,000</u>	<u>484,550</u>		<u>6,000</u>	<u>134,402</u>	<u>-</u>	<u>1,680,375</u>
			<u>1,013,423</u>				
Total Executive Directors							
- Company	84,000	-	-	12,000	-	-	96,000
- Subsidiaries	-	1,342,166	1,764,101	-	134,402	28,000	3,268,669
	<u>84,000</u>	<u>1,342,166</u>	<u>1,764,101</u>	<u>12,000</u>	<u>134,402</u>	<u>28,000</u>	<u>3,364,669</u>
Non-Executive Directors							
- Company							
Sung, Cheng- Hsi	42,000	-	-	6,000	-	-	48,000
Joyce Wong Ai May	66,000	-	-	10,000	-	-	76,000
Yin, Chih-Chu also known as Laurence Yin	42,000	-	-	6,000	-	-	48,000
Lee Yoke Khay	42,000	-	-	6,000	-	-	48,000
	<u>192,000</u>	<u>-</u>	<u>-</u>	<u>28,000</u>	<u>-</u>	<u>-</u>	<u>220,000</u>
Total							
- Company	276,000	-	-	40,000	-	-	316,000
- Subsidiaries	-	1,342,166	1,764,101	-	134,402	28,000	3,268,669
	<u>276,000</u>	<u>1,342,166</u>	<u>1,764,101</u>	<u>40,000</u>	<u>134,402</u>	<u>28,000</u>	<u>3,584,669</u>

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit Committee

The Audit Committee (“AC”) comprises solely of Independent Non-Executive Directors. The Chairman of the AC is not the Chairman of the Board. This composition of the AC meets the requirements of paragraph 15.09(1)(a) and (b) of the Main LR.

The Board has put in place a policy that requires a former key audit partner to observe a cooling-off period of at least three financial year ends before being appointed as a member of the AC.

The AC has adopted the Policy for the Assessment of the Suitability and Independence of External Auditors, guided by the factor as provided in the Main LR as well as the Auditors Independence Policy.

II. Risk Management and Internal Control Framework

The Board has overall responsibility for maintaining a sound system of risk management and internal control of the Group that provides reasonable assurance on efficient business operations, compliance with laws and regulations as well as internal procedures and guidelines to achieve corporate objectives.

The AC assists the Board in reviewing the adequacy and operating effectiveness of the system of risk management and internal control in the Group. The AC does this by deploying an independent outsourced internal audit function that conduct internal audit, with findings presented to the AC, including the remedial measures and action plans agreed by Management to address the matters so highlighted. For more details of Internal Audit functions, refer to the Statement on Risk Management and Internal Control which is included in the Company’s Annual Report as well as the Corporate Governance Report FY2022 that is made available on the Company’s website at www.dufutechnology.com.

In assisting the Board, the Risk Management and Sustainability Committee is responsible for overseeing the risk management framework and policies on behalf while Management of the respective business units and subsidiaries is tasked to manage business risks, including developing, implementing, monitoring and mitigating measures to manage such risks to acceptable levels. Details of the Group’s Risk Management framework, activities carried out for the financial year under review and reporting processes are set out in the Statement on Risk Management and Internal Control included in this Annual Report.

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

I. Communication with Stakeholders

Dufu would always ensure there is continuous communication between the Company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations. Presently, the Board and Management of the Company communicate regularly with its shareholders and other stakeholders through the following channels of communication:-

1. Website of Bursa Malaysia Securities Berhad (“Bursa Securities”)
2. Company Website and Investor relationship channel; and
3. Analyst Briefings and correspondence.

II. Conduct of General Meetings

Dufu’s Annual General Meeting (“AGM”) is an important and effective platform for Directors and Senior Management to communicate with the shareholders. Shareholders are able to participate, engage the Board and Senior Management effectively and make informed voting decisions at general meetings.

Dufu dispatches its notice of AGM to shareholders at least 28 days before the AGM. The adequate time given to shareholders allows them to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney.

The 20th AGM of the Company was held at Spice Convention Centre, SPICE, No. 108, Jalan Tun Dr. Awang, 11900, Penang, Malaysia on Thursday, 28 April 2022. An easily accessible location where it is near to Penang International Airport and within driving distance from town centre of Penang Island. After the AGM, the Board allocated a special session for questions and queries with the shareholders. There was active participation by the shareholders and all Directors were present to engage with shareholders.

The Board took note the advantages of electronic voting as promoted by the MCGG. However, the Board is of the opinion that the implementation of the remote shareholders meeting will only be conducted based on various consideration taking account on the number of shareholders and their location and costs involved.

This Statement is made in accordance with the resolution of the Board of Directors dated 20 March 2023.

AUDIT COMMITTEE REPORT

The Board of Directors (“the Board”) presents the Audit Committee (“AC”) report which provides insights into the manner in which the AC discharged its functions for the Group in the financial year ended 31 December 2022 (“FY2022”).

Introduction

The AC was established to assist the Board in fulfilling its responsibilities with respect to its oversight responsibilities. The AC is committed to ensure the integrity of the Group’s financial reporting process, monitoring the management of risk and system of internal control, external and internal audit processes, compliance with legal and regulatory matters and other matters that may be specifically delegated to the AC by the Board.

Composition and Meeting

The present composition of the AC consists of four (4) members of the Board, all of whom are Independent Non-Executive Directors. This meets the requirements of paragraph 15.09(1)(a) and (b) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (“Main LR”). The current composition of the AC are as follows: -

Chairman	Joyce Wong Ai May
Members	Sung, Cheng-Hsi Yin, Chih-Chu also known as Laurence Yin Lee Yoke Khay

Ms. Joyce Wong Ai May, the AC Chairman graduated from University of Tasmania with a Bachelor of Commerce, majoring in Accounting and Finance. She is an Accountant by profession and a member of the Malaysian Institute of Accountants and Certified Practising Accountants, Australia. Her credentials meet the requirements of paragraph 15.09(1)(c) of the Main LR, which stipulates that at least one member of the AC must be a qualified Accountant.

Mr. Sung, Cheng-Hsi is the Chief Financial Officer of a TPEX Company, where he primarily manages the financial risk, financial planning as well as financial reporting to higher management whilst Mr. Yin, Chih-Chu also known as Laurence Yin has vast experience in both financial and industrial-wide knowledge. Mr. Lee Yoke Khay is a practicing advocate & solicitor in profession and is currently a partner of Messrs. Ooi Lee & Co., a legal firm based in Penang. All the AC members are financially literate and able to analyse and interpret financial statements to effectively discharge their duties and responsibilities as AC members.

The Board had on 23 February 2023 assessed the performance of the AC and its members through an annual board committee effectiveness evaluation. The Nominating Committee is satisfied that the AC and its members have discharged their functions, duties and responsibilities in accordance with the AC’s Terms of Reference and supported the Board in ensuring the Group upholds appropriate corporate governance standards.

During the FY2022, the AC had convened four (4) meetings and the details of attendance of each member at the AC meetings are as follows:-

Member	No. of AC Meetings held	No. of AC Meetings attended
Joyce Wong Ai May	4	4
Sung, Cheng-Hsi	4	4
Yin, Chih-Chu also known as Laurence Yin	4	4
Lee Yoke Khay	4	4

The AC meetings were of adequate length to allow the AC to accomplish its agenda with sufficient time to discuss emerging issues.

The AC conducted its meeting in an open and constructive manner and encouraged focused discussion, questioning and expressions of differing opinions. The External Auditors and Internal Auditors attended meetings of the AC to present their reports. As and when necessary, the AC would request the attendance of relevant personnel at its meeting to brief the AC on specific issues. The Chief Financial Officer also attended the AC meetings to present the unaudited quarterly financial statements, as well as other financial reporting related matters for the AC’s deliberation and recommendation to the Board for approval, whereas the Group Chief Executive Officer presented the Group’s outlook and operational update where appropriate.

AUDIT COMMITTEE REPORT (CONT'D)

Composition and Meeting (cont'd)

At each meeting, the Chairman of the AC reported the AC's deliberations and recommendations to the Board. Minutes of each AC meeting were recorded and tabled for confirmation at the following AC meeting and subsequently presented to the Board for notation.

Summary of Activities

In discharging its functions, the AC is guided by the terms of reference, which was approved by the Board and aligned to the provisions of the Main LR, Malaysian Code on Corporate Governance ("MCCG") and other best practices.

The activities of the AC for the FY2022 are summarized as follows:-

Financial Reporting

The AC reviewed the Group's fourth quarterly financial statements and draft financial statements for FY2022 on 23 February 2023.

The Committee also reviewed the first, second and third quarterly financial statements of the Group for the FY2022 and recommended the same to the Board for approval during its AC meetings held on 28 April 2022, 2 August 2022 and 1 November 2022 respectively.

The Committee reviewed and was satisfied that the said quarterly financial statements are prepared in compliance with the Malaysian Financial Reporting Standards ("MFRS") 134: Interim Financial Reporting, IAS 34: Interim Financial Reporting issued by International Accounting Standards Board and the Main LR.

External Auditors

On 25 February 2022, the AC met with the External Auditors without the presence of the Executive Directors and Management to understand the audit status of the financial statements of the Company and Group for FY2021 and the outstanding audit areas as summarized in the Audit Review Memorandum. In compliance with ISA 701: Communicating Key Audit Matters ("KAM") in the Independent Auditor's Report, the External Auditors highlighted the identified KAM and the audit procedures in addressing such KAM to be presented in the Independent Auditors Report for the AC's notation. The AC also deliberated on audit issues raised by the External Auditors and the action plans required to address those issues.

During the Meeting, the AC enquired the External Auditors whether they have encountered any matter/concern/issue during the course of audit including the co-operation rendered by the staff thus far which will in any way cause difficulties to discharge their duties that warrant the AC's attention. The External Auditor, Messrs. Crowe Malaysia PLT ("Crowe") informed that the Management had granted full co-operation to them during their course of audit.

On 25 February 2022, the AC recommended the re-appointment of Crowe as the External Auditors of the Group for the ensuing year ending 31 December 2022, which was approved by the shareholders on its Annual General Meeting held on 28 April 2022.

On 1 November 2022, the External Auditors tabled the Audit Plan prior to the commencement of the audit of the financial statements for FY2022, more particularly outlined the audit approach, areas of audit emphasis, and update of the new accounting standards. The External Auditors also confirmed that they have complied with the requirements for independence as required by their firm's requirements and the provisions of the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards).

In addition to the briefing by the External Auditors, the AC took note on the key changes in the financial reporting standards and updates which are applicable to the Group. Further to the concern raised by the External Auditors, the AC deliberated on key areas of the Group that are subject to improvement to facilitate the smooth and effective progress of the audit review of the Group's financial statements.

The AC had two private meetings on 1 November 2022 and 25 February 2022 with the External Auditors without the presence of the Executive Directors or Management to reinforce the independence of the external audit function of the Company during FY2022.

AUDIT COMMITTEE REPORT (CONT'D)

External Auditors (cont'd)

On 23 February 2023, the AC has undertaken an assessment of the suitability and independence of the External Auditors considering the factors which include adequacy of experience and resources of the firm and the professional staff assigned to the audit, independence, audit fees, Crowe Transparency Report 2022 and the level of non-audit services to be rendered by the External Auditors to the Company, etc. The Board maintains a transparent relationship with the External Auditors.

Based on the assessment, the AC recommended the re-appointment of Crowe as the External Auditors of the Group for the ensuing year ending 31 December 2023 after having satisfied with its audit independence and the performance of Crowe throughout its course of audit for the FY2022, amongst others:-

- satisfied that the quality processes/ performance of the External Auditors;
- able to give adequate technical support when an audit issue arises; and
- adequate experience and resources of Crowe and audit engagements.

Internal Audit Function

The AC is responsible to review and monitor the adequacy and effectiveness of the Group's system of internal control. The review and monitoring of the adequacy and effectiveness of the system of internal control are carried out through the internal audit function.

The Company has outsourced the Internal Audit functions to Eco Asia Advisory Sdn. Bhd. ("Eco Asia"), an independent professional firm as the Internal Auditors for FY2022. During the financial year, Eco Asia carried out a total of four (4) audit assignments comprising eight (8) operating cycles on the Group in accordance with the audit plan. The Internal Auditors issue their internal audit findings and reports to the AC on quarterly basis.

On 25 February 2022, the Internal Audit Plan for year 2022 was tabled for the AC's review and approval. The AC reviewed the Internal Audit Plan which was developed based on the methodology practiced by Eco Asia focusing on the core business processes of the Group. The AC approved the said Plan upon incorporation of the comments from the Committee and advice from the Internal Auditors.

The findings of internal audits including the audit recommendations made by the Internal Auditors and the Management responses to those recommendations are reported directly to the AC. Where appropriate, the AC directed the Management to rectify and improve control and workflow procedures based on the Internal Auditors' recommendations and suggestions for improvements.

Besides, the AC also follow up from time to time the updates and corrective actions by the Management on reported weaknesses reported in the prior quarters.

Risk Management and Internal Control

On 23 February 2023, the AC reviewed the Statement on Risk Management and Internal Control for inclusion in this Annual Report. The Committee is of the opinion that the amount spent in FY2022 is adequate to provide an effective internal audit function.

Employees' Share Option Scheme ("ESOS") Allocation

On 23 February 2023, the AC reviewed and verified the allocation of options pursuant to the ESOS for FY2022 and satisfied that it is in compliance with the criteria set out in the By-Laws and the provision of the Scheme.

This Statement is made in accordance with the resolution of the Board of Directors dated 20 March 2023.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

The Malaysian Code on Corporate Governance requires the Board of Directors ("Board") to establish a sound risk management framework and internal controls system to safeguard shareholders' investments and the assets of the Group. Pursuant to paragraph 15.26 (b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Board of listed issuers is required to include in its Annual Report, a statement on the Group's state of internal control. The Board recognises its responsibilities for and the importance of a sound system of Risk Management and Internal Controls. Set out below is the Board's Statement on Risk Management and Internal Control, which provides an overview of the Group's state of Risk Management and Internal Control system.

Board Responsibility

The Board affirms its overall responsibility in maintaining a sound system of internal control and risk management systems for the Group and recognises the importance of the said sound system that covers not only financial but also operational, compliance and integrity risks and the relevant controls designed to manage these risks on a continuous and systematic basis. Given that there are inherent limitations in any internal control and risk management systems, the system in place is designed to manage risks within tolerable, acceptable and knowledgeable limits in an efficient manner, rather than completely eliminate the risk of failure to achieve business objectives of the Group. The system provides reasonable but not absolute assurance against material misstatements, financial losses, defalcations or fraud. The Audit Committee, Risk Management and Sustainability Committee and Investment Committee have been entrusted with the responsibility of assisting the Board in discharging its fiduciary duties in relation to the management of principal risks and internal controls.

- Audit Committee ("AC")

The AC, which comprises solely of Independent Non-Executive Directors, assists the Board in obtaining the necessary assurance on the adequacy and effectiveness of the Group's Risk Management and Internal Control systems through ongoing and independent reviews carried out by the internal audit function.

- Risk Management and Sustainability Committee ("RMSC")

The RMSC, which comprises of four (4) Independent Non-Executive Directors, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") has been established to oversee risk management and sustainability matters in an integrated manner within the Group. The RMSC is led by an Independent Non-Executive Director, Ms Joyce Wong Ai May. The primary responsibilities of the RMSC are to assist the Board in identifying principal risks on business sustainability strategies and ensuring implementation of determined action plan and adherence to appropriate risk mitigation and sustainability efforts within the Group.

- Investment Committee ("IVC")

The Investment Committee ("IVC"), which comprises majority of Independent Non-Executive Directors, is entrusted with the power/ authority to review, deliberate and approve the acquisition or disposal of investments or assets of the Group.

This statement does not cover associate companies which the Group does not have any direct control. Nevertheless, the Board appointed representatives in the board of associate companies to oversight the business and to update key matters and significant information to the Board.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

KEY COMPONENTS OF INTERNAL CONTROL PROCESSES

Risk Management Framework

The Board has put in a risk management framework and ongoing process to assess the various types of risks, which might have an impact on the profitable operation of the Group's business. These include strategic risk, operational risk, financial risk and project risk. The following outlines the Group's risk management objectives:-

- (a) to assess the principle risks faced, or potential risk exposure by the Group in its business operations and to implement appropriate internal control systems that will mitigate those risks;
- (b) to review the adequacy and integrity of the internal controls in compliance to guidelines, laws and regulations, and to respond to changes of business environment from time to time;
- (c) to weigh business decisions against the philosophy that business risks would be necessarily incurred if the associated rewards are expected to enhance the Group's shareholder value;
- (d) to ensure risks which may have a significant impact upon the Group are identified in a manner which would result in their expeditious treatment;
- (e) to provide an assurance regarding the extent of the Group's compliance with regulatory requirements and the policies and procedures which are in place.

Under the Group's risk management framework, Risk Management and Sustainability Working Group ("RMSWG") and Risk Management and Sustainability Committee ("RMSC") have been formed. The RMSWG is responsible to perform a periodic review, assessment and update of the Risk Register during the quarterly RMSWG meetings. The Group continued enhancing its Enterprise Risk Management ("ERM") system which is an ongoing and systematic process to identify, assess, respond and monitor risks. The RMSWG is led by the Group CEO with the CFO acting as Secretary and Department Heads as its members. The RMSWG is required to identify major business and compliance risks concerning their respective business units, oversees and ensures integration of risk management into their business processes to safeguard the interest of the Group covering sixteen (16) risk areas such as Purchasing, Sales and Marketing, Conversion and Production, Management Information System, Human Resource Management, Cash Management, Finance and Corporate, Inventory Management, Assets Management, Anti-Corruption and Bribery Management, Logistics, General Safety and Security, Intellectual Property, External Environment, Product and Process Development and Quality System. The risks are identified and assessed by employing the following methodologies:

- ❖ Identification of risks by the process owners;
- ❖ Assessment of the likelihood and impact of the risks identified;
- ❖ Evaluating the control strategies in relation to the risks;
- ❖ Formulating action plan to address control deficiencies; and
- ❖ Setting Key Risk Indicators to monitor the risks

Formal database of risks and controls information arising from the quarterly risk assessment exercise shall be captured in the format of risk registers. The identified risks are assessed and rated from low, moderate, significant to high depending upon the severity of consequence and the likelihood of its occurrence and financial impact on the Group's cash flow and profit. The CFO, and where applicable the owner of the respective risk profiles shall present the Group's Risk Report and updates the RMSC on biannual basis the status of the Group's ERM process, changes in risk profiles and their controls currently in place.

Board Meetings

The Board meets at least quarterly and has a formal agenda on matters for discussion. The Executive Chairman leads the presentation of board papers while the Executive Director, where applicable provides explanation of pertinent issues. Additionally, the Chief Executive Officer or Executive Director, where applicable updates the Board on key business and operational issues such as key products result and growth, business plan, corporate affairs and prospects. In arriving at any decision, on recommendation by the Management, a thorough deliberation and discussion by the Board is a prerequisite.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

KEY COMPONENTS OF INTERNAL CONTROL PROCESSES (CONT'D)

Organizational Structure

There exists a clearly defined organisational structure with defined lines of job responsibilities and delegation of authority. This will assist in ensuring that effective communication of risk control objectives as well as establishment of authority and accountability is in accordance with Management criteria.

In addition, the committees made up predominantly of non-executive directors such as AC, Remuneration Committee, Nominating Committee and IVC with defined terms of reference and functions, provide the essential support to the Board.

Internal Policies and Procedures

Internal Policies and Procedures have been developed throughout the Group. The policies and procedures are updated timely to incorporate changes to systems, work environment and guidelines. Testament to our efforts in doing so, the Group's Standard Operating Procedures ("SOP") are aligned and adhered to Responsible Business Alliance ("RBA"), EMS 14001 Environmental Management System, ISO 45001:2018 Occupational Health & Safety Management System and Quality Management System ISO 9001:2015 and IATF 16949:2016 accreditation.

There are also documented Limits of Approving Authority for key aspects of the businesses. This provides a sound framework of authority and accountability within the organisation and facilitates proper corporate decision making at the appropriate level in the organisation's hierarchy. The delegation of limits is subject to periodic review as to its implementation and continuing suitability in meeting the Group's business objectives and operational needs.

Performance Management Framework

Management reports are generated on a regular and consistent basis to facilitate the Board, the Company's and the Group's Management to perform financial and operational reviews on its various business units. The reviews encompass areas such as financial and non-financial Key Performance Index (KPI), variances between standard and operating results and compliance with laws and regulations. The KPI meetings are chaired by the Group Chief Executive Officer and comprises of Senior Management, Department Heads and supporting staff, and is held once a month to assess and measure the performance and risks of various business units. On top of this, the "Management Review" meeting is held once a year.

Internal Audit

The AC is responsible to review and monitor the adequacy and effectiveness of the Group's system of internal control via the internal audit function. The internal audit function assists the AC to achieve the following objectives:

- ❖ assess and report on the effectiveness of the risk management and internal control systems;
- ❖ assess and report the reliability of systems and reporting information;
- ❖ assess and report on the operational efficiency of various business units and departments within the Group and identify cost saving potentials, where practical; and
- ❖ review on compliance with the Group policies, standing instructions and guidelines requested by Management, and applicable laws and regulations.

The Company has outsourced the internal audit functions to Eco Asia Advisory Sdn. Bhd. ("Eco Asia"), an independent professional firm as the Internal Auditors since 2018. During the financial year ended 31 December 2022 ("FY2022"), Eco Asia carried out a total of four (4) audit assignments comprising eight (8) operating cycles on the Group in accordance with their audit plan. The Internal Auditors issue their internal audit findings and reports to the AC on a quarterly basis. The Internal Audit Review Report for FY2022 prepared by Eco Asia covered the review of the Group's three subsidiaries namely Dufu Industries Sdn Bhd ("DISB"), Dufusion Sdn Bhd ("DFS") and Dufu Industries Services Pte. Ltd. ("DISPL") in the following areas:

- General Affairs - DFS
- General Safety and Security - DFS
- Inventory and Sub-contracting Management - DISPL
- Maintenance of Machinery - DISB & DFS
- Management Information System - DFS
- Procurement - DISB
- Sales and Marketing - DISPL

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

KEY COMPONENTS OF INTERNAL CONTROL PROCESSES (CONT'D)

Internal Audit (cont'd)

On 25 February 2022, the Internal Audit Plan for year 2022 was tabled for AC's review and approval. The AC reviewed the Internal Audit Plan which was developed based on the methodology practiced by Eco Asia focusing on the core business processes of the Group. The AC approved the said Plan upon incorporation of the comments from the Committee and advise from the Internal Auditors.

The findings of internal audits including the audit recommendations made by the Internal Auditors and the Management responses to those recommendations are reported directly to the AC. Where appropriate, the AC directed the Management to rectify and improve control and workflow procedures based on the Internal Auditors' recommendations and suggestion for improvements.

Besides, the AC also follow up from time to time the updates and corrective actions by the Management on reported weaknesses reported in the prior quarters.

The total cost incurred for the Internal Audit function for the FY2022 was RM87,853.

REVIEW OF THIS STATEMENT

The Internal Auditor has reported to the AC that all internal control weaknesses identified during the course of its audit assignments for the FY2022 have been, or are being, addressed and that none of the weaknesses have resulted in any material losses, contingencies or uncertainties that require disclosure in the Company's Annual Report.

The Board has received assurance from the Group Chief Executive Officer and the Chief Financial Officer that the Group's Risk Management and Internal Control system is operating adequately and effectively, in all material aspects, based on the Risk Management and Internal Control system of the Group.

Pursuant to Paragraph 15.23 of the Bursa Malaysia Securities Berhad Listing Requirements, the External Auditors have reviewed this Statement for inclusion in the 2022 Annual Report. As set out in their terms of engagement, the limited assurance review was performed in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and Audit and Assurance Practice Guide 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report.

Based on the review by the External Auditors, the External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that this Statement intended to be included in the annual report is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of the Listed Issuers to be set out, nor is this Statement factually inaccurate.

The Board is of the view that the ERM and system of internal controls in place for the FY2022 and up to the date of approval of this report is sound and sufficient to safeguard the shareholders' investment, interests of customers, regulators, employees and other stakeholders of the Group.

This Statement is made in accordance with the resolution of the Board of Directors dated 20 March 2023.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

During the financial year, there were no proceeds raised by the Company from any corporate proposals.

2. AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees incurred for services rendered to the Company and its subsidiaries for the financial year ended 31 December 2022 ("FY2022") by the Company's Auditors, or a firm or company affiliated to the Auditors' firm are as follows:-

Category	Audit Fees (RM)	Non-Audit Fees* (RM)
Company	130,000	12,500
Subsidiaries	120,000	21,000
Total	250,000	33,500

*The non-audit services rendered were in respect of review of the Statement on Risk Management and Internal Control and tax fee.

3. EMPLOYEES' SHARE SCHEME

The shareholders of the Company had via its Extraordinary General Meeting held on 12 June 2019, amongst others, approved the establishment, implementation and administration of an Employees' Share Option Scheme ("ESOS") of up to 10% of the total number of issued shares of the Company at any point of time during the duration of the ESOS for eligible Executive Directors and Employees of the Company and its subsidiaries. The implementation of the ESOS is effective from 17 June 2019 and shall expire on 16 June 2024.

The total number of ESOS granted, forfeited, exercised and outstanding during FY2022 are set out below:-

Category	Number of ESOS as at 31 December 2022				
	Balance as at 1 January 2022	Granted	Exercised	Lapse / Forfeited	Balance as at 31 December 2022
Directors	98,500	170,000	-	-	268,500
Chief Executive Officer	620,000	212,000	(500,000)	-	332,000
Employees	2,244,000	1,718,000	(800,000)	(91,000)	3,071,000
Total	2,962,500	2,100,000	(1,300,000)	(91,000)	3,671,500

Pursuant to the Company's ESOS, not more than 50% of the options available under the scheme shall be allotted, in aggregate, to the Executive Directors and Senior Management. Since the commencement of the scheme, 39.3% of the options available under the scheme have been granted to Executive Directors and Senior Management.

MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

There were no material contracts entered into by the Company and its subsidiaries involving the Directors, Chief Executive Officer (who is not a director or major shareholders) and Major Shareholders' interests, either still subsisting at the end of the financial year or, if not then subsisting, entered into since the end of the previous financial year.

STATEMENT ON DIRECTORS' RESPONSIBILITIES

Pursuant to Paragraph 15.26(a) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements

The Directors are responsible to ensure that the financial statements of the Group and the Company are properly drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards, the provisions of the Companies Act 2016 in Malaysia ("the Act") and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, so as to give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year and of the financial performance and cash flows of the Group and the Company for the financial year then ended.

In preparing these financial statements, the Directors have considered the following:-

- That the Group and the Company have used appropriate accounting policies, and these are applied consistently;
- That reasonable and prudent judgements and estimates were made;
- That the approved accounting standards in Malaysia have been adopted; and
- That the financial statements have been prepared on a going concern basis.

The Directors have general responsibility for taking such steps that are reasonably available to them to safeguard the assets of the Group and of the Company, and to prevent and detect fraud and other irregularities.

This statement is made in accordance with the resolution of the Board of Directors dated 20 March 2023.

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DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and the Company for the financial year ended 31 December 2022.

Principal activities

The principal activity of the Company is that of investment holding. The principal activities and other details of the subsidiaries are disclosed in Note 7 to the financial statements.

Results

	Group RM	Company RM
Profit for the financial year	<u>67,013,344</u>	<u>42,946,651</u>

Dividends

During the financial year, the Company paid the following dividends:-

	RM
Final single tier dividend of 5.00 sen per share in respect of the financial year ended 31 December 2021	26,458,212
Interim single tier dividend of 2.50 sen per share in respect of the financial year ended 31 December 2022	<u>13,247,856</u>
	<u>39,706,068</u>

A final single tier dividend of 4.00 sen per share in respect of the financial year ended 31 December 2022 will be proposed for shareholders' approval at the forthcoming annual general meeting.

Reserves and provisions

All material transfers to or from reserves or provisions during the financial year have been disclosed in the financial statements.

Issue of shares or debentures

During the financial year, the Company issued 1,300,000 new ordinary shares pursuant to the Employees' Share Option Scheme ("ESOS") as follows:-

Number of shares	Exercise price RM	Cash consideration RM
<u>1,300,000</u>	0.695	<u>903,500</u>

The Company did not issue any debentures during the financial year.

DIRECTORS' REPORT (CONT'D)

Share options

The shareholders of the Company, by a resolution passed at the Extraordinary General Meeting held on 12 June 2019, approved the ESOS of the Company. The ESOS became effective on 17 June 2019.

The principal features of the ESOS are disclosed in Note 18 to the financial statements.

The movements in the number of options during the financial year are as follows:-

Grant date	Exercise price RM	Number of options over ordinary shares				
		Balance at 1.1.2022	Granted	Exercised	Forfeited	Balance at 31.12.2022
1 July 2019	0.695	1,763,000	0	(1,300,000)	0	463,000
6 October 2021	3.780	1,199,500	0	0	(62,000)	1,137,500
1 March 2022	2.570	0	2,100,000	0	(29,000)	2,071,000
		2,962,500	2,100,000	(1,300,000)	(91,000)	3,671,500

Bad and doubtful debts

Before the financial statements were prepared, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts, and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would render the amount written off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent.

Current assets

Before the financial statements were prepared, the directors took reasonable steps to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records have been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to current assets in the financial statements misleading.

Valuation methods

At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing methods of valuation of assets or liabilities of the Group or the Company misleading or inappropriate.

Contingent and other liabilities

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

- (i) any charge on the assets of the Group or 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 which has arisen since the end of the financial year.

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, in the opinion of the directors, will or may affect the ability of the Group or the Company to meet their obligations when they fall due.

DIRECTORS' REPORT (CONT'D)

Change of circumstances

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading.

Items of an unusual nature

The results of the operations of the Group and the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

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, in the opinion of the directors, to affect substantially the results of the operations of the Group or the Company for the financial year in which this report is made.

Directors

The directors in office since the beginning of the financial year are:-

Directors of the Company

Dato' Lee, Hui-Ta also known as Li Hui Ta
Wu, Mao-Yuan
Sung, Cheng-Hsi
Joyce Wong Ai May
Yin, Chih-Chu also known as Laurence Yin
Lee Yoke Khay

Directors of subsidiaries (other than directors of the Company)

Yeoh Beng Hooi
Wong Ser Yian
Lee, Wen-Jung (resigned on 6.12.2022)
Tay Lon @ Tay Tong Loon (ceased on 30.8.2022 upon dissolution of subsidiary)
Nah Ren Howe (ceased on 30.8.2022 upon dissolution of subsidiary)

DIRECTORS' REPORT (CONT'D)

Directors' interests

According to the register of directors' shareholdings, the interests in shares in the Company of the directors in office at the end of the financial year are as follows:-

Name of director	Number of ordinary shares					
	Balance at 1.1.2022	Direct interest		Balance at 31.12.2022	Deemed interest	
		Allotted/ Bought	(Sold)		Balance at 1.1.2022	Balance at 31.12.2022
Dato' Lee, Hui-Ta also known as Li Hui Ta	49,635,698	0	0	49,635,698	56,410,000*	56,410,000*
Wu, Mao-Yuan	18,949,000	370,000	0	19,319,000	0	0
Sung, Cheng-Hsi	52,000	5,300	0	57,300	0	0

Name of Director	Number of options over ordinary shares			
	Balance at 1.1.2022	Granted	Exercised	Balance at 31.12.2022
Wu, Mao-Yuan	98,500	170,000	0	268,500

* Deemed interest by virtue of shares held by company in which the director has interest

By virtue of his interests in shares in the Company, Dato' Lee, Hui-Ta also known as Li Hui Ta is deemed to have interests in shares in the subsidiaries to the extent of the Company's interests, pursuant to Section 8 of the Companies Act 2016.

Directors' benefits

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than the directors' remuneration as disclosed in Note 20 to the financial statements) 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.

Neither during nor at the end of the financial year, was the Company a party to any arrangement, apart from the Company's ESOS, whose object is 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 for directors and officers

During the financial year, the total amount of indemnity coverage and insurance premium paid for the directors and certain officers of the Group and the Company were RM10,000,000 and RM17,580 respectively.

Auditors

The auditors, Crowe Malaysia PLT, have expressed their willingness to continue in office. The auditors' remuneration is disclosed in Note 22 to the financial statements. The Company has agreed to indemnify the auditors of the Company as permitted under Section 289 of the Companies Act 2016. No payment has been made to indemnify the auditors during the financial year.

Signed in accordance with a resolution of the directors dated 20 March 2023

Dato' Lee, Hui-Ta also known as Li Hui Ta

Wu, Mao-Yuan

STATEMENT BY DIRECTORS

In the opinion of the directors, the financial statements set out on pages 101 to 147 give a true and fair view of the financial position of the Group and the Company as at 31 December 2022 and of their financial performance and 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.

Signed in accordance with a resolution of the directors dated 20 March 2023

Dato' Lee, Hui-Ta also known as Li Hui Ta

Wu, Mao-Yuan

STATUTORY DECLARATION

I, David Khoo Chong Beng (MIA membership no.: 20159), being the officer primarily responsible for the financial management of Dufu Technology Corp. Berhad, do solemnly and sincerely declare that the financial statements set out on pages 101 to 147 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed David Khoo Chong Beng at George Town in the State of Penang on this 20 March 2023

David Khoo Chong Beng
Chief Financial Officer

Before me

Shamini A/P M Shanmugam
No. P157
Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

To The Members Of Dufu Technology Corp. Berhad

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Dufu Technology Corp. Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 101 to 147.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and the Company as at 31 December 2022, and of their financial performance and 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 are independent of the Group and 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"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
<p><u>Valuation of inventories (Refer to Notes 3 and 11 to the financial statements)</u></p> <p>The Group carries significant inventories. The assessment of inventory write-downs due to excess quantities, obsolescence and decline in net realisable value below cost involves judgements and estimation uncertainty in forming expectations about future sales and demands.</p>	<p>Our audit procedures included, among others:-</p> <ul style="list-style-type: none"> • Obtaining an understanding of:- <ul style="list-style-type: none"> • the Group's inventory management process; • how the Group identifies and assesses inventory write-downs; and • how the Group makes the accounting estimates for inventory write-downs. • Reviewing the ageing analysis of inventories and testing the reliability thereof. • Examining the perpetual records for inventory movements and to identify slow moving aged items. • Making inquiries of management regarding the action plans to clear slow moving aged and obsolete inventories. • Reviewing the net realisable value of major inventories. • Evaluating the reasonableness and adequacy of the allowance for inventories recognised for identified exposures.

INDEPENDENT AUDITORS' REPORT

To The Members Of Dufu Technology Corp. Berhad (CONT'D)

Key audit matters (cont'd)

Key audit matter	How our audit addressed the key audit matter
<p><u>Impairment of receivables (Refer to Notes 3 and 12 to the financial statements)</u></p> <p>The Group carries significant receivables and is subject to major credit risk exposure. The Group recognises loss allowance for expected credit losses on receivables based on an assessment of credit risk. Such assessment involves judgements and estimation uncertainty in analysing information about past events, current conditions and forecasts of future economic conditions.</p>	<p>Our audit procedures included, among others:-</p> <ul style="list-style-type: none"> • Obtaining an understanding of:- <ul style="list-style-type: none"> • the Group's control over the receivable collection process; • how the Group identifies and assesses the impairment of receivables; and • how the Group makes the accounting estimates for impairment. • Reviewing the ageing analysis and past due status of receivables and testing the reliability thereof. • Reviewing the subsequent cash collections for major receivables and overdue amounts. • Making inquiries of management regarding the action plans to recover overdue amounts. • Comparing and challenging management's view on the recoverability of overdue amounts to historical patterns of collections. • Reviewing the computation of historical observed default rates and adjustment for forward-looking estimates used to develop the provision matrix. • Evaluating the reasonableness and adequacy of the resulting loss allowance recognised.

We have determined that there are no key audit matters to communicate in our report in respect of the audit of the financial statements of the Company.

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 the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and 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 the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and 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 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 the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT

To The Members Of Dufu Technology Corp. Berhad (CONT'D)

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and 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.

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 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 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 the Company, including the disclosures, and whether the financial statements of the Group and the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance 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 the Company of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITORS' REPORT

To The Members Of Dufu Technology Corp. Berhad (CONT'D)

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 7 to the financial statements.

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.

Crowe Malaysia PLT

201906000005 (LLP0018817-LCA) & AF 1018

Chartered Accountants

Date: 20 March 2023

Penang

Eddy Chan Wai Hun

02182/10/2023 J

Chartered Accountant

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2022

	Note	2022 RM	2021 RM
Non-current assets			
Property, plant and equipment	4	120,005,743	78,454,269
Investment properties	5	0	7,730,957
Right-of-use assets	6	19,614,320	15,623,877
Investment in associate	8	8,767,268	7,755,209
Investments in club memberships	9	42,001	44,140
Deferred tax assets	10	1,026,647	693,222
		<u>149,455,979</u>	<u>110,301,674</u>
Current assets			
Inventories	11	95,190,846	76,577,736
Receivables	12	58,870,058	98,765,432
Prepayments		12,615,434	14,987,387
Current tax assets		361,055	484,383
Cash and cash equivalents	13	107,905,347	85,009,762
		<u>274,942,740</u>	<u>275,824,700</u>
Current liabilities			
Payables	14	19,406,533	47,719,012
Loans and borrowings	15	9,541,970	8,769,295
Lease liabilities	16	394,709	364,424
Contract liabilities	17	1,789,717	404,521
Current tax liabilities		3,649,387	6,683,217
		<u>34,782,316</u>	<u>63,940,469</u>
Net current assets		240,160,424	211,884,231
Non-current liabilities			
Loans and borrowings	15	46,930,593	8,262,736
Lease liabilities	16	277,153	655,105
Deferred tax liabilities	10	1,711,319	1,187,728
		<u>48,919,065</u>	<u>10,105,569</u>
Net assets		<u>340,697,338</u>	<u>312,080,336</u>
Equity			
Share capital	18	106,670,953	105,256,293
Treasury shares	18	(3,452,490)	(3,452,490)
Currency translation reserve		7,534,197	8,769,257
Share option reserve		3,494,601	2,364,475
Statutory reserve		5,993,838	5,264,988
Reverse acquisition reserve		(24,110,002)	(24,110,002)
Retained profits		244,566,241	217,987,815
Total equity		<u>340,697,338</u>	<u>312,080,336</u>

The annexed notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the financial year ended 31 December 2022

	Note	2022 RM	2021 RM
Revenue	19	304,028,887	352,736,235
Interest income		679,400	548,237
Other income		20,309,383	9,457,103
Amortisation and depreciation		(11,426,094)	(10,643,226)
Changes in inventories of work-in-progress and finished goods		11,679,488	3,786,325
Purchase of work-in-progress and finished goods		(9,840,532)	(6,757,490)
Raw materials consumed		(71,921,666)	(85,079,684)
Employee benefits expense	20	(66,582,773)	(75,582,323)
Finance costs		(234,032)	(328,926)
Impairment losses on financial assets	21	(161,925)	(92,278)
Other expenses		(93,052,335)	(96,146,854)
Share of associate's profit		1,068,289	2,072,058
Profit before tax	22	<u>84,546,090</u>	<u>93,969,177</u>
Tax expense	23	(17,532,746)	(20,283,217)
Profit for the financial year		<u>67,013,344</u>	<u>73,685,960</u>
Other comprehensive income:-			
<i>Item that may be reclassified subsequently to profit or loss:-</i>			
- Currency translation differences for foreign operations		(1,235,060)	4,857,496
Other comprehensive income for the financial year		<u>(1,235,060)</u>	<u>4,857,496</u>
Comprehensive income for the financial year		<u>65,778,284</u>	<u>78,543,456</u>
Earnings per share:-	24		
- Basic (sen)		<u>12.66</u>	<u>14.05</u>
- Diluted (sen)		<u>12.64</u>	<u>13.91</u>

The annexed notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the financial year ended 31 December 2022

	Non-distributable					Distributable		Total equity RM
	Share capital RM	Treasury shares RM	Currency translation reserve RM	Share option reserve RM	Statutory reserve* RM	Reverse acquisition reserve RM	Retained profits RM	
Balance at 1 January 2021	97,263,464	(3,452,490)	3,911,761	2,559,960	4,235,268	(24,110,002)	175,424,480	255,832,441
Share-based payments	0	0	0	2,692,569	0	0	0	2,692,569
Issue of shares pursuant to Employee's Share Option Scheme	7,992,829	0	0	(2,888,054)	0	0	0	5,104,775
Dividends (Note 25)	0	0	0	0	0	0	(30,092,905)	(30,092,905)
Total transactions with owners	7,992,829	0	0	(195,485)	0	0	(30,092,905)	(22,295,561)
Profit for the financial year	0	0	0	0	0	0	73,685,960	73,685,960
Currency translation differences for foreign operations (representing other comprehensive income for the financial year)	0	0	4,857,496	0	0	0	0	4,857,496
Comprehensive income for the financial year	0	0	4,857,496	0	0	0	73,685,960	78,543,456
Transfer to statutory reserve	0	0	0	0	1,029,720	0	(1,029,720)	0
Balance at 31 December 2021	105,256,293	(3,452,490)	8,769,257	2,364,475	5,264,988	(24,110,002)	217,987,815	312,080,336
Share-based payments	0	0	0	1,641,286	0	0	0	1,641,286
Issue of shares pursuant to Employees' Share Option Scheme	1,414,660	0	0	(511,160)	0	0	0	903,500
Dividends (Note 25)	0	0	0	0	0	0	(39,706,068)	(39,706,068)
Total transactions with owners	1,414,660	0	0	1,130,126	0	0	(39,706,068)	(37,161,282)
Profit for the financial year	0	0	0	0	0	0	67,013,344	67,013,344
Currency translation differences for foreign operations (representing other comprehensive income for the financial year)	0	0	(1,235,060)	0	0	0	0	(1,235,060)
Comprehensive income for the financial year	0	0	(1,235,060)	0	0	0	67,013,344	65,778,284
Transfer to statutory reserve	0	0	0	0	728,850	0	(728,850)	0
Balance at 31 December 2022	106,670,953	(3,452,490)	7,534,197	3,494,601	5,993,838	(24,110,002)	244,566,241	340,697,338

* This represents the cumulative amount transferred from the retained profits of a subsidiary under the statutory requirements of the People's Republic of China.

The annexed notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the financial year ended 31 December 2022

	Note	2022 RM	2021 RM
Cash flows from operating activities			
Profit before tax		84,546,090	93,969,177
Adjustments for:-			
Amortisation and depreciation		11,426,094	10,643,226
Fair value gains on financial instruments		(155,567)	(126,493)
Gain on disposal of property, plant and equipment		(117,355)	(12,904)
Gain on disposal of right-of-use assets		0	(58,734)
Impairment losses on financial assets		161,925	92,278
Interest expense		234,032	328,926
Interest income		(679,400)	(548,237)
Inventories written down		3,768,222	195,958
Property, plant and equipment written off		6,298	2,332
Share of associate's profit		(1,068,289)	(2,072,058)
Share-based payments		1,641,286	2,692,569
Unrealised loss/(gain) on foreign exchange		2,097,845	(109,326)
Operating profit before working capital changes		101,861,181	104,996,714
Changes in:-			
Inventories		(22,287,752)	(22,783,857)
Receivables		38,426,995	(9,457,829)
Prepayments		2,371,953	(11,989,834)
Payables		(28,182,820)	16,801,429
Contract liabilities		1,385,196	(496,930)
Cash generated from operations		93,574,753	77,069,693
Tax paid		(20,476,097)	(19,089,768)
Tax refunded		150,292	555,247
Net cash from operating activities		73,248,948	58,535,172
Cash flows from investing activities			
Acquisition of property, plant and equipment		(51,615,640)	(31,925,411)
Dividend received from associate		153,088	0
Interest and fund distributions received		834,967	674,730
Proceeds from disposal of property, plant and equipment		150,075	53,310
Proceeds from disposal of right-of-use-assets		0	198,362
Subscription for shares in associate		0	(1,449,330)
Net cash used in investing activities		(50,477,510)	(32,448,339)

The annexed notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

as at 31 December 2022 (CONT'D)

	Note	2022 RM	2021 RM
Cash flows from financing activities			
Dividends paid		(39,706,068)	(30,092,905)
Drawdown of term loans	26	41,762,145	767,210
Interest paid		(234,032)	(328,926)
Issue of shares		903,500	5,104,775
Net increase in short-term loans and borrowings	26	905,986	1,444,085
Payment of lease liabilities	26	(367,658)	(579,734)
Repayment of term loans	26	(1,836,402)	(1,613,235)
Net cash from/(used in) financing activities		1,427,471	(25,298,730)
Currency translation differences		(1,298,086)	4,129,587
Net increase in cash and cash equivalents		22,900,823	4,917,690
Cash and cash equivalents brought forward		84,846,024	79,928,334
Cash and cash equivalents carried forward	13	<u>107,746,847</u>	<u>84,846,024</u>

The annexed notes form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION

as at 31 December 2022

	Note	2022 RM	2021 RM
Non-current assets			
Investments in subsidiaries	7	144,994,825	133,722,114
Investment in associate	8	7,593,330	7,593,330
		<u>152,588,155</u>	<u>141,315,444</u>
Current assets			
Current tax assets		90,615	72,605
Cash and cash equivalents	13	2,903,992	8,410,245
		<u>2,994,607</u>	<u>8,482,850</u>
Current liabilities			
Payables	14	376,230	377,131
		<u>376,230</u>	<u>377,131</u>
Net current assets		2,618,377	8,105,719
Net assets		<u>155,206,532</u>	<u>149,421,163</u>
Equity			
Share capital	18	106,670,953	105,256,293
Treasury shares	18	(3,452,490)	(3,452,490)
Share option reserve		3,494,601	2,364,475
Retained profits		48,493,468	45,252,885
Total equity		<u>155,206,532</u>	<u>149,421,163</u>

The annexed notes form an integral part of these financial statements.

STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022 RM	2021 RM
Revenue	19	43,670,098	44,935,300
Interest income		419	326
Reversal of impairment losses on investment in associate		0	2,544,466
Reversal of impairment losses on investments in subsidiaries		0	789,677
Other income		155,674	126,600
Employee benefits expense	20	(316,000)	(301,000)
Other expenses		(546,530)	(432,042)
Profit before tax	22	42,963,661	47,663,327
Tax expense	23	(17,010)	0
Profit for the financial year		42,946,651	47,663,327
Other comprehensive income for the financial year		0	0
Comprehensive income for the financial year		42,946,651	47,663,327

The annexed notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Share capital RM	Treasury shares RM	Non-	Distributable	Total equity RM
			distributable	Distributable	
	Share option reserve RM	Retained profits RM			
Balance at 1 January 2021	97,263,464	(3,452,490)	2,559,960	27,682,463	124,053,397
Share-based payments	0	0	2,692,569	0	2,692,569
Issue of shares pursuant to Employees' Share Option Scheme	7,992,829	0	(2,888,054)	0	5,104,775
Dividends (Note 25)	0	0	0	(30,092,905)	(30,092,905)
Total transactions with owners	7,992,829	0	(195,485)	(30,092,905)	(22,295,561)
Profit (representing comprehensive income) for the financial year	0	0	0	47,663,327	47,663,327
Balance at 31 December 2021	105,256,293	(3,452,490)	2,364,475	45,252,885	149,421,163
Share-based payments	0	0	1,641,286	0	1,641,286
Issue of shares pursuant to Employees' Share Option Scheme	1,414,660	0	(511,160)	0	903,500
Dividends (Note 25)	0	0	0	(39,706,068)	(39,706,068)
Total transactions with owners	1,414,660	0	1,130,126	(39,706,068)	(37,161,282)
Profit (representing comprehensive income) for the financial year	0	0	0	42,946,651	42,946,651
Balance at 31 December 2022	106,670,953	(3,452,490)	3,494,601	48,493,468	155,206,532

The annexed notes form an integral part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022 RM	2021 RM
Cash flows from operating activities			
Profit before tax		42,963,661	47,663,327
Adjustments for:-			
Dividend income		(43,670,098)	(44,935,300)
Fair value gains on financial instruments		(155,567)	(126,493)
Interest income		(419)	(326)
Loss on dissolution of subsidiary		20,342	0
Reversal of impairment losses on investment in associate		0	(2,544,466)
Reversal of impairment losses on investments in subsidiaries		0	(789,677)
Operating loss before working capital changes		(842,081)	(732,935)
Changes in:-			
Payables		(901)	198,265
Cash absorbed by operations		(842,982)	(534,670)
Tax paid		(18,010)	(21,188)
Net cash used in operating activities		(860,992)	(555,858)
Cash flows from investing activities			
Capital distribution from subsidiary		348,233	0
Dividends received		43,653,088	59,761,350
Interest and fund distributions received		155,986	126,819
Subscription for shares in associate		0	(1,449,330)
Subscription for shares in subsidiaries		(10,000,000)	(28,761,350)
Net cash from investing activities		34,157,307	29,677,489
Cash flows from financing activities			
Dividends paid		(39,706,068)	(30,092,905)
Issue of shares		903,500	5,104,775
Net cash used in financing activities		(38,802,568)	(24,988,130)
Net (decrease)/increase in cash and cash equivalents		(5,506,253)	4,133,501
Cash and cash equivalents brought forward		8,410,245	4,276,744
Cash and cash equivalents carried forward	13	2,903,992	8,410,245

The annexed notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

1. General information

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

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 7.

The registered office of the Company is located at 57-G, Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Bayan Lepas, Penang, Malaysia and its principal place of business is located at 19, Hilir Sungai Keluang 2, Taman Perindustrian Bayan Lepas, Fasa IV, 11900 Bayan Lepas, Penang, Malaysia.

The consolidated financial statements set out on pages 101 to 105 together with the notes thereto cover the Company and its subsidiaries ("Group") and the Group's interest in an associate. The separate financial statements of the Company set out on pages 106 to 109 together with the notes thereto cover the Company solely.

The presentation currency of the financial statements is Ringgit Malaysia ("RM").

The financial statements were authorised for issue in accordance with a resolution of the directors dated 20 March 2023.

2. Significant accounting policies

2.1 Basis of preparation of financial statements

The financial statements of the Group and the Company are prepared under the historical cost convention, modified to include other bases of measurement as disclosed in other sections of the significant accounting policies, and in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

The following MFRSs became effective for the financial year under review:-

MFRS	Effective for annual periods beginning on or after
<i>Amendments to MFRS 3 Reference to the Conceptual Framework</i>	1 January 2022
<i>Amendments to MFRS 116 Property, Plant and Equipment - Proceeds before Intended Use</i>	1 January 2022
<i>Amendments to MFRS 137 Onerous Contracts - Cost of Fulfilling a Contract</i>	1 January 2022
<i>Annual Improvements to MFRS Standards 2018 - 2020</i>	1 January 2022

The initial application of the above MFRSs did not have any significant impacts on the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.1 Basis of preparation of financial statements (cont'd)

The Group and the Company have not applied the following MFRSs which have been issued as at the end of the reporting period but are not yet effective:-

MFRS (issued as at the end of the reporting period)	Effective for annual periods beginning on or after
MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 10 and MFRS 128 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred
Amendments to MFRS 16 <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendment to MFRS 17 <i>Initial Application of MFRS 17 and MFRS 9 - Comparative Information</i>	1 January 2023
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2023
Amendments to MFRS 101 <i>Disclosure of Accounting Policies</i>	1 January 2023
Amendments to MFRS 101 <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to MFRS 108 <i>Definition of Accounting Estimates</i>	1 January 2023
Amendments to MFRS 112 <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023

Management foresees that the initial application of the above MFRSs will not have any significant impacts on the financial statements.

2.2 Business combinations

A business combination is a transaction or other event in which an acquirer obtains control of one or more businesses. A business is an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income (such as dividends or interest) or generating other income from ordinary activities. If the assets acquired are not a business, the transaction or other event is accounted for as an asset acquisition.

Business combinations are accounted for using the acquisition method. Under the acquisition method, the consideration transferred, the identifiable assets acquired and the liabilities assumed are measured at their acquisition-date fair values. The components of non-controlling interests that are present ownership interests are measured at the present ownership instruments' proportionate share in the recognised amounts of the identifiable net assets acquired. All other components of non-controlling interests are measured at their acquisition-date fair values. In a business combination achieved in stages, the previously held equity interest in the acquiree is remeasured at its acquisition-date fair value and any resulting gain or loss is recognised in profit or loss. All acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss as incurred.

Goodwill at the acquisition date is measured as the excess of (a) over (b) below:-

- (a) the aggregate of:-
- (i) the acquisition-date fair value of the consideration transferred;
 - (ii) the amount of any non-controlling interests; and
 - (iii) in a business combination achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.2 Business combinations (cont'd)

- (b) the net of the acquisition-date fair values of the identifiable assets acquired and the liabilities assumed.

Goodwill is recognised as an asset at the aforementioned amount less accumulated impairment losses, if any. The impairment policy is disclosed in Note 2.10. When the above (b) exceeds (a), the excess represents a bargain purchase gain and, after reassessment, is recognised in profit or loss.

2.3 Basis of consolidation

A subsidiary is an entity that is controlled by another entity. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

A subsidiary is consolidated from the acquisition date, being the date on which control is obtained, and continues to be consolidated until the date when control is lost. Intragroup balances, transactions, income and expenses are eliminated in full on consolidation. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. All changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Upon loss of control of a subsidiary, the assets (including any goodwill) and liabilities of, and any non-controlling interests in the subsidiary are derecognised. All amounts recognised in other comprehensive income in relation to the subsidiary are accounted for on the same basis as would be required if the related assets or liabilities had been directly disposed of. Any consideration received and any investment retained in the former subsidiary are recognised at their fair values. The resulting difference is then recognised as a gain or loss in profit or loss.

2.4 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. The impairment policy is disclosed in Note 2.10.

Capital work-in-progress is not depreciated. Other property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets using the following annual rates:-

Buildings	5% - 6.67%
Plant and machinery	10%
Furniture, fixtures and office equipment	5% - 33%
Renovation and electrical installation	10% - 33%
Motor vehicles	10% - 25%

The residual value, useful life and depreciation method of an asset are reviewed at least at the end of each reporting period and any changes in expectations from previous estimates are accounted for prospectively as changes in accounting estimates.

2.5 Investment properties

Investment property is property held (by the owner or the lessee as a right-of-use asset) to earn rentals or for capital appreciation or both. Investment property is stated at cost less accumulated depreciation and accumulated impairment losses, if any. The impairment policy is disclosed in Note 2.10.

Leasehold land is depreciated on a straight-line basis over the lease term of 38 years. Buildings are depreciated on a straight-line basis over their estimated useful lives of 15 years.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.6 Leases

A lease is a contract, or part of a contract, that conveys the right to use an asset for a period of time in exchange for consideration.

Lessor accounting

When the Group acts as a lessor, it classifies each lease as either an operating lease or a finance lease. A finance lease transfers substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, whereas an operating lease does not.

Lease payments from operating leases are recognised as income on a straight-line basis over the lease term. The Group has not entered into any finance lease.

Lessee accounting

Initial recognition and measurement

When the Group acts as a lessee, it recognises a right-of-use asset (representing its right to use the underlying leased asset) and a lease liability (representing its obligation to make lease payments) at the commencement date. The Group has elected not to apply such recognition principle to short-term leases (which have a lease term of 12 months or less) and leases of low-value assets. The lease payments associated with those leases are recognised as an expense on a straight-line basis over the lease term.

A right-of-use asset is initially recognised at cost, which comprises the initial amount of lease liability, any lease payments made at or before the commencement date (less any lease incentives), any initial direct costs and any estimated dismantling, removing and restoring costs.

A lease liability is initially recognised at the present value of the unpaid lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. The unpaid lease payments included in the measurement of lease liability comprise fixed payments (less any lease incentives), variable lease payments linked to an index or a rate, expected amounts payable under residual value guarantees, the exercise price of a purchase option reasonably certain to be exercised and the penalties of a termination option reasonably certain to be exercised.

Subsequent measurement

A right-of-use asset that meets the definition of investment property is subsequently measured using the cost model as disclosed in Note 2.5. Other right-of-use assets are subsequently measured at cost less accumulated depreciation and accumulated impairment losses, if any, and adjusted for any remeasurement of lease liability. The impairment policy is disclosed in Note 2.10.

If the lease transfers ownership of the underlying asset to the lessee by the end of the lease term or if the cost of the right-of-use asset reflects that a purchase option will be exercised, the right-of-use asset is depreciated on a straight-line basis from the commencement date to the end of its useful life. Otherwise, the right-of-use asset is depreciated from the commencement date to the earlier of the end of its useful life or the end of the lease term.

A lease liability is subsequently measured at amortised cost, and remeasured to reflect any reassessment (arising from changes to the lease payments) or lease modifications.

2.7 Investments in subsidiaries

As required by the Companies Act 2016, the Company prepares separate financial statements in addition to the consolidated financial statements. In the separate financial statements of the Company, investments in subsidiaries are stated at cost less impairment losses, if any. The impairment policy is disclosed in Note 2.10.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.8 Investment in associate

An associate is an entity over which an investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

In the consolidated financial statements, investment in associate is accounted for using the equity method. Under the equity method, the investment is initially recognised at cost and adjusted thereafter for the post-acquisition changes in the investor's share of the investee's net assets. After application of the equity method, the investment is assessed for any objective evidence of impairment. If any such evidence exists, the carrying amount of the investment is tested for impairment in accordance with Note 2.10.

In the separate financial statements of the Company, investment in associate is stated at cost less impairment losses, if any. The impairment policy is disclosed in Note 2.10.

2.9 Investments in club memberships

Investments in club memberships are stated at cost less accumulated amortisation and accumulated impairment losses, if any. The impairment policy is disclosed in Note 2.10.

Investments in club memberships with limited membership terms are amortised over the membership terms.

2.10 Impairment of non-financial assets

At the end of each reporting period, the Group and the Company assess whether there is any indication that a non-financial asset, other than deferred tax assets and inventories, may be impaired. If any such indication exists, the recoverable amount of the asset, being the higher of its fair value less costs of disposal and its value in use, is estimated. Irrespective of whether there is any indication of impairment, goodwill is tested for impairment annually. Any excess of the carrying amount of the asset over its recoverable amount represents an impairment loss and is recognised in profit or loss.

An impairment loss on an asset, other than goodwill, is reversed if there has been a change in the estimates used to determine the recoverable amount and it is reversed only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised. The reversal is recognised in profit or loss. An impairment loss on goodwill is not reversed.

2.11 Inventories

Inventories of materials and goods are valued at the lower of cost (determined principally on the first-in, first-out basis) and net realisable value. Cost consists of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

2.12 Contract assets and contract liabilities

A contract is presented in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment. A contract asset is an entity's right to consideration in exchange for goods or services transferred to a customer when that right is conditioned on something other than the passage of time. The asset is subject to impairment assessment on the same basis as trade receivables as disclosed in Note 2.13. A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.13 Financial assets

Financial assets of the Group and the Company consist of receivables and cash and cash equivalents.

Initial recognition and measurement

A financial asset is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument. Trade receivables that do not contain a significant financing component are initially recognised at their transaction price (as defined in Note 2.18). Other financial assets are initially recognised at fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Subsequent measurement

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss in accordance with their classification on the basis of both the business model within which they are held and their contractual cash flow characteristics.

(i) Amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold financial assets to collect contractual cash flows and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. All receivables, cash and bank balances and term deposits are classified under this category. Any gain or loss is recognised in profit or loss when the financial asset is derecognised, reclassified, through the amortisation process or in order to recognise impairment gains or losses.

(ii) Fair value through other comprehensive income

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is to both collect contractual cash flows and sell financial assets and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group and the Company do not have any financial assets classified under this category.

(iii) Fair value through profit or loss

A financial asset is measured at fair value through profit or loss if it does not meet the criteria to be measured at amortised cost or fair value through other comprehensive income. All short-term funds are classified under this category. Any gain or loss is recognised in profit or loss.

Impairment

At each reporting date, the Group and the Company recognise a loss allowance for expected credit losses on a financial asset measured at amortised cost. The loss allowance is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the loss allowance is measured at an amount equal to 12-month expected credit losses. Any adjustment to the loss allowance is recognised in profit or loss as an impairment gain or loss.

Irrespective of whether there is any significant increase in credit risk since initial recognition, the loss allowance for trade receivables is always measured at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9 *Financial Instruments*. Such lifetime expected credit losses are calculated using a provision matrix based on historical credit loss experience and adjusted for reasonable and supportable forward-looking information that is available without undue cost or effort.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.13 Financial assets (cont'd)

Impairment (cont'd)

The expected credit losses for a credit-impaired financial asset are measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The gross carrying amount of a credit-impaired financial asset is directly written off when there is no reasonable expectation of recovery.

Derecognition

A financial asset is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or all the risks and rewards of ownership are substantially transferred. A direct write-off of gross carrying amount when there is no reasonable expectation of recovering a financial asset constitutes a derecognition event.

2.14 Financial liabilities

Financial liabilities of the Group and the Company consist of payables, loans and borrowings and financial guarantee contracts.

Initial recognition and measurement

A financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is initially recognised at fair value minus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

Subsequent measurement

All payables and loans and borrowings are subsequently measured at amortised cost. Any gain or loss is recognised in profit or loss when the financial liability is derecognised and through the amortisation process.

Financial guarantee contracts are subsequently measured at the higher of the amount of loss allowance and the amount initially recognised less any cumulative income recognised.

Derecognition

A financial liability is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires.

2.15 Foreign currency transactions and translation

The consolidated financial statements and separate financial statements of the Company are presented in Ringgit Malaysia, which is also the Company's functional currency, being the currency of the primary economic environment in which the entity operates. Items included in the financial statements of each individual entity within the Group are measured using the individual entity's own functional currency.

A foreign currency transaction is recorded in the functional currency using the exchange rate at transaction date. At the end of the reporting period, foreign currency monetary items are translated into the functional currency using the closing rate. Foreign currency non-monetary items measured at cost are translated using the exchange rate at transaction date, whereas those measured at fair value are translated using the exchange rate at valuation date. Exchange differences arising from the settlement or translation of monetary items are recognised in profit or loss. Any exchange component of the gain or loss on a non-monetary item is recognised on the same basis as that of the gain or loss, i.e. in profit or loss or in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.15 Foreign currency transactions and translation (cont'd)

In translating the financial position and results of a foreign operation whose functional currency is not the presentation currency, i.e. Ringgit Malaysia, assets and liabilities are translated into the presentation currency using the closing rate, whereas income and expenses are translated using the exchange rates at transaction dates. All resulting exchange differences are recognised in other comprehensive income and accumulated in equity as currency translation reserve until the foreign operation is disposed of, at which time the cumulative exchange differences previously recognised in other comprehensive income are reclassified from equity to profit or loss as a reclassification adjustment.

Any goodwill and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation to be expressed in its functional currency and translated into the presentation currency using the closing rate.

2.16 Share capital

Ordinary shares are classified as equity. Transaction costs that relate to the issue of new shares are accounted for as a deduction from equity.

Own shares purchased are held as treasury shares in accordance with the requirements of Section 127 of the Companies Act 2016. The total amount of consideration paid, including directly attributable costs, is recognised directly in equity. When treasury shares are distributed as share dividends, the cost of the shares distributed is applied in the reduction of distributable reserves. When treasury shares are resold in the open market, the difference between the sale consideration and the cost of the shares resold is adjusted to share capital. When treasury shares are cancelled, the cost of the shares cancelled is applied in the reduction of distributable reserves and the issued share capital is diminished by the shares so cancelled.

Dividends on shares declared and unpaid at the end of the reporting period are recognised as a liability, whereas dividends proposed or declared after the reporting period are disclosed in the notes to the financial statements.

2.17 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. The valuation techniques used include the following or a combination thereof:-

- (i) Market approach - which uses prices and other relevant information generated by market transactions involving identical or comparable (i.e. similar) assets, liabilities or a group of assets and liabilities.
- (ii) Cost approach - which reflects the amount that would be required currently to replace the service capacity of an asset.
- (iii) Income approach - which converts future amounts (e.g. cash flows or income and expenses) to a single current (i.e. discounted) amount.

The inputs to valuation techniques used to measure fair value are categorised into the following levels of fair value hierarchy:-

- (i) Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- (ii) Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.17 Fair value measurement (cont'd)

- (iii) Level 3 - unobservable inputs for the asset or liability.

Any transfers between the levels of fair value hierarchy are deemed to have occurred at the end of the reporting period.

Non-financial assets

The fair values of land and buildings are measured using the market comparison approach. Under this approach, the fair values are derived from observable market data such as prices per square foot for comparable properties in similar locations (i.e. Level 2).

Financial assets and financial liabilities

The carrying amounts of receivables, cash and bank balances, term deposits, payables and loans and borrowings which are short-term in nature or repayable on demand are reasonable approximations of fair values. The fair values of long-term loans and borrowings are measured using present value technique by discounting the expected future cash flows using observable current market interest rates for similar liabilities (i.e. Level 2).

The fair values of short-term funds are directly measured using their unadjusted market values quoted by financial institutions (i.e. Level 1).

2.18 Revenue from contracts with customers

The Group recognises revenue (by applying the following steps) to depict the transfer of promised goods or services to customers at the transaction price.

- (i) Step 1: Identify contract - A contract is an agreement between two or more parties that creates enforceable rights and obligations.
- (ii) Step 2: Identify performance obligations - Each promise to transfer distinct goods or services is identified as a performance obligation and accounted for separately.
- (iii) Step 3: Determine transaction price - The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer. It is adjusted for the effects of variable consideration (e.g. discounts, rebates, incentives or penalties), significant financing component, non-cash consideration and consideration payable to customer.
- (iv) Step 4: Allocate transaction price to performance obligations - The transaction price is allocated to each performance obligation on the basis of the relative (estimated) stand-alone selling prices of each distinct good or service promised in the contract.
- (v) Step 5: Recognise revenue - Revenue is recognised when (or as) the entity satisfies a performance obligation by transferring a promised good or service to a customer (which is when the customer obtains control of that good or service). Revenue is recognised either over time or at a point in time depending on the timing of transfer of control.

The Group determines that the transfer of control of promised goods generally coincides with the transfer of risks and rewards of ownership. Accordingly, revenue from the sale of goods is recognised at a point in time when the significant risks and rewards of ownership have been transferred to the customer upon delivery.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.19 Other income

Dividend income is recognised in profit or loss only when the entity's right to receive payment of the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

Interest income for financial assets measured at amortised cost is recognised in profit or loss using the effective interest method. Interest or fund distribution income for financial assets measured at fair value through profit or loss is included in their net fair value gains or losses.

Operating lease income is recognised in profit or loss on a straight-line basis over the lease term.

2.20 Government grants

Government grants are recognised when there is reasonable assurance that the Group will comply with the conditions attaching to the grants and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Grants related to assets are presented in the statement of financial position as deferred income which is amortised on a straight-line basis over the estimated useful lives of the assets. Grants related to income are presented under "other income" in the statement of comprehensive income.

2.21 Employee benefits

Short-term employee benefits

Short-term employee benefits such as wages, salaries, bonuses and social security contributions are recognised in profit or loss or included in the cost of an asset, where appropriate, in the period in which the associated services are rendered by the employee.

Defined contribution plans

As required by law, employers in Malaysia make contributions to the statutory pension scheme, Employees Provident Fund ("EPF"). The Group's foreign subsidiaries make contributions to their respective countries' statutory pension schemes. Contributions to defined contribution plans are recognised in profit or loss or included in the cost of an asset, where appropriate, in the period in which the associated services are rendered by the employee.

Share-based payments

The Employees' Share Option Scheme ("ESOS") of the Company grants the Group's eligible employees options to subscribe for shares in the Company at pre-determined subscription prices. These equity compensation benefits are treated as equity-settled share-based payment transactions and recognised in profit or loss with a corresponding increase in equity over the vesting period as share option reserve. The total amount to be recognised is determined by reference to the fair value of the share options at grant date and the estimated number of share options expected to vest on vesting date.

2.22 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, which is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of the asset, until such time as the asset is substantially ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

2. Significant accounting policies (cont'd)

2.23 Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax represents the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided for under the liability method in respect of all temporary differences between the carrying amount of an asset or liability and its tax base except for those temporary differences associated with goodwill or the initial recognition of an asset or liability in a transaction which is not a business combination and affects neither accounting nor taxable results at the time of the transaction.

A deferred tax liability is recognised for all taxable temporary differences, whereas a deferred tax asset is recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.24 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits, term deposits that are withdrawable on demand and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

3. Judgements and estimation uncertainty

Judgements made in applying accounting policies

In the process of applying the accounting policies of the Group and the Company, management is not aware of any judgements, apart from those involving estimations, that can significantly affect the amounts recognised in the financial statements.

Sources of estimation uncertainty

The key assumptions about the future, and other major sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:-

Valuation of inventories

Reviews are made periodically by management on inventories for excess inventories, obsolescence and decline in net realisable value below cost. These reviews involve judgements and estimation uncertainty in forming expectations about future sales and demands. Any changes in these accounting estimates will result in revisions to the valuation of inventories (Note 11).

Impairment of receivables

The Group and the Company recognise loss allowance for expected credit losses on receivables based on an assessment of credit risk. Such assessment involves judgements and estimation uncertainty in analysing information about past events, current conditions and forecasts of future economic conditions. Any changes in these accounting estimates will affect the carrying amounts of receivables (Note 12).

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

4. Property, plant and equipment

Group	Buildings RM	Plant and machinery RM	Furniture, fixtures and office equipment RM	Renovation and electrical installation RM	Motor vehicles RM	Capital work-in- progress RM	Total RM
Cost							
Balance at 1 January 2021	37,119,793	133,649,224	4,527,351	2,900,080	3,257,481	0	181,453,929
Additions	335,370	10,003,287	811,318	749,999	773,003	19,252,434	31,925,411
Disposals/Write-offs	0	(789,820)	(16,977)	0	(184,617)	0	(991,414)
Transfer from right-of-use assets	0	0	0	0	294,436	0	294,436
Currency translation differences	184,253	2,315,527	63,309	186,364	53,136	315,705	3,118,294
Balance at 31 December 2021	37,639,416	145,178,218	5,385,001	3,836,443	4,193,439	19,568,139	215,800,656
Additions	0	9,168,247	1,048,506	292,810	0	41,106,077	51,615,640
Disposals/Write-offs	0	(3,171,570)	(66,351)	0	0	0	(3,237,921)
Reclassifications	(112,000)	112,000	0	0	0	0	0
Transfer from investment properties	5,842,573	0	0	73,950	0	0	5,916,523
Transfer from right-of-use assets	0	0	0	0	266,036	0	266,036
Currency translation differences	(103,211)	(1,824,841)	(29,365)	(126,077)	(32,729)	(1,802,976)	(3,919,199)
Balance at 31 December 2022	43,266,778	149,462,054	6,337,791	4,077,126	4,426,746	58,871,240	266,441,735
Depreciation and impairment losses							
Balance at 1 January 2021	23,058,258	95,582,474	2,857,284	2,307,810	1,822,437	0	125,628,263
Accumulated depreciation	0	682,184	0	0	0	0	682,184
Accumulated impairment losses	23,058,258	96,264,658	2,857,284	2,307,810	1,822,437	0	126,310,447
Depreciation	1,511,698	6,536,723	466,363	349,950	541,958	0	9,406,692
Disposals/Write-offs	0	(749,414)	(14,645)	0	(184,617)	0	(948,676)
Transfer from right-of-use assets	0	0	0	0	239,475	0	239,475
Currency translation differences	107,986	1,981,521	48,745	154,646	45,551	0	2,338,449
Balance at 31 December 2021	24,677,942	103,351,304	3,357,747	2,812,406	2,464,804	0	136,664,203
Accumulated depreciation	0	682,184	0	0	0	0	682,184
Accumulated impairment losses	24,677,942	104,033,488	3,357,747	2,812,406	2,464,804	0	137,346,387

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

4. Property, plant and equipment (cont'd)

	Buildings RM	Plant and machinery RM	Furniture, fixtures and office equipment RM	Renovation and electrical installation RM	Motor vehicles RM	Capital work-in- progress RM	Total RM
Depreciation and impairment losses (cont'd)							
Balance at 1 January 2022	24,677,942	103,351,304	3,357,747	2,812,406	2,464,804	0	136,664,203
Accumulated depreciation	0	682,184	0	0	0	0	682,184
Accumulated impairment losses	24,677,942	104,033,488	3,357,747	2,812,406	2,464,804	0	137,346,387
Depreciation	1,535,906	7,273,465	571,172	458,435	519,551	0	10,358,529
Disposals/Write-offs	0	(3,134,621)	(64,282)	0	0	0	(3,198,903)
Reclassification	(2,800)	2,800	0	0	0	0	0
Transfer from investment properties	3,491,262	0	0	56,695	0	0	3,547,957
Transfer from right-of-use assets	0	0	0	0	159,533	0	159,533
Currency translation differences	(67,970)	(1,576,980)	(1,840)	(104,472)	(26,249)	0	(1,777,511)
Balance at 31 December 2022	29,634,340	105,915,968	3,862,797	3,223,064	3,117,639	0	145,753,808
Accumulated depreciation	0	682,184	0	0	0	0	682,184
Accumulated impairment losses	29,634,340	106,598,152	3,862,797	3,223,064	3,117,639	0	146,435,992
Carrying amount							
Balance at 1 January 2021	14,061,535	37,384,566	1,670,067	592,270	1,435,044	0	55,143,482
Balance at 31 December 2021	12,961,474	41,144,730	2,027,254	1,024,037	1,728,635	19,568,139	78,454,269
Balance at 31 December 2022	13,632,438	42,863,902	2,474,994	854,062	1,309,107	58,871,240	120,005,743

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

4. Property, plant and equipment (cont'd)

The carrying amounts of property, plant and equipment pledged as security for credit facilities granted to the Group are as follows:-

	2022 RM	2021 RM
Buildings	285,811	1,250,274
Capital work-in-progress	58,779,140	0
	<u>59,064,951</u>	<u>1,250,274</u>

5. Investment properties

Group

	Leasehold land RM	Buildings RM	Total RM
Cost			
Balance at 1 January 2021 / 31 December 2021	6,651,022	5,916,523	12,567,545
Transfer to property, plant and equipment	0	(5,916,523)	(5,916,523)
Transfer to right-of-use assets	(6,651,022)	0	(6,651,022)
Balance at 31 December 2022	<u>0</u>	<u>0</u>	<u>0</u>
Accumulated depreciation			
Balance at 1 January 2021	1,445,876	2,820,307	4,266,183
Depreciation	173,505	396,900	570,405
Balance at 31 December 2021	1,619,381	3,217,207	4,836,588
Depreciation	144,588	330,750	475,338
Transfer to property, plant and equipment	0	(3,547,957)	(3,547,957)
Transfer to right-of-use assets	(1,763,969)	0	(1,763,969)
Balance at 31 December 2022	<u>0</u>	<u>0</u>	<u>0</u>
Carrying amount			
Balance at 1 January 2021	<u>5,205,146</u>	<u>3,096,216</u>	<u>8,301,362</u>
Balance at 31 December 2021	<u>5,031,641</u>	<u>2,699,316</u>	<u>7,730,957</u>
Balance at 31 December 2022	<u>0</u>	<u>0</u>	<u>0</u>
Fair value			
Estimated fair value at 1 January 2021	<u>13,900,000</u>	<u>7,268,000</u>	<u>21,168,000</u>
Estimated fair value at 31 December 2021	<u>12,000,000</u>	<u>7,000,000</u>	<u>19,000,000</u>

The fair values of investment properties as at 31 December 2021 were measured based on appraisals performed by independent professional valuers using the market comparison approach. The appraised values were derived from observable prices per square foot for comparable properties in similar locations (i.e. Level 2).

The Group leased the investment properties to a third party for 3 years. The undiscounted lease payments to be received within 1 year from 31 December 2021 amounted to RM620,000.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

6. Right-of-use assets

Group

	Leasehold land RM	Plant and machinery RM	Motor vehicles RM	Total RM
Balance at 1 January 2021	13,751,786	1,302,410	384,147	15,438,343
Additions	0	0	585,013	585,013
Depreciation	(337,465)	(159,479)	(156,556)	(653,500)
Transfer to property, plant and equipment	0	0	(54,961)	(54,961)
Disposals	0	0	(139,628)	(139,628)
Currency translation differences	436,581	0	12,029	448,610
Balance at 31 December 2021	13,850,902	1,142,931	630,044	15,623,877
Depreciation	(368,440)	(159,478)	(62,177)	(590,095)
Transfer from investment properties	4,887,053	0	0	4,887,053
Transfer to property, plant and equipment	0	0	(106,503)	(106,503)
Currency translation differences	(236,302)	0	36,290	(200,012)
Balance at 31 December 2022	18,133,213	983,453	497,654	19,614,320

The Group acquired the rights to use the leasehold land as its principal places of business for 38 to 57 years. The rights to use the plant and machinery and motor vehicles were acquired under hire purchase financing whereby ownership will be transferred by the end of the lease terms of 5 years.

Certain leasehold land with total carrying amount of RM9,809,035 (2021 : RM2,758,334) has been pledged as security for credit facilities granted to the Group.

7. Investments in subsidiaries

Company

	2022 RM	2021 RM
Unquoted shares - at cost	141,582,241	134,519,415
Contributions under ESOS	10,186,276	8,695,388
Impairment losses	(6,773,692)	(9,492,689)
	<u>144,994,825</u>	<u>133,722,114</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

7. Investments in subsidiaries (cont'd)

The details of the subsidiaries are as follows:-

Name of subsidiary	Principal place of business/ Country of incorporation	Effective ownership interest		Principal activity
		2022	2021	
Dufu Industries Sdn. Bhd.	Malaysia	100%	100%	Design, development, manufacture, assembly and trading of die components and precision machining of vice, computer peripherals and parts for hard disk drive
Dufusion Sdn. Bhd.	Malaysia	100%	100%	Design, develop, manufacture, fabricate, assembly and trading of precision steel mould, metal products and steel parts, medical industry's chairs and instrument tables and etc
Dufu Machinery and Welding Services Sdn. Bhd.	Malaysia	0%	100%	Dissolved in August 2022
Guangzhou Futron Technology Co., Ltd.*	People's Republic of China	100%	100%	Manufacture and trading of optics, magnetism driver and parts
Guangzhou Futron Precision Industries Co., Ltd.*	People's Republic of China	100%	100%	Engaging in metal precision manufacturing and processing parts such as metal components for special equipment for electronics industry, air conditioning compressor accessories, auto parts and etc
<u>Subsidiary of Dufu Industries Sdn. Bhd.</u>				
Dufu Industries Services Pte. Ltd.*	Singapore	100%	100%	Processing and trading of high quality computer disk-drive related components

* Not audited by Crowe Malaysia PLT

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

8. Investment in associate

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Unquoted shares - at cost	7,593,330	7,593,330	7,593,330	7,593,330
Share of post-acquisition changes in net assets	965,090	49,889	0	0
	<u>8,558,420</u>	<u>7,643,219</u>	<u>7,593,330</u>	<u>7,593,330</u>
Currency translation differences	208,848	111,990	0	0
	<u>8,767,268</u>	<u>7,755,209</u>	<u>7,593,330</u>	<u>7,593,330</u>

The details of the associate are as follows:-

Name of associate	Principal place of business/ Country of incorporation	Effective ownership interest		Principal activity
		2022	2021	
Superior Plating Technology (Thailand) Co., Ltd.	Thailand	17.94%	17.94%	Plating and polishing computer disk-drive related components

The Management has considered Superior Plating Technology (Thailand) Co., Ltd. as its associate company of the Group despite its shareholding is below 20 per cent of the voting power on the presumption that the Group has significant influence evidenced as follows:-

- Representation on the board of directors;
- Participation in major financial, investment and operation decisions of the associate company; and
- Entitlement of certain reserve matters which require specific consent from the Group.

The summarised financial information of the associate is as follows:-

	2022 RM	2021 RM
Non-current assets	42,270,776	37,356,613
Current assets	23,155,487	25,502,599
Current liabilities	(11,690,421)	(10,357,513)
Non-current liabilities	<u>(4,865,899)</u>	<u>(9,273,112)</u>
Net assets	<u>48,869,943</u>	<u>43,228,587</u>
Revenue	42,128,637	43,549,038
Profit from continuing operations	<u>5,891,956</u>	<u>12,553,168</u>

The reconciliation of the above summarised financial information to the carrying amount of the investment in associate is as follows:-

	Group	
	2022 RM	2021 RM
Net assets	48,869,943	43,228,587
Effective ownership interest	<u>17.94%</u>	<u>17.94%</u>
Carrying amount	<u>8,767,268</u>	<u>7,755,209</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

9. Investments in club memberships

Group

	RM
Cost	
Balance at 1 January 2021	121,520
Currency translation differences	3,670
Balance at 31 December 2021	125,190
Currency translation differences	(2,058)
Balance at 31 December 2022	<u>123,132</u>
Amortisation and impairment losses	
Balance at 1 January 2021	
Accumulated amortisation	46,398
Accumulated impairment losses	19,000
	65,398
Amortisation	12,629
Currency translation differences	3,023
Balance at 31 December 2021	
Accumulated amortisation	62,050
Accumulated impairment losses	19,000
	81,050
Amortisation	2,132
Currency translation differences	(2,051)
Balance at 31 December 2022	
Accumulated amortisation	62,131
Accumulated impairment losses	19,000
	<u>81,131</u>
Carrying amount	
Balance at 1 January 2021	<u>56,122</u>
Balance at 31 December 2021	<u>44,140</u>
Balance at 31 December 2022	<u>42,001</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

10. Deferred tax assets and deferred tax liabilities

Group	2022 RM	2021 RM
Balance at 1 January	(494,506)	557,987
Deferred tax expense relating to origination and reversal of temporary differences	(237,394)	(1,005,252)
Deferred tax liabilities over/(under) provided in prior year	73,000	(66,843)
Currency translation differences	(25,772)	19,602
Balance at 31 December	<u>(684,672)</u>	<u>(494,506)</u>
Disclosed as:-		
- Deferred tax assets	1,026,647	693,222
- Deferred tax liabilities	<u>(1,711,319)</u>	<u>(1,187,728)</u>
	<u>(684,672)</u>	<u>(494,506)</u>
In respect of (taxable)/deductible temporary differences of:-		
- Property, plant and equipment	(4,420,099)	(3,727,039)
- Inventories	2,736,354	2,636,764
- Financial instruments	999,073	595,769
	<u>(684,672)</u>	<u>(494,506)</u>

Save as disclosed above, as at 31 December 2022, deferred tax liabilities and deferred tax assets have also effectively been recognised and offset against each other by the Group to the extent of RM491,000 (2021 : RM566,000). No further deferred tax assets have been recognised for the following excess of deductible temporary differences, unused capital allowances and tax losses over taxable temporary differences:-

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Deductible temporary differences of:-				
- Inventories	706,000	423,000	0	0
- Financial instruments	998,000	731,000	0	0
- Investment properties	0	1,368,000	0	0
- Lease liabilities	372,000	672,000	0	0
Unused capital allowances	158,000	1,046,000	0	0
Unused tax losses with:-				
- Expiry date in 2028	5,898,000	6,343,000	1,164,000	1,164,000
- Expiry date in 2030	540,000	540,000	0	0
Taxable temporary differences of:-				
- Property, plant and equipment	(1,452,000)	(1,735,000)	0	0
- Right-of-use assets	<u>(592,000)</u>	<u>(622,000)</u>	<u>0</u>	<u>0</u>
	<u>6,628,000</u>	<u>8,766,000</u>	<u>1,164,000</u>	<u>1,164,000</u>

The deductible temporary differences and unused capital allowances have no expiry date.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

11. Inventories

Group	2022 RM	2021 RM
Raw materials	33,162,235	28,530,367
Work-in-progress	3,943,660	7,622,881
Finished goods	55,783,197	40,424,488
Consumable tools	2,301,754	0
	<u>95,190,846</u>	<u>76,577,736</u>

12. Receivables

Group	2022 RM	2021 RM
Trade receivables	53,570,207	93,338,386
Loss allowance	(560,000)	(392,767)
	<u>53,010,207</u>	<u>92,945,619</u>
Other receivables	5,859,851	5,819,813
	<u>58,870,058</u>	<u>98,765,432</u>

Trade receivables

The Group determines credit risk concentrations in terms of counterparties and geographical areas. As at 31 December 2022, there were 2 (2021 : 3) major customers that individually accounted for 10% or more of the Group's trade receivables and the total outstanding balances due from these major customers amounted to RM27,555,926 (2021 : RM67,405,445). The credit risk concentration profile by geographical areas of trade receivables is as follows:-

	2022 RM	2021 RM
Malaysia	7,571,063	2,342,942
China	6,957,582	18,312,413
Thailand	27,697,405	59,911,025
United Kingdom	6,506,463	3,525,772
Others	4,837,694	9,246,234
	<u>53,570,207</u>	<u>93,338,386</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

12. Receivables (cont'd)

Trade receivables (cont'd)

The credit terms of trade receivables range from 30 to 120 days. The Group uses past due information to assess the credit risk of trade receivables. The analysis by past due status is as follows:-

	2022 RM	2021 RM
Not past due	43,195,074	87,692,921
1 to 30 days past due	4,622,147	3,382,812
31 to 60 days past due	4,448,346	1,077,401
61 to 90 days past due	262,792	430,485
More than 90 days past due	1,041,848	754,767
	<u>53,570,207</u>	<u>93,338,386</u>

The Group determines that a trade receivable is credit-impaired when the customer is experiencing significant financial difficulty and has defaulted in payments. Unless otherwise demonstrated, the Group generally considers a default to have occurred when the trade receivable is more than 90 days past due. The gross carrying amount of a credit-impaired trade receivable is directly written off when there is no reasonable expectation of recovery. This normally occurs when there is reasonable proof of customer insolvency.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. Such lifetime expected credit losses are calculated using a provision matrix based on historical observed default rates (adjusted for forward-looking estimates). The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished among the diversity of customer base.

	Not past due RM	1 to 30 days past due RM	31 to 60 days past due RM	61 to 90 days past due RM	More than 90 days past due RM	Total RM
2022						
Gross carrying amount	43,195,074	4,622,147	4,448,346	262,792	1,041,848	53,570,207
Average credit loss rate	0.22%	1.40%	1.95%	24.04%	24.06%	1.05%
Loss allowance	<u>94,452</u>	<u>64,868</u>	<u>86,835</u>	<u>63,178</u>	<u>250,667</u>	<u>560,000</u>
2021						
Gross carrying amount	87,692,921	3,382,812	1,077,401	430,485	754,767	93,338,386
Average credit loss rate	0.31%	0.40%	1.85%	6.01%	7.71%	0.42%
Loss allowance	<u>275,300</u>	<u>13,467</u>	<u>19,927</u>	<u>25,854</u>	<u>58,219</u>	<u>392,767</u>

The average credit loss rates were based on the payment profile of revenue over a period of 36 (2021 : 36) months and the corresponding historical credit losses experienced during the period. The rates were adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

12. Receivables (cont'd)

Trade receivables (cont'd)

The changes in the loss allowance are as follows:-

	2022 RM	2021 RM
Balance at 1 January	392,767	300,000
Impairment losses	161,925	92,278
Currency translation differences	5,308	489
Balance at 31 December	<u>560,000</u>	<u>392,767</u>

13. Cash and cash equivalents

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Cash and bank balances	50,124,239	74,524,332	240,884	702,704
Term deposits	55,118,000	2,777,889	0	0
Short-term funds - at fair value	<u>2,663,108</u>	<u>7,707,541</u>	<u>2,663,108</u>	<u>7,707,541</u>
	<u>107,905,347</u>	<u>85,009,762</u>	<u>2,903,992</u>	<u>8,410,245</u>

Cash and bank balances and term deposits are placed with reputable financial institutions with low credit risk. Accordingly, their expected credit losses are not considered to be material and hence, have not been recognised.

A bank balance of the Group amounting to RM158,500 (2021 : RM163,738) has been pledged as security for credit facilities granted to the Group. Accordingly, this bank balance is not freely available for use.

The effective interest rates of term deposits as at 31 December 2022 ranged from 2.50% to 3.75% (2021 : 1.55% to 1.77%) per annum.

Short-term funds represent highly liquid investments in money market funds managed by financial institutions that invest in low-risk instruments, and are readily redeemable with insignificant risk of changes in value. Their fair values were directly measured using the unadjusted market values quoted by the financial institutions (i.e. Level 1).

For the purpose of statements of cash flows, cash and cash equivalents are presented net of pledged bank balance as follows:-

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Cash and cash equivalents	107,905,347	85,009,762	2,903,992	8,410,245
Bank balance pledged as security	<u>(158,500)</u>	<u>(163,738)</u>	<u>0</u>	<u>0</u>
	<u>107,746,847</u>	<u>84,846,024</u>	<u>2,903,992</u>	<u>8,410,245</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

14. Payables

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Trade payables	7,989,678	20,280,503	0	0
Other payables	11,416,855	27,438,509	376,230	377,131
	<u>19,406,533</u>	<u>47,719,012</u>	<u>376,230</u>	<u>377,131</u>

Payables are generally short-term in nature or repayable on demand and their carrying amounts will approximate to the remaining contractual undiscounted cash flows.

The credit terms of trade and other payables range from 30 to 90 days.

15. Loans and borrowings

Group

	2022 RM	2021 RM
Secured		
Term loans	48,534,563	9,829,017
Unsecured		
Banker acceptances	0	4,699,814
Revolving credits	7,938,000	2,503,200
	<u>56,472,563</u>	<u>17,032,031</u>
Disclosed as:-		
- Current liabilities	9,541,970	8,769,295
- Non-current liabilities	46,930,593	8,262,736
	<u>56,472,563</u>	<u>17,032,031</u>

Term loans are secured against certain property, plant and equipment (Note 4) and right-of-use assets (Note 6).

The effective interest rates of loans and borrowings as at 31 December 2022 ranged from 4.47% to 5.70% (2021 : 0.60% to 5.30%) per annum.

Except for term loans, loans and borrowings are generally short-term in nature or repayable on demand and their carrying amounts will approximate to the remaining contractual undiscounted cash flows.

Term loans are repayable over 10 to 15 years. The repayment analysis is as follows:-

	2022 RM	2021 RM
Gross loan instalments:-		
- Within 1 year	4,016,134	1,863,870
- 1 to 5 years	27,769,113	7,201,421
- After 5 years	28,793,498	1,756,442
Total contractual undiscounted cash flows	60,578,745	10,821,733
Future finance charges	(12,044,182)	(992,716)
Present value of term loans	<u>48,534,563</u>	<u>9,829,017</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

15. Loans and borrowings (cont'd)

The fair values of term loans were measured using present value technique by discounting the expected future cash flows using observable current market interest rates for similar liabilities (i.e. Level 2). The fair values measured were considered to be reasonably close to the carrying amounts reported as the observable current market interest rates also approximated to the effective interest rates of term loans.

16. Lease liabilities

Group

	2022 RM	2021 RM
Gross lease liabilities:-		
- Within 1 year	407,716	394,984
- 1 to 5 years	277,543	668,501
Total contractual undiscounted cash flows	685,259	1,063,485
Future finance charges	(13,397)	(43,956)
Present value of lease liabilities	<u>671,862</u>	<u>1,019,529</u>
Disclosed as:-		
- Current liabilities	394,709	364,424
- Non-current liabilities	277,153	655,105
	<u>671,862</u>	<u>1,019,529</u>

The incremental borrowing rates applied to lease liabilities as at 31 December 2022 ranged from 3.91% to 5.70% (2021 : 3.91% to 5.70%) per annum.

17. Contract liabilities

Group

	2022 RM	2021 RM
Balance at 1 January	404,521	901,451
Excess of consideration over revenue recognised	1,789,717	404,521
Revenue recognised from opening contract liabilities	(404,521)	(901,451)
Balance at 31 December	<u>1,789,717</u>	<u>404,521</u>

As disclosed in Note 2.18, the Group generally satisfies its performance obligations at a point in time upon delivery of goods. Any consideration received or due in advance before a performance obligation is satisfied is presented as contract liability.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

18. Share capital

	No. of ordinary shares with no par value	RM
Issued and fully paid		
Balance at 1 January 2021	535,166,734	97,263,464
Issue of shares pursuant to ESOS	7,345,000	7,992,829
Balance at 31 December 2021	542,511,734	105,256,293
Issue of shares pursuant to ESOS	1,300,000	1,414,660
Balance at 31 December 2022	543,811,734	106,670,953

Treasury shares

The shareholders of the Company, by a resolution passed at the extraordinary general meeting held on 24 February 2016, approved the Company's plan to purchase its own shares. The details of the shares purchased from the open market using internally generated funds and held as treasury shares during the financial year are as follows:-

	2022		2021	
	No. of ordinary shares	Cost RM	No. of ordinary shares	Cost RM
Balance at 1 January / 31 December	13,792,488	3,452,490	13,792,488	3,452,490

The number of outstanding shares in issue after excluding the treasury shares is as follows:-

	2022	2021
	No. of ordinary shares	No. of ordinary shares
Balance at 1 January	528,719,246	521,374,246
Shares issued	1,300,000	7,345,000
Balance at 31 December	530,019,246	528,719,246

Employees' Share Option Scheme ("ESOS")

The shareholders of the Company, by a resolution passed at the extraordinary general meeting held on 12 June 2019, approved the Company's ESOS. The ESOS became effective on 17 June 2019.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

18. Share capital (cont'd)

Employees' Share Option Scheme ("ESOS") (cont'd)

The principal features of the ESOS are as follows:-

- (i) At any point of time when the offer is made, the maximum number of shares to be issued under the ESOS shall not exceed 10% of the total issued share in the capital of the Company (excluding treasury shares, if any) during the duration of the ESOS.
- (ii) Eligible employee (including executive directors) of the Group shall participate in the ESOS if, as at the date of offer, the employee is at least 18 years of age and has been confirmed and completed at least 24 months of service within the Group on a full time basis.
- (iii) The ESOS shall be in force for a period of 5 years from the effective date. The Company may, if the Board deems fit and upon the recommendation of the ESOS Committee, extend the Scheme for another period of up to a maximum of 5 years in aggregate, commencing from the day after the date of expiration of the original 5 years period.
- (iv) The exercise price shall be determined based on the volume weighted average price of shares for the 5 market days immediately preceding the date of offer with a discount of not more than 10%.
- (v) The options granted are exercisable on a time proportion basis over the duration of the ESOS. The employee's entitlement to the options is vested as soon as they become exercisable.
- (vi) The new shares to be issued and/or transferred upon exercise of any options granted under the scheme will rank pari passu in all respects with the existing shares in the Company, save and except that the new shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, where the entitlement date precedes the date of issuance and/or transfer of the options.

The movements in the number of share options during the financial year are as follows:-

	No. of options over ordinary shares	Weighted average exercise price RM	Weighted average share price RM	Range of exercise prices RM	Weighted average remaining contractual life
Outstanding at 1 January 2021	9,108,000	0.695			
Granted	1,205,500	3.780			
Exercised	(7,345,000)	0.695	4.488		
Forfeited	(6,000)	3.780			
Outstanding at 31 December 2021	<u>2,962,500</u>	1.944		0.695 - 3.780	2.5 years
Exercisable at 31 December 2021	<u>2,962,500</u>	1.944			
Outstanding at 1 January 2022	2,962,500	1.944			
Granted	2,100,000	2.570			
Exercised	(1,300,000)	0.695	2.887		
Forfeited	(91,000)	3.394			
Outstanding at 31 December 2022	<u>3,671,500</u>	2.708		0.695 - 3.780	1.5 years
Exercisable at 31 December 2022	<u>3,671,500</u>	2.708			

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

18. Share capital (cont'd)

Employees' Share Option Scheme ("ESOS") (cont'd)

The fair value of share options granted since the effective date of the ESOS was measured using the Trinomial Option Pricing Model with the following inputs:-

	Option 1	Option 2	Option 3
Grant date	1.7.2019	6.10.2021	1.3.2022
Fair value at grant date	<u>RM0.7864</u>	<u>RM1.3933</u>	<u>RM0.7906</u>
Weighted average share price	RM1.5374	RM4.1955	RM2.8504
Exercise price	RM1.3900	RM3.7800	RM2.5700
Expected volatility	57.348%	46.007%	40.727%
Option life	5 years	3 years	2 years
Expected dividends	1.02%	1.36%	2.67%
Risk-free interest rate	<u>3.43%</u>	<u>2.43%</u>	<u>2.68%</u>

The expected volatility reflects the assumption that historical volatility is indicative of future trends but may not necessarily be the actual outcome. No other features of the share options granted were incorporated into the measurement of fair value.

19. Revenue

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Revenue from contracts with customers:-				
- Sale of goods	304,028,887	352,736,235	0	0
Other source of revenue:-				
- Dividend income	<u>0</u>	<u>0</u>	<u>43,670,098</u>	<u>44,935,300</u>
	<u>304,028,887</u>	<u>352,736,235</u>	<u>43,670,098</u>	<u>44,935,300</u>

Disaggregation of revenue from contracts with customers

	Group	
	2022 RM	2021 RM
Major products:-		
- Precision components for:-		
- Hard disk drive	231,049,697	288,318,967
- Control and sensor	34,784,595	36,160,054
- Others	<u>38,194,595</u>	<u>28,257,214</u>
	<u>304,028,887</u>	<u>352,736,235</u>
Geographical areas:-		
- Malaysia	27,769,231	21,275,213
- China	37,771,744	54,586,024
- Singapore	10,348,486	19,139,611
- Thailand	191,687,056	226,142,643
- Others	<u>36,452,370</u>	<u>31,592,744</u>
	<u>304,028,887</u>	<u>352,736,235</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

20. Employee benefits expense (including directors' remuneration)

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Directors of the Company:-				
- Fees	276,000	261,000	276,000	261,000
- Other short-term employee benefits	2,924,427	2,825,931	40,000	40,000
- Defined contribution plans	221,840	209,388	0	0
- Share-based payments	134,402	137,240	0	0
	3,556,669	3,433,559	316,000	301,000
Directors of subsidiaries:-				
- Short-term employee benefits	2,360,434	2,297,746	0	0
- Defined contribution plans	290,063	271,124	0	0
- Share-based payments	167,607	167,196	0	0
	2,818,104	2,736,066	0	0
Other employees:-				
- Short-term employee benefits	54,378,079	62,506,063	0	0
- Defined contribution plans	4,490,644	4,518,502	0	0
- Share-based payments	1,339,277	2,388,133	0	0
	60,208,000	69,412,698	0	0
	<u>66,582,773</u>	<u>75,582,323</u>	<u>316,000</u>	<u>301,000</u>

The estimated money value of benefits received or receivable by certain directors otherwise than in cash is as follows:-

Group	2022 RM	2021 RM
Directors of the Company	28,000	28,000
Directors of subsidiaries	19,050	27,033
	<u>47,050</u>	<u>55,033</u>

21. Impairment losses on financial assets

Group	2022 RM	2021 RM
Trade receivables from contracts with customers	<u>161,925</u>	<u>92,278</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

22. Profit before tax

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Profit before tax is arrived at after charging:-				
Amortisation of investments in club memberships	2,132	12,629	0	0
Auditors' remuneration:-				
- Current year	385,826	339,946	130,000	122,000
- Prior year	21,000	500	8,000	0
Depreciation of investment properties	475,338	570,405	0	0
Depreciation of property, plant and equipment	10,358,529	9,406,692	0	0
Depreciation of right-of-use assets	590,095	653,500	0	0
Direct operating expenditure on investment properties generating rental income	79,881	48,567	0	0
Fee expense for financial instruments not measured at fair value through profit or loss	109,004	131,933	368	111
Interest expense for financial liabilities not measured at fair value through profit or loss	190,357	279,429	0	0
Interest expense for lease liabilities	43,675	49,497	0	0
Inventories written down	3,768,222	195,958	0	0
Lease expense relating to:-				
- Short-term leases	768,498	697,694	4,550	4,550
- Leases of low value assets (other than short-term leases)	31,028	28,560	0	0
Loss on dissolution of subsidiary	0	0	20,342	0
Property, plant and equipment written off	6,298	2,332	0	0
Unrealised loss on foreign exchange	2,097,845	0	0	0

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

22. Profit before tax (cont'd)

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
and crediting:-				
Fair value gains on financial instruments mandatorily measured at fair value through profit or loss	155,567	126,493	155,567	126,493
Gain on disposal of property, plant and equipment	117,355	12,904	0	0
Gain on disposal of right-of-use assets	0	58,734	0	0
Gain on foreign exchange:-				
- Realised	12,430,241	2,720,087	0	0
- Unrealised	0	109,326	0	0
Grants related to income	1,181,679	47,821	0	0
Interest income for financial assets measured at amortised cost	679,400	548,237	419	326
Operating lease income from investment properties	620,000	943,800	0	0

23. Tax expense

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Tax based on results for the year:-				
- Current tax	18,097,783	19,797,125	17,010	0
- Deferred tax	237,394	1,005,252	0	0
	18,335,177	20,802,377	17,010	0
Tax (over)/under provided in prior year:-				
- Current tax	(729,431)	(586,003)	0	0
- Deferred tax	(73,000)	66,843	0	0
	17,532,746	20,283,217	17,010	0

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

23. Tax expense (cont'd)

The numerical reconciliation between the applicable tax rate, which is the statutory income tax rate, and the average effective tax rate on results for the year is as follows:-

	Group		Company	
	2022 %	2021 %	2022 %	2021 %
Applicable tax rate	24.00	24.00	24.00	24.00
Non-deductible expenses	1.13	7.46	0.48	0.37
Non-taxable income	(1.00)	(0.91)	(24.39)	(12.32)
Tax incentives claimed	(0.54)	(0.65)	0.00	0.00
Effect of differential tax rates	(1.29)	(7.48)	(0.05)	(12.05)
Decrease in unrecognised deferred tax assets	(0.61)	(0.28)	0.00	0.00
Average effective tax rate	<u>21.69</u>	<u>22.14</u>	<u>0.04</u>	<u>0.00</u>

24. Earnings per share

Group

The earnings per share is calculated by dividing the Group's profit for the financial year by the weighted average number of ordinary shares in issue during the financial year as follows:-

	2022 %	2021 %
Profit for the financial year (RM)	<u>67,013,344</u>	<u>73,685,960</u>
Number of shares in issue as at 1 January	528,719,246	521,374,246
Effect of shares issued pursuant to ESOS	<u>774,452</u>	<u>3,170,058</u>
Weighted average number of shares for computing basic earnings per share	529,493,698	524,544,304
Number of shares under ESOS deemed to have been issued for no consideration	<u>804,012</u>	<u>5,144,689</u>
Weighted average number of shares for computing diluted earnings per share	<u>530,297,710</u>	<u>529,688,993</u>
Basic earnings per share (sen)	<u>12.66</u>	<u>14.05</u>
Diluted earnings per share (sen)	<u>12.64</u>	<u>13.91</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

25. Dividends

Group and Company	2022 RM	2021 RM
In respect of the financial year ended 31 December 2020:-		
- Final single tier dividend of 3.75 sen per share	0	19,551,755
In respect of the financial year ended 31 December 2021:-		
- Interim single tier dividend of 2.00 sen per share	0	10,541,150
- Final single tier dividend of 5.00 sen per share	26,458,212	0
In respect of the financial year ended 31 December 2022:-		
- Interim single tier dividend of 2.50 sen per share	13,247,856	0
	<u>39,706,068</u>	<u>30,092,905</u>

A final single tier dividend of 4.00 sen per share in respect of the financial year ended 31 December 2022 will be proposed for shareholders' approval at the forthcoming annual general meeting.

26. Notes to statements of cash flows

Term loans

	Group	
	2022 RM	2021 RM
Balance at 1 January	9,829,017	10,662,400
Drawdowns	41,762,145	767,210
Repayments	(1,836,402)	(1,613,235)
Currency translation differences	(1,220,197)	12,642
Balance at 31 December (Note 15)	<u>48,534,563</u>	<u>9,829,017</u>

Short-term loans and borrowings

	Group	
	2022 RM	2021 RM
Balance at 1 January	7,203,014	5,871,953
Net cash flow changes	905,986	1,444,085
Currency translation differences	(171,000)	(113,024)
Balance at 31 December	<u>7,938,000</u>	<u>7,203,014</u>
Represented by:-		
- Banker acceptances (Note 15)	0	4,699,814
- Revolving credits (Note 15)	7,938,000	2,503,200
	<u>7,938,000</u>	<u>7,203,014</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

26. Notes to statements of cash flows (cont'd)

Lease liabilities

	Group	
	2022 RM	2021 RM
Balance at 1 January	1,019,529	1,012,338
Acquisition of right-of-use assets	0	585,013
Payments	(367,658)	(579,734)
Currency translation differences	19,991	1,912
Balance at 31 December (Note 16)	<u>671,862</u>	<u>1,019,529</u>

The total cash outflow for leases is as follows:-

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Operating activities				
Lease expense recognised in profit or loss (Note 22)	799,526	726,254	4,550	4,550
Financing activities				
Interest portion of lease liabilities (Note 22)	43,675	49,497	0	0
Principal portion of lease liabilities	<u>367,658</u>	<u>579,734</u>	<u>0</u>	<u>0</u>
	<u>1,210,859</u>	<u>1,355,485</u>	<u>4,550</u>	<u>4,550</u>

27. Related party disclosures

Transactions with related parties during the financial year are as follows:-

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Key management personnel compensation:-				
- Short-term employee benefits	7,639,490	8,065,529	316,000	301,000
- Defined contribution plans	731,231	750,064	0	0
- Share-based payments	469,617	571,950	0	0
	8,840,338	9,387,543	316,000	301,000
Capital distribution from subsidiary	0	0	348,233	0
Contributions to subsidiaries under ESOS	0	0	1,641,286	2,692,569
Dividend declared from associate	170,098	0	170,098	0
Dividends declared from subsidiaries	0	0	43,500,000	44,935,300
Subscription for shares in associate	0	1,449,330	0	1,449,330
Subscription for shares in subsidiaries	0	0	10,000,000	28,761,350

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

28. Segment reporting

Group

Operating segments

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, namely the manufacture of industrial products and trading of high quality computer disk-drive related components.

Geographical information

In presenting the information about geographical areas, segment revenue is based on the geographical location of customers, whereas segment assets are based on the geographical location of assets:-

	External revenue		Non-current assets	
	2022 RM	2021 RM	2022 RM	2021 RM
Malaysia	27,769,231	21,275,213	59,718,213	62,240,689
China	37,771,744	54,586,024	79,261,150	38,894,480
Singapore	10,348,486	19,139,611	640,700	673,934
Thailand	191,687,056	226,142,643	0	0
Others	36,452,370	31,592,744	0	0
	<u>304,028,887</u>	<u>352,736,235</u>	<u>139,620,063</u>	<u>101,809,103</u>

Major customers

The major customers that contributed 10% or more of the Group's total revenue are as follows:-

	External revenue	
	2022 RM	2021 RM
Customer I*	152,228,764	204,877,333
Customer II*	<u>67,505,788</u>	<u>61,933,873</u>

* The identity of the major customer has not been disclosed as permitted by MFRS 8 Operating Segments.

29. Contractual commitments

Group

	2022 RM	2021 RM
Acquisition of property, plant and equipment	<u>51,183,000</u>	<u>46,027,000</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

30. Financial guarantee contracts

Company

The Company has entered into financial guarantee contracts to provide financial guarantees to financial institutions and trade suppliers for credit facilities granted to certain subsidiaries up to a total limit of RM100,765,000 (2021 : RM89,525,000). The total utilisation of these credit facilities as at 31 December 2022 amounted to RM16,513,000 (2021 : RM24,655,000). No maturity analysis is presented for the financial guarantee contracts as the entire amount could be called at any time in the event of default by the subsidiaries.

The aforementioned financial guarantee contracts should have been recognised in the statement of financial position in accordance with the recognition and measurement policies as stated in Note 2.14. After considering that the probability of the subsidiaries defaulting on the credit lines is remote, the financial guarantee contracts have not been recognised as the fair values on initial recognition are not expected to be material.

31. Financial risk management

The activities of the Group expose it to certain financial risks, including credit risk, liquidity risk, currency risk and interest rate risk. The overall financial risk management objective of the Group is to ensure that adequate financial resources are available for business development whilst minimising the potential adverse impacts of financial risks on its financial position, performance and cash flows.

The aforementioned financial risk management objective and its related policies and processes explained below have remained unchanged from the previous financial year.

Credit risk

The Group's exposure to credit risk arises mainly from receivables and deposits placed with financial institutions. The maximum credit risk exposure of these financial assets is best represented by their respective carrying amounts in the statement of financial position. The Company is also exposed to credit risk in respect of its financial guarantees provided for credit facilities granted to certain subsidiaries. The maximum credit risk exposure of these financial guarantees is the total utilisation of the credit facilities granted as disclosed in Note 30.

The Group manages its credit risk exposure of receivables by assessing counterparties' financial standings on an ongoing basis, setting and monitoring counterparties' limits and credit terms. The quantitative information about such credit risk exposure is disclosed in Note 12. As the Group only deals with reputable financial institutions, the credit risk associated with deposits placed with them is low.

Liquidity risk

The Group's exposure to liquidity risk relates to its ability to meet obligations associated with financial liabilities as and when they fall due. The remaining contractual maturities of financial liabilities are disclosed in their respective notes.

The Group practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities whilst maintaining sufficient cash and the availability of funding through standby credit facilities.

Currency risk

The Group's exposure to currency risk arises mainly from transactions entered into by individual entities within the Group in currencies other than their functional currencies. The major functional currencies within the Group are Ringgit Malaysia ("RM"), Renminbi ("RMB") and US Dollar ("USD"), whereas the major foreign currencies transacted are USD and Singapore Dollar ("SGD"). The gross carrying amounts of foreign currency denominated monetary items at the end of the reporting period are as follows:-

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

31. Financial risk management (cont'd)

Currency risk (cont'd)

	Group	
	Denominated in USD RM	Denominated in SGD RM
2022		
Receivables	14,876,773	247,165
Cash and cash equivalents	74,615,162	844,912
Payables	(214,534)	(3,067,251)
Loans and borrowings	(7,938,000)	0
Lease liabilities	0	(299,359)
	<u>81,339,401</u>	<u>(2,274,533)</u>
2021		
Receivables	14,709,234	85,294
Cash and cash equivalents	38,910,511	2,848,922
Payables	(15,307,274)	(7,684,731)
Loans and borrowings	(7,327,916)	0
Lease liabilities	0	(346,805)
	<u>30,984,555</u>	<u>(5,097,320)</u>

The Group observes the movements in exchange rates and acts accordingly to minimise its exposure to currency risk. Where necessary, the Group enters into derivative contracts to hedge the exposure. Such exposure is also partly mitigated in the following ways:-

- (i) The Group's foreign currency sales and purchases provide a natural hedge against fluctuations in foreign currencies.
- (ii) The Group maintains part of its cash and cash equivalents in foreign currency accounts to meet future obligations in foreign currencies.

Based on a symmetric basis which uses the foreign currency as a stable denominator, the following table demonstrates the sensitivity of profit or loss (and equity) to changes in exchange rates that were reasonably possible at the end of the reporting period, with all other variables held constant:-

	Group	
	Increase/(Decrease) in profit 2022 RM	2021 RM
Appreciation of USD against RM by 4% (2021 : 1%)	2,548,191	792,412
Depreciation of USD against RM by 4% (2021 : 1%)	(2,548,191)	(792,412)
Appreciation of SGD against RM by 2% (2021 : 1%)	(4,491)	(8,748)
Depreciation of SGD against RM by 2% (2021 : 1%)	4,491	8,748
Appreciation of USD against RMB by 5% (2021 : 1%)	1,017,584	196,079
Depreciation of USD against RMB by 5% (2021 : 1%)	(1,017,584)	(196,079)
Appreciation of SGD against USD by 2% (2021 : 1%)	(32,852)	(29,180)
Depreciation of SGD against USD by 2% (2021 : 1%)	<u>32,852</u>	<u>29,180</u>

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

31. Financial risk management (cont'd)

Interest rate risk

The Group's exposure to interest rate risk arises mainly from interest-bearing financial instruments, namely term deposits, loans and borrowings and lease liabilities.

The Group observes the movements in interest rates and always strives to obtain the most favourable rates available for new financing or during repricing. It is also the Group's policy to maintain a mix of fixed and floating rate financial instruments as follows:-

	Group	
	2022 RM	2021 RM
Fixed rate instruments		
Financial assets	55,118,000	2,777,889
Financial liabilities	49,807,182	8,222,543
Floating rate instruments		
Financial liabilities	<u>7,337,243</u>	<u>9,829,017</u>

As the Group does not account for its fixed rate financial instruments at fair value through profit or loss, any change in interest rates at the end of the reporting period would not affect its profit or loss (and equity). For floating rate financial instruments measured at amortised cost, the following table demonstrates the sensitivity of profit or loss (and equity) to changes in interest rates that were reasonably possible at the end of the reporting period, with all other variables held constant:-

	Group	
	Increase/(Decrease) in profit	
	2022 RM	2021 RM
Increase in interest rates by 40 (2021 : 0*) basis points	(22,305)	0
Decrease in interest rates by 40 (2021 : 0*) basis points	<u>22,305</u>	<u>0</u>

* Using standard deviation to measure interest rate volatility for the past 12 months, the Group did not foresee any reasonably possible change in interest rate at the end of the previous reporting period.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022 (CONT'D)

32. Capital management

The overall capital management objective of the Group is to safeguard its ability to continue as a going concern so as to provide fair returns to owners and benefits to other stakeholders. In order to meet this objective, the Group always strives to maintain an optimal capital structure to reduce the cost of capital and sustain its business development.

The Group considers its total equity and total interest-bearing debts to be the key components of its capital structure and may, from time to time, adjust the dividend payouts, purchase own shares, issue new shares, sell assets, raise or redeem debts, where necessary, to maintain an optimal capital structure. The Group monitors capital using a debt-to-equity ratio, which is calculated as total interest-bearing debts divided by total equity as follows:-

	Group	
	2022 RM	2021 RM
Loans and borrowings	56,472,563	17,032,031
Lease liabilities	671,862	1,019,529
Total interest-bearing debts	57,144,425	18,051,560
Total equity	340,697,338	312,080,336
Total capital	397,841,763	330,131,896
Debt-to-equity ratio	17%	6%

The aforementioned capital management objective, policies and processes have remained unchanged from the previous financial year.

LIST OF PROPERTIES HELD

Title/ Location	Tenure/ Date of expiry of lease	Description/ Existing use (approximate age of building)	Land area/ Built-up area	Net book value as at 31.12.2022 (RM)	Year of last revaluation	Year of acquisition
Registered Owner: Dufu Industries Sdn. Bhd						
Land						
P.T. No. 1886 (Resurveyed Lot 12354) held under Title No. H.S. (D) 11985, Mukim 12, Daerah Barat Daya, Penang	60 years leasehold expiring on 26.12.2051	Industrial land	177,691 sq. feet	2,674,334	1997	-
No. H.S.(D) 42631, Lot No. 320, Mukim 13, Daerah Seberang Perai Tengah, Pulau Pinang	60 years leasehold expiring on 01.3.2059	Industrial Land	87,123 sq. feet	3,466,043	-	Year 2019
Building						
Plot 19 Free Industrial Zone, Phase IV, Bayan Lepas 11900 Penang		Industrial complex - 1 single-storey office-cum- production building (25 years)	18,209 sq. feet	285,811	-	Year 1997 – 2007
		- 1 double-storey office-cum- production building (18 years)	33,793 sq. feet			
		- 1 three-storey production building (16 years)	65,811 sq. feet			
		- 1 three-storey office cum production building (15 years)	32,816 sq. feet			

LIST OF PROPERTIES HELD (CONT'D)

Title/ Location	Tenure/ Date of expiry of lease	Description/ Existing use (approximate age of building)	Land area/ Built-up area	Net book value as at 31.12.2022 (RM)	Year of last revaluation	Year of acquisition
Block 1-5-7, Block 3-3-1, Block 3-13-3, Block 5-7-1, Block 5-14-2, Block 5-16-5, Block 11-2-2, Block 11-6-2, Block 15-5-6, Block 15-8-3, Block 15-9-6, Block 15-21-3, Block 17-10-1, Block 17-17-5, Block 19-8-4, Block 19-10-2 Taman Terubong Indah, Tingkat Paya Terubong 5, 11060 Penang		16 units of hostel (freehold)	11,200 sq. feet	860,054	-	Year 2015
No 691, Lorong Perindustrian Bukit Minyak 11, Taman Perindustrian Bukit Minyak, 14100 Simpang Ampat, Pulau Pinang		A unit of single storey factory and a double storey office building (4 years)	70,684 sq. feet	9,148,508	-	Year 2019
Registered Owner: Guangzhou Futron Technology Co. Ltd.						
Building						
No. 1, Gao Tian Industrial Zone, Tai Ping Town, Cong Hua City.		- 1 three-storey production building (19 years)	41,383 sq. feet	907,701	-	Year 2003 – 2018
		- 1 steel production workshop (9 years)	8,092 sq. feet			
		- 1 warehouse (5 years)	7,089 sq. feet			
		- 1 five-storey hostel (19 years)	21,348 sq. feet	143,972	-	Year 2003

LIST OF PROPERTIES HELD (CONT'D)

Title/ Location	Tenure/ Date of expiry of lease	Description/ Existing use (approximate age of building)	Land area/ Built-up area	Net book value as at 31.12.2022 (RM)	Year of last revaluation	Year of acquisition
Registered Owner: Guangzhou Futron Precision Industries Co., Ltd.						
Land						
Plot 18411320180005 at South Side of Longxing Siheng Road, Longxing District, Conghua Industrial Park, Conghua District, Guangzhou, People's Republic of China	50 years leasehold expiring on 13.01.2069	Industrial land	216,385 sq. feet	7,134,701	-	Year 2018
Registered Owner: Dufusion Sdn Bhd						
Land						
Lot No. 8478 Mukim 12, District of Barat Daya, Penang	60 years leasehold expiring on 22.5.2050	Industrial land	51,451 sq. feet	4,858,135	-	Year 2012
Lot No. 9232 Mukim 12, District of Barat Daya, Penang	60 years leasehold expiring on 10.12.2050	Industrial land	66,349 sq. feet			
Building						
Plot No. 160 & 163, Jalan Sungai Keluang, Bayan Lepas Free Industrial Zone, Phase 1, 11900 Bayan Lepas Penang		Industrial complex - 1 single-storey office-cum- production building (11 years)	61,587 sq. feet	2,286,393	-	Year 2012
			TOTAL	31,765,652		

SHARE BUY-BACK STATEMENT

1. Disclaimer Statement

This Statement is important and if you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Share Buy-Back Statement in relation to the Proposed Share Buy-Back (as defined herein) prior to its issuance, takes no responsibility for the contents of the Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Statement.

2. Rationale for the Proposed Renewal of Authority to Dufu Technology Corp. Berhad ("DUFU" or the "Company") to Purchase Its Own Ordinary Shares ("Shares") of up to 10% of its total number of issued shares at any point in time ("Proposed Renewal of Share Buy-Back Mandate")

The Proposed Renewal of Share Buy-Back Mandate, if implemented, will enable the Company to utilize its financial resources not immediately required for use, to purchase its own Shares. The Proposed Renewal of Share Buy-Back Mandate may enhance the EPS which may have a positive impact on the market price of DUFU Shares. Other potential benefits of the Proposed Renewal of Share Buy-Back Mandate to the Company and its shareholder are as follows:-

- a) To allow the Company to take preventive measures against speculation particularly when DUFU Shares are undervalued which would in turn stabilize the market price of DUFU Shares and hence, enhance investors' confidence;
- b) To allow the Company flexibility in achieving the desired capital structure, in terms of the debt and equity composition, and the size of equity;
- c) The Purchased Shares may be held as treasury shares and distributed to shareholders as dividends and/or resold in the open market with the intention of realising a potential capital gain if the Purchased Shares are resold at price(s) higher than their purchase price(s); and
- d) The treasury shares may also be transferred for the purpose of rewarding employees under an employees' share scheme, or such other purposes as allowed under the Companies Act 2016.

3. Retained Profits

Based on the Audited Financial Statements of the Company as at 31 December 2022, the retained profits of the Company stood at RM48,493,468.

4. Source of Funding

The Proposed Renewal of Share Buy-Back Mandate will be financed from both internally generated funds and/or external borrowings as long as the amount of fund for the Share Buy-Back has not exceeded the amount of retained earnings. The Company has sufficient resource to undertake the Proposed Renewal of Share Buy-Back Mandate in view that the Company has net cash and cash equivalent balance of approximately RM2,903,992 based on the Audited Financial Statements of DUFU as at 31 December 2022.

In the event borrowings are used for the purchase of DUFU Shares, the Board of Directors of DUFU ("the Board") will ensure that the Company has the capability to repay the borrowings and that such repayment will not have a material effect on the Company's cash flow.

Any funds utilized by DUFU for the Proposed Renewal of Share Buy-Back Mandate will consequentially reduce the resources available to DUFU for its operations by a corresponding amount for shares bought back.

5. Interests of Directors' and Substantial Shareholders' and Persons Connected with Them

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the shareholders in the Company as a consequence of the Proposed Renewal of Share Buy-back Mandate, none of the Directors and Substantial Shareholders of DUFU nor persons connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Mandate and, if any, the resale of the treasury shares.

SHARE BUY-BACK STATEMENT (CONT'D)

5. Interests of Directors' and Substantial Shareholders' and Persons Connected with Them (cont'd)

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders of DUFU as at 28 February 2023 and assuming that DUFU implements the Proposed Renewal of Share Buy-back Mandate in full, the effects of the Proposed Renewal of Share Buy-back Mandate on the shareholdings of the Directors and Substantial Shareholders of DUFU are as follows:-

Directors	Before the Proposed Renewal of Share Buy-Back Mandate				After the Proposed Renewal of Share Buy-Back Mandate									
	As at the LPD				Minimum Scenario				Maximum Scenario					
	Direct	No. of Shares	Indirect	% ^(a)	Direct	No. of Shares	Indirect	% ^(b)	Direct	No. of Shares	Indirect	% ^(c)	No. of Shares	% ^(c)
Dato' Lee, Hui-Ta also known as Li Hui-Ta ⁽¹⁾	49,635,698	9.36	56,410,000 ⁽⁵⁾	10.64	49,635,698	10.14	56,410,000 ⁽⁵⁾	11.53	49,635,698	10.07	56,410,000 ⁽⁵⁾	11.45		
Wu, Mao-Yuan ⁽²⁾	19,319,000	3.64	-	-	19,319,000	3.95	-	-	19,587,500	3.98	-	-		
Sung, Cheng-Hsi	57,300	0.01	-	-	57,300	0.01	-	-	57,300	0.01	-	-		
Joyce Wong Ai May	-	-	-	-	-	-	-	-	-	-	-	-		
Yin, Chih-Chu also known as Laurence Yin	-	-	-	-	-	-	-	-	-	-	-	-		
Lee Yoke Khay	-	-	-	-	-	-	-	-	-	-	-	-		
Substantial Shareholder														
PCSB	51,514,000	9.72	-	-	51,514,000	10.53	-	-	51,514,000	10.46	-	-		
PFSB	56,410,000	10.64	-	-	56,410,000	11.55	-	-	56,410,000	11.45	-	-		
Lee, Wen-Jung	285,000	0.05	51,514,000 ⁽⁶⁾	9.72	285,000	0.06	51,514,000 ⁽⁶⁾	10.53	285,000	0.06	51,514,000 ⁽⁶⁾	10.46		
Lee, Su Hui-Fen	200,200	0.04	51,514,000 ⁽⁶⁾	9.72	200,200	0.04	51,514,000 ⁽⁶⁾	10.53	200,200	0.04	51,514,000 ⁽⁶⁾	10.46		
Wang, Kuei-Hua ⁽³⁾	10,112,130	1.91	56,410,000 ⁽⁵⁾	10.64	10,112,130	2.07	56,410,000 ⁽⁵⁾	11.53	10,112,130	2.05	56,410,000 ⁽⁵⁾	11.45		

SHARE BUY-BACK STATEMENT (CONT'D)

5. Interests of Directors' and Substantial Shareholders' and Persons Connected with Them (cont'd)

	Before the Proposed Renewal of Share Buy-Back Mandate				After the Proposed Renewal of Share Buy-Back Mandate					
	As at the LPD		Minimum Scenario		Maximum Scenario		Indirect			
	Direct	Indirect	Direct	Indirect	Direct	Indirect	Direct	Indirect		
	No. of Shares	% ^(a)	No. of Shares	% ^(a)	No. of Shares	% ^(b)	No. of Shares	% ^(b)	No. of Shares	% ^(c)
Person Connected with Director and Substantial Shareholder										
Wu, Ming-Hsiu ^{(2)/(4)}	105,000	0.02	-	-	105,000	0.02	-	-	138,500	0.03
Hsu, Sung-Hsiang ^{(2)/(4)}	210,000	0.04	-	-	210,000	0.04	-	-	222,500	0.05

Note:

Minimum Scenario - Assuming none of the 3,671,500 ESOS Options are exercised and DUFU implements the Proposed Renewal of Share Buy-back Mandate in full.
 Maximum Scenario - Assuming full exercise of the 3,671,500 ESOS Options and DUFU implements the Proposed Renewal of Share Buy-back Mandate in full.

- (a) Based on the total number of issued shares of 530,019,246 Shares, exclusive of 13,792,488 shares held as treasury shares
 (b) Based on the total number of issued shares of 489,430,561 Shares without exercising the ESOS Options and the Proposed Share Buy-Back is carried out in full and all that shares so purchased are held as treasury shares
 (c) Based on the total number of issued shares of 492,734,911 Shares after full exercise of the 3,671,500 ESOS Options with the assumption that the Directors / Substantial Shareholders and Persons Connected with them (whom also an eligible person to the Company's ESOS) fully exercised their ESOS Options:-

- Wu, Mao-Yuan – 268,500 ESOS Options
- Wu, Ming-Hsiu – 33,500 ESOS Options
- Hsu, Sung-Hsiang – 12,500 ESOS Options

- (1) Also Substantial Shareholder of the Company
 (2) Also an eligible person to the Company's ESOS
 (3) Spouse of Dato' Lee, Hui-Ta also known as Li Hui Ta
 (4) Person Connected to Wu, Mao-Yuan
 (5) Indirect Interest by virtue of his/her substantial interest in Perfect Full Yen Sdn Bhd ("PFYSB").
 (6) Indirect Interest by virtue of his/her substantial interest in Perfect Commerce Sdn Bhd ("PCSB").

SHARE BUY-BACK STATEMENT (CONT'D)

6. Potential Advantages and Disadvantages of the Proposed Renewal of Share Buy-Back Mandate

6.1 Potential advantages of the Proposed Renewal of Share Buy-Back Mandate

The potential advantages of the Proposed Renewal of Share Buy-Back Mandate are set out in section 2 of the Statement.

6.2 Potential disadvantages of the Proposed Renewal of Share Buy-Back Mandate

The potential disadvantages of the Proposed Renewal of Share Buy-Back Mandate are as follows:-

- a) The Proposed Renewal of Share Buy-Back Mandate if implemented, will reduce the financial resources of DUFU and may result in DUFU foregoing interest income and/or better investment opportunities that may emerge in the future; and
- b) It would also result in the reduction of financial resources available for distribution in the form of cash dividends to shareholders of DUFU in the immediate future.

Nevertheless, the Board is of the view that the Proposed Renewal of Share Buy-Back Mandate is not expected to have any potential material disadvantages to the Company and its shareholders as it will be implemented only after careful consideration of the financial resources of DUFU and the resultant impact on the shareholders of the Company.

7. Material Financial Effect of the Proposed Renewal of Share Buy-Back Mandate

The material financial effect of the Proposed Renewal of Share Buy-Back Mandate on the share capital, consolidated Net Tangible Assets ("NTA"), working capital, earnings, dividends and the substantial shareholders' shareholdings in DUFU are set out below:-

7.1 Share Capital

The effects of the Proposed Renewal of Share Buy-Back Mandate on the total number of issued shares of DUFU are as follows:-

Minimum Scenario - Assuming none of the 3,671,500 ESOS Options are exercised and DUFU implements the Proposed Renewal of Share Buy-back Mandate in full

Maximum Scenario - Assuming full exercise of the 3,671,500 ESOS Options and DUFU implements the Proposed Renewal of Share Buy-back Mandate in full.

	Minimum Scenario	Maximum Scenario
	No. of Shares	No. of Shares
As at 28 February 2023	543,811,734	543,811,734
Shares to be issued pursuant to the ESOS	0	3,671,500
	543,811,734	547,483,234
Proposed Renewal of Share Buy-Back Mandate (assuming all Purchased Shares are held as treasury shares)	54,381,173	54,748,323
	489,430,561	492,734,911
Total number of issued share after the Proposed Renewal of Share Buy-Back Mandate	489,430,561	492,734,911

The Proposed Renewal of Share Buy-Back Mandate will not have any effect on the issued and paid-up share capital of the Company as the Shares purchased are to be retained as treasury shares. However, the rights attaching to the treasury shares as to voting, dividends and participation in other distributions or otherwise will be suspended. While these Shares remain as treasury shares, the Companies Act 2016 prohibits the taking into account of such Shares in calculating the number of percentage of Shares for a purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

SHARE BUY-BACK STATEMENT (CONT'D)

7. Material Financial Effect of the Proposed Renewal of Share Buy-Back Mandate (cont'd)

7.2 NTA

The effects of the Proposed Renewal of Share Buy-Back Mandate on the consolidated NTA of the Group would depend on the purchase price and number of Purchased Shares, the effective funding cost to DUFU to finance the Purchased Shares or any loss in interest income to DUFU.

The Proposed Renewal of Share Buy-Back Mandate will reduce the consolidated NTA per Share at the time of purchase if the purchase price exceeds the consolidated NTA per Share and conversely will increase the consolidated NTA per Share at the time of purchase if the purchase price is less than the consolidated NTA per Share.

Should the Purchased Shares be resold, the consolidated NTA will increase if the Company realizes a capital gain from the resale, and vice-versa. However, the quantum of the increase in NTA will depend on the selling price of the Purchased Shares and the number of Purchased Shares resold.

7.3 Working Capital

The Proposed Renewal of Share Buy-Back Mandate is likely to reduce the working capital of the Group, the quantum of which would depend on the purchase price of the Purchased Shares, the number of Purchased Shares and any associated costs incurred in making the purchase.

7.4 Earnings

The effects of the Proposed Renewal of Share Buy-Back Mandate on the EPS of the DUFU Group will depend on the purchase price of the DUFU Shares, the number of DUFU Shares purchased and the effective funding cost to DUFU to finance the Purchase Shares or any loss in interest income to the Group.

If the Purchased Shares are to be retained as treasury shares or cancelled subsequently, the number of Shares applied in the computation of the EPS will be reduced, and accordingly, all other things being equal, the Proposed Renewal of Share Buy-Back Mandate will have a positive impact on the EPS of the Group.

In the event the Purchased Shares are resold subsequently, depending on the price at which the said Shares are resold, the Proposed Renewal of Share Buy-Back Mandate may have a positive effect on the EPS of the Group if there is a gain on the disposal and vice-versa.

7.5 Dividends

Assuming the Proposed Renewal of Share Buy-Back Mandate is implemented in full, dividends would be paid on the remaining total number of issued Shares of DUFU (excluding the Shares already purchased). The Proposed Renewal of Share Buy-Back Mandate may have an impact on the Company's dividend policy for the financial year ending 31 December 2023 as it would reduce the cash available which may otherwise be used for dividend payments. Nevertheless, the treasury shares purchased may be distributed as dividends to shareholders of the Company, if the Company so decides.

Any dividends to be declared by DUFU in the future would depend on, inter-alia, the profitability and cash flow position of the Group.

7.6 Substantial Shareholders

Shares bought back by the Company under the Proposed Renewal of Share Buy-Back Mandate that are retained as treasury shares will result in a proportionate increase in the percentage shareholdings of the Substantial Shareholders in the Company. Please refer to Section 5 of this Statement for further details.

SHARE BUY-BACK STATEMENT (CONT'D)

8. Implications of the Proposed Renewal of Share Buy-Back Mandate relating to Rules on Take-Overs, Merger, and Compulsory Acquisitions (The "Rules")

Based on the Company's total number of issued Shares and the current shareholdings of the substantial shareholders and/or parties acting in concert as at 28 February 2023, none of the substantial shareholders and/or parties acting in concert with them will be required to make a mandatory general offer in the event of the implementation of Proposed Renewal of Share Buy-Back Mandate in full.

As it is not intended for the Proposed Renewal of Share Buy-Back Mandate to trigger the obligation to undertake a mandatory offer under the Rules by any of the Company's shareholders and/or parties acting in concert with them, the Board will ensure that such number of Shares purchased, retained as treasury shares, cancelled or distributed pursuant to the Proposed Renewal of Share Buy-Back Mandate would not result in triggering any mandatory offer obligation on the part of its shareholders and/or parties acting in concert with them.

In this connection, the Board will be mindful of the Rules when making any purchase of the Shares pursuant to the Proposed Renewal of Share Buy-Back Mandate.

9. Purchases, Resold, Transfer and Cancellation made by the Company of its own Shares in the preceding twelve (12) months

The company had not purchased, resold, transferred or cancelled any shares in the preceding twelve (12) months.

10. Proposed intention of the Directors to Deal with the Shares so Purchased

The proposed Renewal of Share Buy-Back Mandate, if exercised, the Shares shall be dealt with in the following manner:-

- to cancel the Shares so purchased; or
- to retain the Shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
- to retain part of the Shares so purchased as treasury shares and cancel the remainder; or
- to retain the Shares so purchased in treasury for distribution to eligible employee(s) pursuant to an employees' share scheme, or such other purposes as allowed under Companies Act 2016.

11. Historical Share Prices

The monthly highest and lowest market prices of DUFU Shares traded on Bursa Securities for the preceding twelve (12) months are as follows:-

	Highest RM	Lowest RM
2022		
March	3.10	2.10
April	2.98	2.42
May	2.62	2.17
June	2.95	2.65
July	3.10	2.48
August	3.16	2.83
September	2.86	2.55
October	2.56	2.33
November	2.41	1.57
December	2.04	1.78
2023		
January	2.27	1.71
February	2.35	1.97

Last transacted market price as at 20 March 2023 (being the latest practical date prior to the printing of this Statement) was RM2.09.

(Source: Bloomberg)

SHARE BUY-BACK STATEMENT (CONT'D)

12. Public Shareholding Spread

As at 28 February 2023, the public shareholding spread of the Company was approximately 58.26%. In this regard, the Board undertakes to purchase Shares only to the extent that the public shareholding spread of DUFU shall not fall below 25% of the total number of issued Shares of the Company (excluding treasury shares) at all times pursuant to the Proposed Renewal of Share Buy-back Mandate, in accordance with Para 8.02(1) and 12.14 of the Bursa Securities Main Market Listing Requirements.

13. Director's Statement

After taking into consideration all relevant factors, the Board is of the opinion that the Proposed Renewal of Share Buy-Back Mandate described above is in the best interest of the Company.

14. Director's Recommendation

The Board recommends that you vote in favour of the ordinary resolution to be tabled at the forthcoming 21st Annual General Meeting to give effect to the Proposed Renewal of Share Buy-Back Mandate.

15. Responsibility Statement

This statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

16. Documents Available For Inspection

Copies of the following documents will be available for inspection at the registered office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang during normal office hours from Monday to Friday (except on public holidays) from the date of this Statement up to and including the date of the forthcoming AGM:-

- (i) Constitution of DUFU; and
- (ii) The audited consolidated financial statements of DUFU for the past two (2) financial years ended 31 December 2021 and 2022.

17. Further Information

There is no other information concerning the Proposed Renewal of Share Buy-Back Mandate as shareholders and other professional advisers would reasonably require and expect to find in the Statement for the purpose of making informed assessment as to the merits of approving the Proposed Renewal of Share Buy-Back Mandate and the extent of the risks involved in doing so.

ANALYSIS OF SHAREHOLDINGS

AS AT 28 FEBRUARY 2023

SHARE CAPITAL

Total Number of Issued Shares	:	530,019,246+
Class of Share	:	Ordinary Shares with equal voting rights
Number of Shareholders	:	8,633

+ Excluding a total of 13,792,488 shares purchased and retained as treasury shares.

DISTRIBUTION OF SHAREHOLDERS

<u>Holdings</u>	<u>No. of Holders</u>	<u>Total Holdings</u>	<u>%</u>
1 – 99	470	13,972	0.00
100 – 1,000	2,638	1,596,849	0.30
1,001 – 10,000	4,019	16,628,063	3.14
10,001 – 100,000	1,223	35,670,752	6.73
100,001 – 26,500,961	280	318,549,912	60.10
26,500,962 and above	3	157,559,698	29.73
Total	8,633	530,019,246	100.00

THIRTY LARGEST SECURITIES ACCOUNT HOLDERS

	<u>Name</u>	<u>Shareholdings</u>	<u>%</u>
1.	Perfect Full Yen Sdn Bhd	56,410,000	10.64
2.	Perfect Commerce Sdn Bhd	51,514,000	9.72
3.	Lee, Hui-Ta @ Li Hui Ta	49,635,698	9.36
4.	Wong Ser Yian	26,483,786	5.00
5.	Wu, Mao-Yuan	19,319,000	3.64
6.	CIMB Group Nominees (Tempatan) Sdn Bhd Qualifier: CIMB Commerce Trustee Berhad for Kenanga Shariah Growth Opportunities Fund (50156 TR01)	14,263,254	2.69
7.	Citigroup Nominees (Asing) Sdn Bhd Qualifier: CBNY for Norges Bank (FI 17)	12,208,963	2.30
8.	CGS-CIMB Nominees (Tempatan) Sdn Bhd Qualifier: CGS-CIMB Futures Sdn Bhd (MY)	11,688,000	2.21
9.	Wang, Kuei-Hua	10,112,130	1.91
10.	Amanahraya Trustees Berhad Qualifier: Public Islamic Opportunities Fund	9,896,300	1.87
11.	Amanahraya Trustees Berhad Qualifier: Public Smallcap Fund	9,543,400	1.80
12.	DB (Malaysia) Nominee (Tempatan) Sendirian Berhad Qualifier: Deutsche Trustees Malaysia Berhad for Eastspring Investments-mall-Cap Fund	8,465,600	1.60
13.	Perfect Hua Ta Sdn. Bhd.	6,891,000	1.30
14.	Amanahraya Trustees Berhad Qualifier: Public Strategic Smallcap Fund	6,375,000	1.20
15.	CIMB Group Nominees (Tempatan) Sdn Bhd Qualifier: CIMB Commerce Trustee Berhad for Kenanga Growth Opportunities Fund (50154 TR01)	5,862,460	1.11

ANALYSIS OF SHAREHOLDINGS

AS AT 28 FEBRUARY 2023 (CONT'D)

THIRTY LARGEST SECURITIES ACCOUNT HOLDERS (cont'd)

	Name	Shareholdings	%
16.	CIMB Islamic Nominees (Tempatan) Sdn Bhd Qualifier: CIMB Islamic Trustee Berhad - Kenanga Syariah Growth Fund	5,756,200	1.09
17.	Citigroup Nominees (Asing) Sdn Bhd Qualifier: Exempt An for Citibank New York (Norges Bank 22)	5,682,000	1.07
18.	Citigroup Nominees (Asing) Sdn Bhd Qualifier: Exempt An for Citibank New York (Norges Bank 19)	5,236,812	0.99
19.	CIMSEC Nominees (Tempatan) Sdn Bhd Qualifier: CIMB for Lim Ka Kian (PB)	4,549,600	0.86
20.	Amanahraya Trustees Berhad Qualifier: Public Dividend Select Fund	4,323,100	0.82
21.	Citigroup Nominees (Tempatan) Sdn Bhd Qualifier: Kumpulan Wang Persaraan (Diperbadankan) (Kenanga)	4,239,600	0.80
22.	CIMB Group Nominees (Tempatan) Sdn Bhd Qualifier: CIMB Commerce Trustee Berhad - Kenanga Growth Fund	4,212,500	0.79
23.	Maybank Nominees (Tempatan) Sdn Bhd Qualifier: National Trust Fund (IFM Kenanga) (410196)	3,837,500	0.72
24.	HSBC Nominees (Tempatan) Sdn Bhd Qualifier: HSBC (M) Trustee Bhd for Pertubuhan Keselamatan Sosial (UOB AMM6939-406)	3,624,500	0.68
25.	HSBC Nominees (Tempatan) Sdn. Bhd. Qualifier: HSBC (M) Trustee Bhd for Manulife Insurance Berhad (Equity Fund)	3,003,600	0.57
26.	DB (Malaysia) Nominee (Tempatan) Sendirian Berhad Qualifier: Deutsche Trustees Malaysia Berhad for Hong Leong Growth Fund	2,991,300	0.56
27.	UOBM Nominees (Tempatan) Sdn Bhd Qualifier: UOB Islamic Asset Management Sdn Bhd For Lembaga Tabung Haji	2,781,800	0.52
28.	Maybank Nominees (Tempatan) Sdn Bhd Qualifier: Maybank Trustees Berhad for Kenanga Syariahextra Fund (N14011960240)	2,620,500	0.49
29.	CIMB Group Nominees (Tempatan) Sdn Bhd Qualifier: CIMB Commerce Trustee Berhad - Kenanga Malaysian Inc Fund	2,557,300	0.48
30.	HSBC Nominees (Asing) Sdn. Bhd. Qualifier: J.P. Morgan Securities Plc	2,339,810	0.44

ANALYSIS OF SHAREHOLDINGS

AS AT 28 FEBRUARY 2023 (CONT'D)

SUBSTANTIAL SHAREHOLDERS

	Name	Direct		Indirect	
		No. of shares held	%	No. of shares held	%
1.	Perfect Full Yen Sdn Bhd (PFYSB)	56,410,000	10.64	-	-
2.	Perfect Commerce Sdn Bhd (PCSB)	51,514,000	9.72	-	-
3.	Dato' Lee, Hui-Ta also known as Li Hui Ta	49,635,698	9.36	56,410,000#	10.64#
4.	Wang, Kuei-Hua	10,112,130	1.91	56,410,000#	10.64#
5.	Lee, Su Hui-Fen	200,200	0.04	51,514,000^	9.72^
6.	Lee, Wen-Jung	285,000	0.06	51,514,000^	9.72^

Indirect Interest by virtue of his/her substantial interest in PFYSB.

^ Indirect Interest by virtue of his/her substantial interest in PCSB.

DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S SHAREHOLDINGS

	Name	Direct		Indirect	
		No. of shares held	%	No. of shares held	%
1.	Dato' Lee, Hui-Ta also known as Li Hui Ta	49,635,698	9.36	56,410,000#	10.64#
2.	Wu, Mao-Yuan	19,319,000	3.64	-	-
3.	Sung, Cheng-Hsi	57,300	0.01	-	-
4.	Joyce Wong Ai May	-	-	-	-
5.	Yin, Chih-Chu also known as Laurence Yin	-	-	-	-
6.	Lee Yoke Khay	-	-	-	-
7.	Yeoh Beng Hooi *	20	negligible	-	-

Indirect Interest by virtue of his substantial interest in PFYSB.

* Chief Executive Officer of the Group.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting ("21st AGM") of the Company will be held at Function Room 7 at Spice Convention Centre, SPICE, No. 108, Jalan Tun Dr. Awang, 11900, Penang, Malaysia on Friday, 28 April 2023 at 9.00 a.m. for the following purposes:-

AGENDA

- | | | |
|----|--|---|
| 1. | To receive the Audited Financial Statements of the Company for the year ended 31 December 2022 together with the Reports of the Directors and of the Auditors thereon. | <i>(Please refer to Note 1)</i> |
| 2. | To declare a Single Tier Final Dividend of 4 sen per share for the year ended 31 December 2022. | (Resolution 1) |
| 3. | To approve the Directors' Fee of up to RM322,000/- for the period from 1 May 2023 until the next Annual General Meeting of the Company and payment of such fee to the Directors. | <i>(Please refer to Note 2)</i>
(Resolution 2) |
| 4. | To approve the payment of other benefits (excluding Directors' Fee) of up to RM50,000/- for the period from 1 May 2023 until the next Annual General Meeting of the Company. | (Resolution 3) |
| 5. | To re-elect the following Directors retiring under Paragraph 102(1) of the Company's Constitution and who, being eligible offer themselves for re-election:- | <i>(Please refer to Note 3)</i> |
| | a) Lee, Yoke Khay; and | (Resolution 4) |
| | b) Sung, Cheng-Hsi | (Resolution 5) |
| 6. | To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. | (Resolution 6) |

SPECIAL BUSINESS

- | | | |
|----|---|----------------|
| 7. | To consider and if thought fit, to pass the following resolutions: - | |
| | Ordinary Resolutions | |
| a) | <u>Authority to Issue Shares</u> | (Resolution 7) |
| | <p>"That pursuant to Companies Act 2016 ("the Act") and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/ regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."</p> | |

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. To consider and if thought fit, to pass the following resolutions: - (cont'd)

b) Renewal of Authority to Purchase its own Shares

(Resolution 8)

"That subject to the Act, provisions of the Company's Constitution and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-

- i) The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares in the ordinary share capital of the Company at any point in time;
- ii) The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the latest financial year ended 31 December 2022 the audited retained profits of the Company is RM48,493,468;
- iii) The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
- iv) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
 - to cancel the shares so purchased; or
 - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - to retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - to retain the shares so purchased in treasury for distribution to eligible employee(s) pursuant to the Employees' Share Scheme of the Company (if applicable).

The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Act, provisions of the Company's Constitution, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."

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

By Order of the Board

HOW WEE LING (MAICSA 7033850) / SSM PC NO. 202008000869

OOI EAN HOON (MAICSA 7057078) / SSM PC NO. 202008000734

Secretaries

Penang

27 March 2023

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Proxy

- a) For the purpose of determining a member who shall be entitled to attend and vote at this 21st Annual General Meeting, the Company shall be requesting the Record of Depositors as at 17 April 2023. Only a depositor whose name appears on the Record of Depositors as at 17 April 2023 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- b) A member (except an exempt authorised nominee) may appoint up to two (2) proxies in relation to the general meeting provided that he specifies the proportion of his shareholdings to be represented by each proxy.
- c) Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- d) The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- e) The instrument appointing a proxy shall be deposited to Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to info@sshsb.com.my not less than 48 hours before the time for holding the 21st AGM or any adjournment thereof i.e. by Wednesday, 26 April 2023 at 9.00 a.m.

Explanatory Note on Ordinary and Special Business:

1. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.
2. The Ordinary Resolution 2 is to facilitate payment of Directors' fees for the period from 1 May 2023 until the next AGM. The total Directors' Fee of up to RM322,000/- was calculated based on 14-month provision for all Directors.
3. The Board through the Nomination Committee had undertaken an annual assessment on the Directors. Mr. Lee Yoke Khay and Mr. Sung, Cheng-Hsi, both are Independent Non-Executive Directors of the Company, seeking for re-election pursuant to Paragraph 102 of the Company's Constitution, at the 21st AGM. Both Mr. Lee Yoke Khay and Mr. Sung, Cheng-Hsi have also provided their annual declaration/confirmation of independence.

The Board and the Nomination Committee are satisfied with their performance assessment i.e. meeting attendances, participated actively and contributed positively during deliberations or discussions at Board Meetings, competency and capability, understanding of their roles and responsibilities. Thus, the Board recommended that the approval of the shareholders be sought for the re-election of the said Directors at the 21st AGM. The information of the Directors' standing for re-election is set out in "Profile of Directors" of the Annual Report 2022.

4. The proposed Resolution No. 7 [Item 7(a)], if passed, will grant a renewed general mandate (Mandate 2023) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Mandate 2023 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 20th Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.

5. The proposed Ordinary Resolution No. 8 [Item 7(b)], if passed, will give the Company the authority to purchase its own ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company for the time being. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held, whichever occurs first. For further information on the Proposed Renewal of Share Buy-back Mandate, please refer to the Share Buy-back Statement set out in the Annual Report 2022.

NOTES:

- i. Shareholders may send questions in relation to the agenda items for the 21st AGM, electronically by email to davidkhoo@dufu.com.my no later than Wednesday, 26 April 2023 at 9.00 a.m..
- ii. To enable the Company to make the necessary arrangement on the 21st AGM day, attendees who wish to attend the 21st AGM in person are encouraged to pre-register attendance by providing the following Pre-Registration details by email to info@sshsb.com.my by Wednesday, 26 April 2023 at 9.00 a.m..
 - Company Name: **Dufu Technology Corp. Berhad**
 - Full name;
 - NRIC / Passport No.;
 - CDS Account No.;
 - Contact No.;
 - Category of Attendees.: Shareholder / Proxy / Invitee
- iii. Shareholders are also reminded to monitor the Company's website and announcements from time to time for any changes to the 21st AGM arrangement.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

- Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad
- 1. **Details of individuals who are standing for election as directors (excluding directors standing for a re-election)**

No individual is seeking election as a director at the 21st AGM of the Company.
- 2. **Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

Details of the general mandate to issue securities in the Company pursuant to the Companies Act 2016 are set out in Explanatory Note (4) of the Notice of 21st AGM.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the Single Tier Final Dividend of 4 sen per share for the year ended 31 December 2022 if approved, will be paid on 16 June 2023 to depositors registered in the Records of Depositors on 30 May 2023:-

A depositor shall qualify for entitlement to the Dividend in respect of:-

- a) shares transferred into the Depositor's Securities Account before 4.30 p.m. on 30 May 2023 in respect of transfers;
- b) shares deposited into the Depositor's Securities Account before 12.30 p.m. in respect of securities exempted from mandatory deposit; and
- c) shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board
HOW WEE LING (MAICSA 7033850) / SSM PC NO. 202008000869
OOI EAN HOON (MAICSA 7057078) /SSM PC NO. 202008000734
Secretaries

Penang
27 March 2023

PROXY FORM

DUFU TECHNOLOGY CORP. BERHAD
Registration No. 200201013949 (581612-A)
(Incorporated in Malaysia)

No. of ordinary shares held		CDS Account No.	
Contact No.		Email Address	

*I/We, _____ (NRIC No. / Company No. _____) of _____

being a *Member/Members of DUFU TECHNOLOGY CORP. BERHAD hereby appoint:-

The following proxy(ies):-

Name	NRIC / Passport No.	Address	Proportions of my/our holdings to be represented (%)
(1)			
AND * / OR FAILING HIM*,			
(2)			
			Total 100.0%

In case of a vote by show of hands, Proxy 1*/Proxy 2* shall vote on our behalf.

AND * / OR FAILING HIM*,

Chairman of the Meeting

as *my/our proxy to vote for *me/us and on *my/our behalf at the 21st Annual General Meeting of the Company to be held at Function Room 7 at Spice Convention Centre, SPICE, No. 108, Jalan Tun Dr. Awang, 11900, Penang, Malaysia on Friday, 28 April 2023 at 9.00 a.m. and at any adjournment thereof as indicated below:-

Tick (✓) whichever is applicable

* Strike out whichever is inapplicable

(Please indicate with an "X" in the space provided below on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion)

Ordinary Resolutions		For	Against
1.	To declare a Single Tier Final Dividend of 4 sen per share for the year ended 31 December 2022.		
2.	To approve the Directors' Fee of up to RM322,000/- for the period from 1 May 2023 until the next Annual General Meeting of the Company and payment of such fee to the Directors.		
3.	To approve the payment of other benefits (excluding Directors' Fee) of up to RM50,000/- for the period from 1 May 2023 until the next Annual General Meeting of the Company.		
	To re-elect the following Directors retiring under Paragraph 102(1) of the Company's Constitution and who, being eligible offer themselves for re-election:-		
4.	Lee Yoke Khay		
5.	Sung, Cheng-Hsi		
6.	To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.		
	To pass the following resolution as Special Business :-		
7.	Authority to Issue Shares pursuant to the Companies Act 2016.		
8.	To approve the proposed renewal of authority to purchase up to ten percent (10%) of its own shares in the total number of issued shares of the Company.		

Signed this _____ day of _____ 2023

Signature of Member: _____

Proxy:-

- For the purpose of determining a member who shall be entitled to attend and vote at this 21st Annual General Meeting, the Company shall be requesting the Record of Depositors as at 17 April 2023. Only a depositor whose name appears on the Record of Depositors as at 17 April 2023 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- A member (except an exempt authorised nominee) may appoint up to two (2) proxies in relation to the general meeting provided that he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- The instrument appointing a proxy shall be deposited to Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to info@sshsb.com.my not less than 48 hours before the time for holding the 21st AGM or any adjournment thereof i.e. by Wednesday, 26 April 2023 at 9.00 a.m.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries
DUFU TECHNOLOGY CORP. BERHAD
Registration No. 200201013949 (581612-A)
57-G Persiaran Bayan Indah
Bayan Bay, Sungai Nibong
11900 Penang

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Dufu Technology Corp. Berhad
200201013949 (581612-A)

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