

MR.D.I.Y.
Always Low Prices

**BIG AND SMALL
MR.D.I.Y. HAS IT ALL**



ANNUAL REPORT 2023



MR.D.I.Y.



MR. D.I.Y., One Utama

Big and Small MR. D.I.Y. Has It All

Our cover this year celebrates the breadth of our 17,000 SKUs, ranging from small items like nails, batteries and jewellery, through to larger household items like storage buckets, ladders and electronic gadgets. Big or small, MR. D.I.Y. certainly has them all.



Scan here to view our Annual Report online

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ABOUT THIS REPORT

Forward-Looking Statements

We have used forward-looking statements in this report which may discuss our future plans, strategies, objectives and performance. Such forward-looking statements involve known and unknown risks, uncertainties, as well as other factors that may cause our actual results, performance, achievements, or industry results to be materially different from any results that are expressed or implied by these statements.

Such statements are based on numerous assumptions regarding our present and future business strategies, and the environment which we may operate in the future. Such statements reflect our current view with respect to future events and do not guarantee future performance. Such statements can be identified by the use of words such as “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast” or similar expressions.

The inclusion of such terms should not be regarded as a representation or guarantee by us that such plans and objectives will be achieved.

We Appreciate Your Feedback

We truly value feedback and comments on this report. Please contact our Investor Relations team at: investor.query@mrdiy.com.

Reporting Structure and Frameworks

As a responsible and value-driven organisation, we have endeavoured to present a comprehensive and transparent assessment of our business, our strategies and our efforts to incorporate sustainability into everything we do. In line with best practices, we have also presented our report in alignment with the Malaysian Code on Corporate Governance 2021 (“MCCG”), the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Companies Act 2016 (“the Act”) and the Malaysian Financial Reporting Standards.

Scope And Boundary

The report discusses the Group’s financial and non-financial performance for the period 1 January 2023 to 31 December 2023. With regards to our reporting boundaries, we have considered all business operations of the Group in Malaysia and Brunei, which consist of subsidiaries as well as associate operations. In this report references to “MR. D.I.Y.”, “MR. D.I.Y. Group”, “the Group”, “the Company” and “we” refer to Mr D.I.Y. Group (M) Berhad and its subsidiaries and associate operations. We aim to report on the impact both internal and external factors have on our business performance, material developments, as well as risks or opportunities that could affect our operations.

Navigation Icons



Tells you where you can find more information within this report.



Tells you where you can find more information online.

13th

Annual General Meeting



Live streaming:
<https://tiih.online>



Wednesday,
5 June 2024



2:00 p.m.

MR. D.I.Y. Group (M) Berhad (“MR. D.I.Y.,” “the Group” or “the Company”) is Malaysia’s largest home improvement retailer. The homegrown brand aims to make a positive impact on the lives of the communities it operates in by offering over 17,000 everyday essentials at “Always Low Prices” across 1,255 convenient locations nationwide and on its e-commerce platform, www.mrdiy.com.my.

MR. D.I.Y. stores offer a wide selection of products across five major categories, namely hardware, household and furnishings, electrical, stationery, and sports equipment, as well as others like toys, car accessories, jewellery, cosmetics, and food and beverages.

The Company strives to put its customers first by operating an innovative and flexible business model, with a wide variety of good quality products that offer excellent value for money, in exciting store formats.

All MR. D.I.Y. stores are managed directly, with the retailer working in collaboration with owners of standalone and malls.

For more information on MR. D.I.Y., please log on to www.mrdiy.com.



Wide
Product Range



Always
Low Prices



Convenient
Location
Nationwide



ALWAYS MORE VALUE

From a single store in 2005, MR. D.I.Y. has evolved to become a household name associated with home improvements and more by providing convenience, accessibility and affordability to all; to meet the needs of Malaysians from all walks of life.

Our Core Brands:

MR.D.I.Y.
Always Low Prices

MR. D.I.Y. stores provide a wide variety of everyday essentials, at "Always Low Prices", at convenient locations to meet our customers' needs.

MR.D.I.Y.
Express

MR. D.I.Y. Express' smaller store formats allow us to meet the everyday needs of customers in smaller towns and high-density locations.

MR.D.I.Y.
PLUS

MR. D.I.Y. PLUS houses MR. D.I.Y., MR.TOY and MR. DOLLAR brands in one space, offering great value and one-stop convenience, with a fun and interactive shopping experience.

MR.TOY
Always Low Prices, Always Fun.

MR. TOY offers a diverse range of value-for-money good quality toys and other items appealing to children of all ages.

MR.DOLLAR
Always RM2 or RM5

MR. DOLLAR offers food & beverages ("F&B") and other household products at multiple price points up to RM20.

CORPORATE INFORMATION

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Board of Directors

- 1 DATO' AZLAM SHAH BIN ALIAS**
Independent Non-Executive Chairman
- 2 TAN YU YEH**
Non-Independent Executive Director/Executive Vice Chairman
- 3 ONG CHU JIN ADRIAN**
Non-Independent Executive Director/Chief Executive Officer
- 4 NG ING PENG**
Senior Independent Non-Executive Director
- 5 LENG CHOO YIN**
Independent Non-Executive Director
- 6 DATO' HAMIDAH BINTI NAZIADIN**
Independent Non-Executive Director

Audit and Risk Management Committee

- 1 Ng Ing Peng**
Chairman
- 2 Leng Choo Yin**
Member
- 3 Dato' Hamidah binti Naziadin**
Member

Nomination and Remuneration Committee

- 1 Leng Choo Yin**
Chairman
- 2 Ng Ing Peng**
Member
- 3 Dato' Hamidah binti Naziadin**
Member

Board Sustainability Committee

- 1 Dato' Azlam Shah bin Alias**
Chairman
- 2 Ng Ing Peng**
Member
- 3 Ong Chu Jin Adrian**
Member

Company Secretary

Wong Mun Sin
(License No.: MAICSA 7025509)
(SSM PC No.: 202008000876)

Registered Office

Lot 1907, Jalan KPB 11
Kawasan Perindustrian Balakong
43300 Seri Kembangan
Selangor Darul Ehsan
Malaysia
Tel. No. : +603 8961 1338
Fax. No. : +603 8964 0930
Email : my.corporate.secretarial.
general@mrdiy.com

Share Registrar

Tricor Investor & Issuing House Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Tel. No. : +603 2783 9299
Fax. No. : +603 2783 9222
Email : is.enquiry@my.tricorglobal.com

Auditors

BDO PLT
Level 8, BDO @ Menara CenTARa
360 Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur
Malaysia

Tel. No. : +603 2616 2888
Fax. No. : +603 2616 3190/3191

Principal Bankers

- 1 CIMB Bank Berhad**
- 2 Malayan Banking Berhad**

Stock Exchange

Listed on Main Market of Bursa Malaysia Securities Berhad on 26 October 2020
Stock Name : MRDIY
Stock Code : 5296
Sector: Consumer Products & Services

Website

www.mrdiy.com

Investor Relations

Contact person: Jason Teh
Tel. No. : +603 8961 1338
Email : investor.query@mrdiy.com

GROUP CORPORATE STRUCTURE

MR. D.I.Y.

Always Low Prices

MR D.I.Y. GROUP (M) BERHAD



RETAILING

- 100% Mr D.I.Y. Sdn. Bhd.
- 100% Mr. D.I.Y. (EM) Sdn. Bhd.
- 100% Mr. D.I.Y. (H) Sdn. Bhd.
- 100% Mr D.I.Y. (Johor) Sdn. Bhd.
- 100% Mr D.I.Y. (KK) Sdn. Bhd.
- 100% Mr D.I.Y. (Kuchai) Sdn. Bhd.
- 100% Mr. D.I.Y. (M) Sdn. Bhd.
- 100% Mr D.I.Y. Kids Sdn. Bhd.
- 100% Mr. D.I.Y. Pro Sdn. Bhd.
- 100% MRD (Central) Sdn. Bhd.
- 100% MRD (East Coast) Sdn. Bhd.
- 100% MRD (EM) Sdn. Bhd.
- 100% MRD (Northern) Sdn. Bhd.
- 100% MRD (Southern) Sdn. Bhd.
- 100% Mr. D.I.Y. (B) Sdn. Bhd.



TRADING ARM

- 100% Mr. D.I.Y. Trading Sdn. Bhd.



E-COMMERCE

- 100% Mr D.I.Y. Ecommerce (M) Sdn. Bhd.



PROPERTY INVESTMENT

- 95%* Mr D.I.Y. Management Sdn. Bhd.
- 100% Mr D.I.Y. Management Two Sdn. Bhd.



INVESTMENT HOLDING

- 100% Gula Lima Sdn. Bhd.
- 30%** FDPlas Sdn. Bhd.



IT SERVICES

- 30% Qube Apps Solutions Sdn. Bhd.

Note:

* The shareholders representing the remaining 5% equity interest in Mr D.I.Y. Management Sdn. Bhd. ("MDM") have waived all their present and future rights, title, interest in and to all dividends declared, distributed or paid by MDM. Consequently, the Group has consolidated MDM based on 100% ownership.

** The shareholding of FDPlas Sdn. Bhd. is held through Gula Lima Sdn. Bhd..

BUSINESS & SUSTAINABILITY HIGHLIGHTS



**Improved ESG Ratings by FTSE4Good.
Morningstar Sustainalytics Improved
From High Risk Rating of
31.4 in FY2022 to 18.9 in FY2023 Low Risk
Ranked Amongst Top Companies including Global Consumer Peers.**



We continue to command the **largest** market share in the Malaysian **home improvement** category.



A **16.0%** y-o-y increase in normalised Profit After Tax in FY2023 to **RM560.7 million** driven by higher revenue. Highest earnings since our listing in 2020.

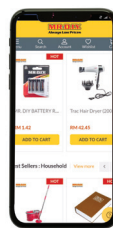


Market Capitalisation of **RM13.8 billion** as at 31 December 2023.

Strong footfall generation with more than **165 million** transactions in FY2023.



Invested a total of **RM2.9 million** in community impact initiatives **#mrdiycares**

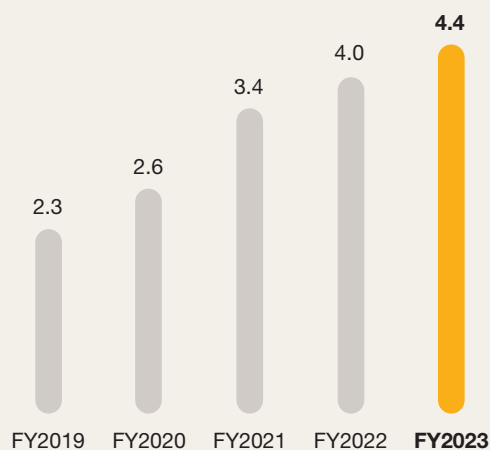


7,200 SKU's* available on www.mrdiy.com.my, making shopping available 24/7 to everyone, anywhere, anytime

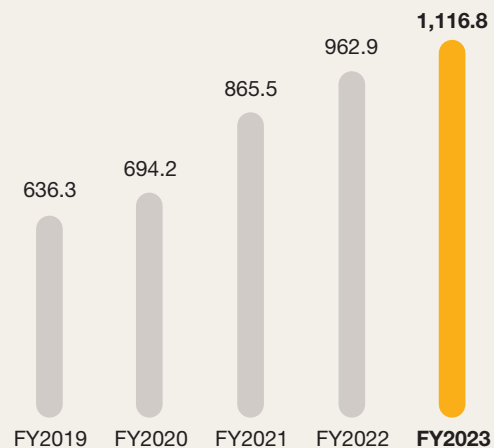
* Stock Keeping Units

FINANCIAL HIGHLIGHTS

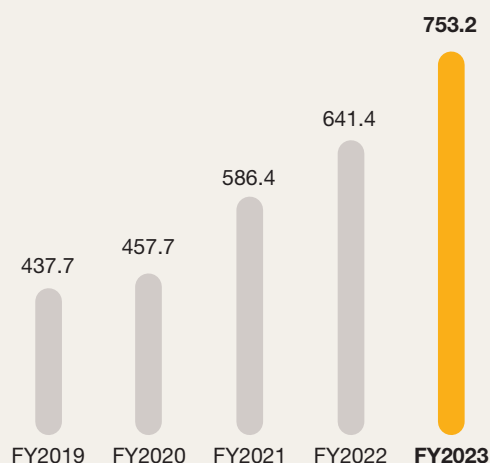
REVENUE (RM billion)



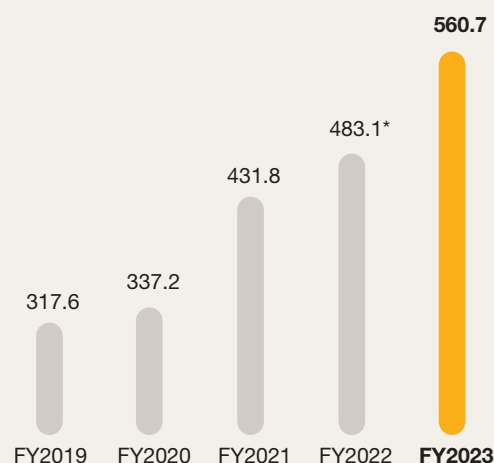
EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTISATION (“EBITDA”) (RM million)



PROFIT BEFORE TAX (“PBT”) (RM million)



PROFIT AFTER TAX (“PAT”) (RM million)



Note: * Normalised Profit After Tax

MR. D.I.Y., Taman Setia Harmoni



2023 ACCOLADES



Always Low Prices

MR D.I.Y. GROUP (M) BERHAD

2023 AWARDS AND ACCOLADES

In FY2023, MR. D.I.Y. was recognised by a myriad of industry leaders and organisations for its steadfast commitment to making a positive impact on the communities it operates in. Here are highlights of some of the awards and accolades we received over the course of the year.



Putra Entering Brand of the Year 2023



World Branding Awards 2023
Regional Award,
Top Home Improvement
Retail Brand



Frost & Sullivan Best Practices Award 2023
Malaysia Home Improvement Retail Company Of The Year



Talent Bank Graduate Choice Award
Malaysia's Most Authoritative Graduate Employer Branding

1 Putra Enterprising Brand of the Year 2023

Launched in 2010, the Putra Brand Awards recognise brand building as an integral business investment. The Putra Brand Awards are unique in that they are based on the people's choice - the awards invite members of the public to cast their votes for their favourite brands in various categories. In 2023, over 6,000 consumers submitted 25,000 responses to ascertain which brands emerged leaders in their respective categories.

The Putra Enterprising Brand of the Year 2023 award, one of the most coveted of the programme, reflects MR. D.I.Y.'s outstanding achievements in developing a brand that has made strong inroads into the international market through product or service innovation, comprehensive marketing, and communications programmes, as well as through strong Corporate Social Responsibility ("CSR") commitments.

This is the third year running that MR. D.I.Y. has been accorded a Putra Brand Award. In 2022, the retailer took Gold in the Award's retail category.

2 World Branding Awards 2023

Regional Award,
Top Home Improvement Retail Brand

In 2023, MR. D.I.Y. took home the Regional Award as the 'Top Home Improvement Retail Brand' at the World Branding Awards 2023 in London.

This is MR. D.I.Y.'s sixth World Branding Award and its third Regional Award, with the first being in 2021. The World Branding Awards is an annual event organised by the World Branding Forum, a global non-profit organisation dedicated to advancing branding principles for the benefit of customers and the branding community. Now in its 15th edition, the 2023 award saw representation from 1.3 million consumers and 765 brands from 66 countries. The Regional Award is presented to brands that are leaders in several countries in a particular geographical region.

The World Branding Awards sees brands recognised for their work and achievements based on brand valuation, the results of consumer market research, and public online voting. Awards like these signal that customers continue to find MR. D.I.Y.'s promise of "Always Low Prices" relevant to their everyday lives.

3 Frost & Sullivan Best Practices Award 2023

Malaysia Home Improvement Retail Company Of The Year

In 2023, Frost & Sullivan again named MR. D.I.Y. the Company of the Year in the Malaysia Home Improvement Retail Industry. In 2020, MR. D.I.Y. was awarded the Market Leadership Award, and in 2021, for the very first time, the Company of the Year Award.

Frost & Sullivan takes a meticulous and stringent approach when selecting nominees in each award category, making a detailed evaluation across two key dimensions – visionary innovation & performance, and customer impact. The Company of the Year Award is its top honour that recognises visionary innovation, market-leading performance, and unmatched customer care through its Best Practices Award analysis. The award demonstrates MR. D.I.Y.'s continued relevance to Malaysians with its promise of "Always Low Prices".

4 Talent Bank Graduate Choice Award

Malaysia's - Most Authoritative Graduate Employer Branding

Talentbank Group is an award-winning recruitment, market research, education, and employer branding specialist was established in 2010 which was established in 2010. The Graduate's Choice Award ("GCA") is Malaysia's Most Authoritative Graduate Employer Branding Award. Launched in 2018, GCA has cumulatively reached out to over 85,000 graduates and recognised more than 200 large organisations.

All results are 100% determined by the votes of university students nationwide. The GCA 2022 award recognises 48 distinctive industries, including accounting and professional services, automotive, e-commerce, electronics, fast-moving consumer goods, government-linked companies, pharmaceutical, retail, and telecommunications.

GCA's Most Preferred Graduate Employers to Work for award recognised employer for their dedication and efforts in enhancing their employer branding in public and private universities across Malaysia.

In 2023, MR. D.I.Y. was ranked #2 in the Retail category for Most Preferred Graduate Employers to Work.

CHAIRMAN'S STATEMENT



**A Step
Further,
Together**

Dear Fellow Shareholders,

Our vision at MR. D.I.Y. is to be the most valued retailer in the markets in which we operate. We continue to make significant progress against this vision in Malaysia, thanks in no small part to our 18,000+ employees around the country, who deliver on our promise of “Always Low Prices” at our 1,255 stores across every state in the country, every day and in a myriad of ways.

It is therefore with pride and honour that I present, on behalf of the Board of Directors. MR. D.I.Y.’s Annual Report for the financial year ended 31 December 2023 (“FY2023”), which details our efforts over the past year to build sustainable value across the Group, whilst positively impacting the communities in which we operate.

FY2023 continued to be a challenging one for the Malaysian economy with economic growth at 3.7%, moderated by the external environment of slower global trade, geopolitical tensions, and tighter monetary policies.

The Malaysian retail market in turn was also impacted, reporting just over 9.0% annual growth across the overall retail industry versus 2022, primarily attributed to a significant rise in the cost of living, the depreciation of the local currency resulting in higher prices of goods, and increased interest rates. These combined factors had a negative impact on the purchasing power of Malaysian consumers, their spending habits, and overall contribution to the retail industry’s growth.

Our position as the value retailer of choice therefore becomes even more significant in the face of the constraints faced by Malaysian consumers, and drives our overall strategy of ensuring we offer value and convenience in meaningful ways, whilst continuing to positively impact communities.

The facts of our financial and operational performance will be covered in greater detail by our Group Chief Executive Officer in his statement and the Management Discussion & Analysis section of this report; suffice to say our efforts to build a trusted, valuable, and sustainable business continue unabated.

I commend our team for continuing to deliver steady growth across all key metrics. We closed FY2023 marking our 8th year of consistent year-on-year growth in both revenue and profit. We registered 165 million transactions across our store network during the year, underpinned by excellent customer sentiment - in FY2023, customer satisfaction scores provided by our e-rating and customer feedback system stood at 98%.

POSITIVELY IMPACTING COMMUNITIES

Ensuring we make a positive impact remains a key priority.

In July 2023, we launched Yayasan MR. D.I.Y. (“MR. D.I.Y. Foundation”), which is committed to implementing community impact programmes that add value to the lives of Malaysians, by focusing on environmental protection, improving the health and well-being of the population, supporting capacity-building and development programmes, as well as promoting and nurturing Malaysia’s rich arts and culture.

The Foundation continues to build on the good work of the MR. D.I.Y. Cares team under our wide-ranging banner of “DIY4Malaysia”. Together, the teams carried out more than 175 community impact programmes in FY2023, and positively impacted the lives of 58,000 people in need.

Key initiatives in FY2023 included collaborations with Yayasan Chow Kit to deliver everyday essentials to those in need and the marginalised, launching a scholarship programme with Universiti Tuanku Abdul Rahman, supporting the good work of the Animal Welfare Society of Malaysia, reaching out to children and the aged during various festive seasons, supporting businesses and communities in their efforts to upgrade local tourism hotspots, and helping those affected by floods, landslides and other natural disasters.

We also continued with our signature outreach programmes which have become a staple in the MR. D.I.Y. calendar each year, like the *MR. D.I.Y. Art Competition*, the *D.I.Y Made Simple* competition in collaboration with Universiti Malaya, the “*Walk with Style*” initiative with Soroptimist International Damansara, and the various DIY4U programmes with universities, zoos, and localised communities.

Our community impact programmes would not have been possible without the outstanding efforts of the MR. D.I.Y. Foundation and the MR. D.I.Y. Cares teams, who have demonstrated passion, commitment and resilience, often under challenging circumstances. On behalf of everyone at MR. D.I.Y., thank you for your selfless commitment to making lives better.

For more information on our CSR and community outreach efforts, please refer to our MR. D.I.Y. Group Sustainability Report 2023.

CHAIRMAN'S STATEMENT

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**NURTURING EMPLOYEES**

In FY2023, we continued to invest significantly in our people.

As our store network grew from 1,080 at the end of FY2022 to 1,255 at the close of FY2023, we invested in hiring the right talent - growing our workforce by 8.9%, from 16,500 at the close of FY2022 to more than 18,000 at the close of FY2023.

These talents were not just to serve the store network, but crucially, to support efficient and effective business functions in the areas of warehousing, logistics, marketing, human resource, management and administration. As is our practice, our hiring strategy continued to prioritise Malaysians, and I am proud to state that as at the close of FY2023, our workforce comprised 84% Malaysians.

Training and development continued to be a priority. We invested close to 359,800 hours in internal and external training and engagement programmes in FY2023, up 85.8% from FY2022, with particular emphasis on upskilling our workforce in the areas of service, automation, robotics, and technology.

Over 80% internal promotions were awarded, ensuring we don't just hire Malaysian talent, but contribute to the overall growth and development of a robust and skilled retail industry in Malaysia.

Beyond growing skills and knowledge in the area of retail sales, warehousing and logistics, we also conducted programmes to improve awareness and understanding of workplace safety, mental, physical and emotional well-being, as well as environmental, social and governance ("ESG") principles.

We closely monitored wages in the context of rising costs, industry standards and inflation rates, and ensured our employees were fairly compensated for their roles and efforts.

All this had a positive impact on employee satisfaction, with our employee satisfaction survey score standing at 91%, up 1% from 2022. The survey gauges employees' satisfaction with their current roles and gains their feedback on matters such as workplace conditions, career development opportunities, and compensation and benefits. The survey also provided valuable wayfinding for areas of improvement; which are being addressed in our 2024 business plan.

In an effort to manage rising costs and improve efficiencies, we conducted several operational reviews of internal processes, and continued to lay the foundation for increased automation across our operations; more on this in our Management Discussion & Analysis section later on in this report.

A GROWING FOCUS ON SUSTAINABILITY

At MR. D.I.Y., we recognise the importance of being a force for good, not just in the area of community impact, but across all areas of business operations.

Our leadership team has been relentless in their efforts to improve and expand our efforts in the areas of ESG, integrating them into all areas of our operations in order to drive sustainable business growth.

In this, we are guided by the best practices as prescribed by the Malaysian Code of Corporate Governance ("MCCG") and Bursa Securities' Corporate Governance Guide, which not only promote the building of sustainable businesses, but also protect stakeholders' interests and create more value.

I am very proud to report that we continue to make excellent progress against our Sustainability Framework, details of which are described in the *MR. D.I.Y. Group Sustainability Report 2023*, available with this report.

BEING RECOGNISED

Our concerted efforts to improve the way we do business, treat our employees, contribute to the betterment of society, and play a role in nation-building have not gone unnoticed.

In FY2023, we continued to garner a significant number of awards, including the *Putra Enterprising Brand of the Year Award*, the *Putra Aria Brand Award*, the 'Top Home Improvement Retailer' category for Malaysia, Thailand, Indonesia, and the Philippines at the World Branding Awards, and the *Frost & Sullivan's Best Practices 2023 Malaysia Home Improvement Retail Industry Company of the Year* for the third consecutive year, making it our fourth Frost & Sullivan award overall.

Kudos to the many different teams who contributed to our success and recognition by some of the most esteemed names in the global business world.

OUTLOOK

2024 is expected to be a challenging year for growth, with economists expecting consumption, lending activity, investments and earnings to decline as the impact of rising interest rates continue to be felt.

There remains some uncertainty, with higher-than-expected inflation and interest rates expected to continue. Economists have forecasted 4%-5% growth for Malaysia in 2024, led by continued household spending, tourism recovery, and realisation of investments. The manufacturing sector is expected to continue its post-pandemic recovery amid resilient global demand. Malaysia

has successfully attracted several billion-dollar global investments in recent months, which will boost jobs, incomes and export-oriented businesses. The slightly expansionary budget announced in October 2023 is also expected to help support growth momentum this year.

Our efforts at MR. D.I.Y. will continue to be focused on helping Malaysians combat the rising cost of living, by broadening our range of everyday essentials, and continuing to extend our retail network to ensure convenience and accessibility.

To do this, we will also invest in building the strength and scale of the relationships we enjoy with manufacturers globally, and the efficiency of our operations. We are and will always be there to help consumers.

ACKNOWLEDGEMENTS

Our business has proven to be sustainable and resilient, even under the assault of a global pandemic in 2020 and 2021, and the knock-on effects post-pandemic in 2022 and 2023, which makes us confident of our ability to stay on track for growth.

Such steady performance would not have been possible without the collective wisdom and experience of my fellow Board members, who have been generous in their time, efforts and wise counsel through fair and challenging climates.

I commend our Leadership Team, who have been united in their efforts to stay on track to realise our vision of being the country's most valued retailer.

And likewise to our employees nationwide, who have persevered through a myriad of challenges, and their families who have supported them in their efforts. You are and remain our most valued asset.

Thank you to our roster of partners and vendors, who have committed to be on this journey with us, and the many regulatory bodies and government agencies who have facilitated our continued growth.

To our founders, shareholders, and business partners - we mark another milestone together, and look forward to many more years of shared success.

And to our customers - thank you for trusting us to meet the everyday needs of your families and loved ones. It is a trust we hold very dear.

Terima kasih from all of us.

DATO' AZLAM SHAH BIN ALIAS





Focused On Steady, Sustainable Growth

CEO'S STATEMENT

Dear Valued Shareholders,

Our purpose at MR. D.I.Y. is to drive sustainable growth and positively impact the communities in which we operate. In FY2023, we delivered our 8th consecutive year of steady growth, despite the post-pandemic headwinds that continued to challenge the global and Malaysian business environments.

It is clear therefore that our promise of delivering everyday essentials at “Always Low Prices” in a variety of interesting retail formats at convenient locations nationwide resonates strongly with customers, allowing us in turn to deliver sustainable value to you, our shareholders. I am therefore pleased to present to you MR. D.I.Y.’s Annual Report for the FY2023.

FY2023 IN REVIEW

We set out in FY2023 staying consistent with the same two goals that have served us well over the years - to drive business growth through the strategic and disciplined expansion of our store network, and to improve operational efficiencies.

Despite a challenging economic environment, we closed the year delivering steady growth across all key indicators, in turn achieving a solid set of financial results.

Group revenue in FY2023 was RM4.4 billion, a 9.4% year-on-year (“y-o-y”) increase compared to the financial year ended 31 December 2022 (“FY2022”). Our strategy of steadily growing our store network has proven effective, driving revenue growth as well as total transactions, which grew 16.0% to 165 million transactions.

EBITDA for the year improved by 16.0% to close to RM1.2 billion, while PAT increased 18.5% y-o-y to RM560.7 million, partially lifted by the absence of the one-off prosperity corporate tax that was applied in FY2022. We recorded our highest gross profit per sq. ft. ever in FY2023 - an indicator that our price adjustments have been fruitful.

Our store network grew by 16.2%, from 1,080 in FY2022 to 1,255 at the close of the year. To support our strategy of moving deeper and wider across the country, we opened MR. D.I.Y. stores in growing towns, including Marang in Terengganu, Yan in Kedah and Kuala Krai in Kelantan, cementing our presence in every state across Malaysia and in Brunei. We are one of a few chain retailers in the country to directly manage and operate our stores.

In keeping with our promise to keep our customers’ shopping experiences fresh and exciting, we became the master franchisee of the EMTOP hardware brand in Malaysia FY2023, opening our first store in Bandar Puteri, Puchong.

EMTOP, trusted in 80 countries across the world and a favourite with DIY-ers and professional builders, produces a broad range of hardware products known for the quality and resilience of

their build. The range offers more than 1,000 products including power tools, power tool accessories, and power source tools. Interestingly, EMTOP tools use a standard battery across their more than 100+ tools, making it convenient and efficient for users. EMTOP's wide range of useful tools, in one convenient location and at reasonable prices, lives up to the MR. D.I.Y. promise of delivering quality products at accessible prices.

We have since opened six EMTOP stores across the country, and in March 2024, launched the first MR. D.I.Y. PLUS store incorporating the full EMTOP range, located at the popular IPC Shopping Centre in Mutiara Damansara, Petaling Jaya.

Another positive indicator in FY2023 was the normalisation of freight and logistics costs post-pandemic, which helped us to manage critical cost efficiencies given the increase in costs in other areas, notably manpower.

Our strategy to increase inventory turnover days also paid off. The supply chain issues of the pandemic era highlighted the need for us to be cautious and carry higher inventory to avoid a shortage of products to market. This has resulted in a steady supply of popular items at stores, also contributing to the uplift in sales.

Despite these positives, the retail environment continued to be challenging in 2023. Customer sentiment remained muted, given rising food prices, the relentless pressures on family wallets, rising interest rates, the deterioration of the ringgit against major global currencies, and the resulting inflationary pressures.

A key differentiator between FY2022 and FY2023 was also the reduction in government cash handouts, which helped many families make it through the pandemic and post-pandemic years. The result is that customers are down-trading, sacrificing purchases in the hope of closely managing family budgets.

To ensure we remained firmly on the radar of our customers and continued to cement our position as their preferred value retailer while easing the pressure on their wallets, our purchasing and marketing teams doubled their efforts, working closely with manufacturers and vendors to ensure we have the daily essentials every household needs readily available at affordable

prices. Our strong direct relationships with manufacturers worldwide helped us to achieve this goal.

We continued to drive automation as a means of reducing costs, upskilling our workforce, and fulfilling customer demand faster and more efficiently. The construction of our new automated warehouse is progressing well, with equipment testing currently in progress. Details of this are outlined further on in this document.

Managing the workforce continues to be challenging, with the depreciating ringgit driving many young Malaysians to look for job opportunities in other markets, particularly Singapore. The e-economy has given rise to many new opportunities for young Malaysians, enticing them into non-traditional work roles and entrepreneurship. The muted retail market makes it less attractive for them to consider careers in this space.

This resulting shift in job preference has a direct impact on our store expansion strategy, and will need to be closely monitored and managed if we are to continue to grow. Our strong employee value proposition held us in good stead in FY2023, with our workforce growing by 8.9%, from 16,500 at the close of FY2022 to more than 18,000 at the close of FY2023.

All in, our stellar performance in FY2023 demonstrated clearly that while the overall market may be challenging, MR. D.I.Y. has the fundamentals to continue to deliver steady, sustainable growth.

FY2024: DRIVING STEADY GROWTH ACROSS KEY METRICS

At MR. D.I.Y., we appreciate that driving sustainable business growth can be achieved if we hold true to certain key tenets.

A measured and focused store expansion strategy

This has proven to be effective, given our lower-cost, highly scalable and profitable, strong cash-generative business model, further supported by our data-reliant approach.

Our target in FY2024 is to open 180 new stores, comprising primarily of the flagship MR. D.I.Y. brand. Our stores have proven to enjoy a robust payback model, consistently within two years, allowing for an attractive return on capital and providing us with steady growth.

A balanced portfolio of core brands

Our flagship format - the standard **MR. D.I.Y.** store - continues to be the backbone of our network. We currently have more than 1,000 MR. D.I.Y. stores and are expanding our network in FY2024. These additions will primarily be located in the East Malaysia states of Sabah and Sarawak, where our market remains underserved, and where we see compelling interest from consumers.

MR. D.I.Y. PLUS, which we introduced in 2022, has successfully created a platform to bring our three core brands - MR. D.I.Y., MR. TOY and MR. DOLLAR - under one roof. We now have 55 MR. D.I.Y. PLUS stores, with a recent addition that included the EMTOP brand. In FY2024, we aim to expand our MR. D.I.Y. PLUS presence, focusing on market centres and densely-populated urban areas. Our commitment to providing a wide range of products, an engaging shopping experience, and various activities and promotions has proven successful in retaining customer loyalty.

Our strategy of moving into smaller towns and high-density residential neighbourhoods, and our ambition to be the "store at every corner" has been realised with the very successful **MR. D.I.Y. Express** format, which typically at 2,000-4,000 sq. ft. is smaller than the standard MR. D.I.Y. store at 9,000 sq. ft.. We currently have 101 MR. D.I.Y. Express stores, with plans to venture into more underserved markets in the near future.

MR. TOY continues to demonstrate its niche as the trusted value toy store in the eyes of consumers. A price increase in FY2023 affected same-store sales somewhat, but the brand held steady. We currently operate 61 MR. TOY stores and plan to expand further in FY2024, including introducing a new **MR. TOY Express** variant.

FY2024 will be a year of recalibration and adjustment for **MR. DOLLAR**. We have intentionally slowed its pace of growth and converted some stores into our other retail brands, while we adjust MR. DOLLAR's merchandising mix to create a stronger differentiation between the brand and MR. D.I.Y.. We successfully introduced imported snack foods into MR. DOLLAR stores in FY2023, which have been well received. More such trials will be conducted in FY2024 to find the ideal product mix. There are 35 MR. DOLLAR stores currently, with plans to introduce more, given the right conditions.

CEO'S STATEMENT

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Data-discipline to align market demand

One of the cornerstones of our success has been our stringent data discipline, and FY2024 will be no different. Our product portfolio currently stands at 17,000 SKUs, which can only be efficiently managed if we monitor data closely.

Today's value-driven market has been a boon for our range of white-label and in-house products. Our highly successful range now includes 10,000 SKUs, making up 49.0% of total sales in FY2023 compared to 43.5% in FY2022.

Addressing manpower needs and improving efficiencies with the right automation

The construction of our new automated warehouse on a 9-acre plot in Seri Kembangan, Selangor is almost complete, with equipment testing currently happening and final set-up expected to be in place by April 2024. Full operations will commence in 3QFY2024.

The warehouse features an Automated Storage and Retrieval System, conveyors and sorters, as well as an autonomous mobile robot mini load with a Pick-to-Light system. It also features an improved Warehouse Management System to better control and track inventory, process orders faster and more accurately, and ultimately improve the efficiency of our delivery system.

The RM100 million, 600,000 sq. ft. complex, consisting of the warehouse and offices in three separate buildings linked by conveyors, is expected to result in net annual savings of ~RM10 million, primarily from labour related savings and warehouse rental costs. It will also support business growth and drive operational efficiencies, and become home to all our administrative and management employees, who have had to deal with being in several different locations as we expanded operations.

Strengthening and optimising our talent pool

We invested in growing our workforce by 8.9% in FY2023, from 16,500 at the close of FY2022 to more than 18,000, in tandem with the growth of our store network and scale of operations.

Malaysians make up 84% of our workforce today, making us one of Malaysia's largest employers.

Training, development and upskilling continued to be a key part of our retention and development strategy; in FY2023, we invested 359,800 hours in internal and external training and engagement programmes, prioritising automation, wellness and ESG, amongst others. This, coupled with regular employee feedback mechanisms, have helped strengthen our employee value proposition and improve our retention rates.

We are in the process of reorganising our global logistics team, in order to help us realise more cost efficiencies and improve speed to market.

Investing in our communities

In FY2023, we took a major step forward in our efforts to have a positive impact on the lives of Malaysians, with the establishment of the MR. D.I.Y. Foundation. The Foundation will continue the good work of the MR. D.I.Y. Cares team, which for many years has been responsible for ensuring we reach out to and connect positively with those in need.

The MR. D.I.Y. Foundation is committed to organising, implementing and supporting initiatives that provide assistance and relief to those in need. Its focus areas include environmental protection, improving the health and wellbeing of the population, supporting capacity-building and development programmes, as well as promoting and nurturing Malaysia's rich arts and culture.

The Foundation is led by its Chief Executive Officer, Puan Zaleha Mohd Mydin.

A focus on ESG as a key driver of growth

Sustainability has been part of the MR. D.I.Y. ethos since we first began operations in 2005, with the company making every effort to be sustainable in its management and operations. Our current Sustainability Framework ensures we continue to build on this strong foundation, by prioritising where we can make a material and meaningful difference.

Key initiatives in FY2023 included the installation of solar panels at our headquarters and distribution facilities as well as selected stores where installation was possible. We encourage and promote the use of energy-saving equipment across the organisation, and have stringent processes in place to monitor and manage how we use energy. Where possible, we have replaced older equipment with newer, more energy-efficient models.

We have adjusted how we transport merchandise across the country, using more fuel efficient and larger vehicles rather than smaller ones in a bid to reduce fuel consumption.

We have been actively upgrading and enhancing our governance systems, and are currently in the process of bolstering our comprehensive Business Continuity Plan.

More details on our ESG and Sustainability initiatives can be found in the Sustainability Report 2023 available with this Report.



Valuing and rewarding our shareholders

We recognise that much of our success is due to the continued loyalty we command from Malaysians in general, and in particular our shareholders, who have been steadfast in their support of the company.

To this end, we are committed to continue rewarding our shareholders through a strong and consistent dividend payout. Moving forward, we are targeting a quarterly dividend payout of 50% - 65%, reflecting our robust financial position.

(RM million)	FY2021	FY2022	FY2023
Economic Value Generated	3,373.4	3,985.8	4,359.3
Economic Value Distributed	(2,772.3)	(3,313.7)	(3,611.1)
Total monetary value / spend on procurement	(1,981.5)	(2,338.6)	(2,382.1)
Total payout to employees in salaries and benefits	(382.4)	(484.8)	(620.5)
Taxes paid to government	(138.8)	(171.3)	(189.3)
Repayments to Financiers	(97.0)	(114.8)	(154.9)
Dividend Returns to Shareholders	(172.6)	(204.2)	(264.3)
Economic Value Retained	601.1	672.1	748.2

OUTLOOK

FY2024 will be a challenging year for growth.

We anticipate consumption to decline as the impact of rising interest rates continues to be felt. Bank Negara Malaysia, in its recently-released Economic and Monetary Review 2023 report, said it expected the consumer price index (CPI), Malaysia's main gauge of inflation, to rise 2%-3.5% in 2024 from 2.5% in 2023. However, it anticipates wages to increase in tandem, providing some relief for the masses.

GDP in the coming year is expected to be between 4.5% - 5.5%, on the back of the International Monetary Fund raising its 2024 growth forecast by 0.2 percentage points to 3.1% in March 2024.

The country's fundamentals remain intact. We expect tourism numbers to improve in FY2024 and return to pre-COVID levels, which will have a knock-on effect on many different areas of the economy and improve earnings.

The household retail sector continues to command the bulk of the consumer's wallet, with Frost & Sullivan anticipating that the household retail sector will grow at 8.6% per annum over the next five years. We remain the market leader in the Malaysian home improvement industry.

These positive indicators are somewhat dampened by potential market volatility and price pressures on imports as a result of the ringgit's weak valuation. Escalating geopolitical conflicts could also impact the global commodity and logistics markets.

Domestically, the impending retargeting of the fuel subsidy programme in the second-half of the year could impact household income, and reduce consumer demand.

At a global level, the impending US presidential election at year end may further fuel volatility through the year. Over in China, 2024 GDP is forecasted at 4.4%, but the shaky property industry is providing cause for concern. Many are still adopting the 'wait and see' attitude as they witness the effectiveness of policy roll outs and the China's government's US\$278bn package to stimulate markets.

Here in ASEAN, the numbers look to be positive, with trade data suggesting a pick-up, especially in the electronics sector. China's data has shown stronger imports from ASEAN, suggesting a structural shift in supply chains. With export recovery, ASEAN's growth for 2024 is forecasted at 4.7%.

Regardless, our measured strategies for growth make us confident about our prospects in FY2024; our position as Malaysia's preferred value retailer is strengthening from day to day.

Our payback period on stores and return of equity figures are excellent, which also bode well for our financial position and reaffirm the course for steady, sustainable growth.

APPRECIATION

The challenges of recent years have highlighted the need for us to be strong and resilient, and nowhere is it more apparent than in our 18,000-strong team of MR. D.I.Y.-ers, who continue to fly the flag of performance and professionalism on a daily basis. I can very proudly say that it is our employees who are the number one reason for our success, because they help us make our promise of "Always Low Prices" meaningful and real every day. Thank you for that.

To my fellow Board members, thank you for the generosity of spirit and wisdom which we rely on and value.

Most of all, thank you to our customers, who continue to throng our stores and generated over 165 million transactions in FY2023 - your confidence in us has been nothing short of phenomenal, and it is a responsibility we shoulder with much care.

ONG CHU JIN ADRIAN

MANAGEMENT DISCUSSION AND ANALYSIS



Group revenue was **RM4.4 billion**, **9.4%** y-o-y increase on the RM4.0 billion in FY2022.



PAT improved by **18.5%** y-o-y from RM472.9 million to **RM560.7 million**.



The number of stores at the end of FY2023 stood at **1,255**, up 16.2% from 1,080 in FY2022.



The Group's talent pool grew **8.9%** from over 16,500 to more than **18,000** in FY2023.



We invested more than **359,800 hours** in internal and external training programmes in FY2023.



The Group declared a total cumulative dividend of **RM302.1 million** in FY2023.



We carried out **> 175 community programmes** in FY2023 reaching more than **58,000 people nationwide**.



MR. D.I.Y. PLUS, Mid Valley Megamall

Growing Value

For FY2023, we registered a total of 165 million transactions and continue to command the largest market share in the Malaysian home improvement category.

Executive Summary

FY2023 saw us stay true to our two proven growth strategies - a measured and disciplined approach to growing our store network, and closely managing operational efficiencies.

The challenges of the post-pandemic economy are driving customers to focus on maximising value, especially in the area of household and everyday essentials, where our promise of “Always Low Prices” is becoming increasingly important.

Our breadth of products which stands at 17,000 SKUs, our extensive network of 1,255 stores nationwide, and our 18,000-strong employees who are committed to delivering quality, convenience and affordability in an enjoyable shopping environment resulted in us registering 165 million transactions in FY2023 - a commendable achievement considering the generally muted retail market. We continue to command the largest market share in the Malaysian home improvement category.

Operationally, we continued to focus on our fundamentals - practising strict data discipline to ensure the right product assortment are available to all segments of the populace at the right prices and in convenient locations across the country; keeping a conscientious and watchful eye on costs; investing in the physical, mental and social wellbeing of our people, rewarding them fairly and providing them with opportunities for growth; while embracing technology and automation to persistently drive productivity.



As an essential part of our sustainability journey, we continued to move the needle in the right direction by staying true to our Sustainability Framework - initiating, developing, and monitoring a host of initiatives that are improving the way we obtain and manage our resources, and how we utilise them.

Being a force for good continues to be a key pillar in our strategy for sustainable growth - we stepped up our efforts in this area in FY2023 by establishing the MR. D.I.Y. Foundation, which is committed to organising, implementing and supporting initiatives that provide assistance and relief to those in need. Through the Foundation and the MR. D.I.Y. Cares team, we undertook 175 community impact programmes in FY2023, positively impacting nearly 58,000 people.

Our unwavering focus on these fundamentals resulted in a year of steady growth.

Group revenue for the FY2023 grew 9.4% y-o-y to RM4.4 billion, primarily a result of our focused strategy to grow our store network.

Gross store growth in FY2023 was 193, net 18 closures. Revenue from new stores contributed to 6.1% of overall sales, while total transactions grew 16.0% to 165 million transactions.

Our respective store formats continue to progress well, and we introduced a new variant this year in the form of the EMTOP brand of hardware stores, of which we are a master franchisee in Malaysia.

The global supply chain has returned to pre-pandemic levels, reducing cost pressures and improving inventory management, both of which are having a positive impact on our performance.

We continue to strengthen our direct relationships with manufacturers worldwide, enabling us to command competitive pricing on goods purchased, as well as to ensure the availability of in-demand products at our stores.

As we accelerate on automation and technology, we are putting the final touches to our new leading-edge automated warehouse which is currently undergoing testing and will commence full operations in 3QFY2024.

Talent hiring, optimisation, upskilling and retention are a major priority, given our strategy of expanding our store network to drive consistent growth. We added more than 1,500 people at all levels of the organisation in FY2023, bringing our total people strength to over 18,000. We invested 359,800 hours in training, upskilling and development in FY2023, with programmes involving all levels of the organisation.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Overview

A key priority in FY2023 was our store network expansion strategy.

We opened a net 175 new stores during the year, bringing the total to 1,255 stores at the close of the year, with 32 stores in the Central region, 54 in the Northern region, 44 in the Southern region, 24 in the East Coast, 20 in Sabah and Sarawak, and 1 in Brunei.

These new stores comprise 174 MR. D.I.Y./MR. D.I.Y. Express/MR. D.I.Y. PLUS stores, 9 MR. TOY stores and the closure of 8 MR. DOLLAR stores. The store closure was part of our strategy to recalibrate the brand offering in order to differentiate it more clearly from the MR. D.I.Y. offering. 88.6% of these net new stores were standalone stores, with the balance located in malls and shopping centres.

We became the master franchisee of the EMTOP hardware brand in Malaysia last year, opening our first store in Bandar Puteri, Puchong. EMTOP, trusted in 80 countries across the world and a favourite with DIY-ers and professional builders, produces a broad range of hardware products known for their quality and durability. The range offers more than 1,000 products including power tools, power tool accessories, and power source tools. Interestingly, the key value proposition of EMTOP tools is the usage of a standardised battery across their more than 100+ tools, making it convenient and efficient for users. This bodes well with our strategy to increase customer retention – to build stronger customer relationships, encourage repeat purchases, and to improve brand loyalty.

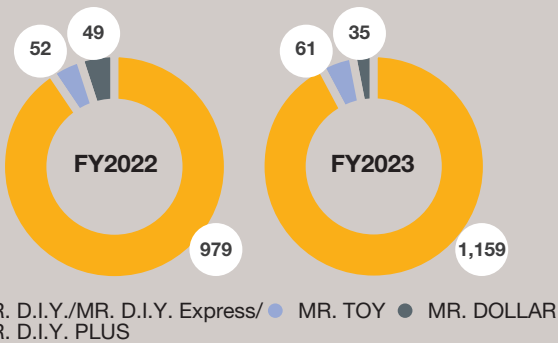
We have since opened six EMTOP stores across the country, and in March 2024, launched the first MR. D.I.Y. PLUS store incorporating the full EMTOP range, located at the popular IPC Shopping Centre in Mutiara Damansara, Petaling Jaya.

Store Growth

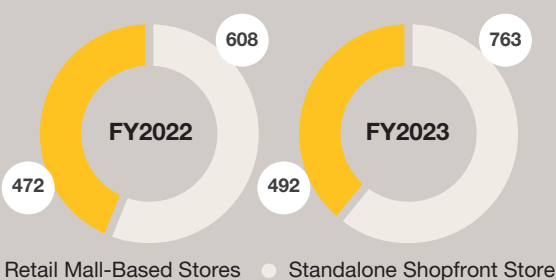
Net Store Opened (Core Brands)



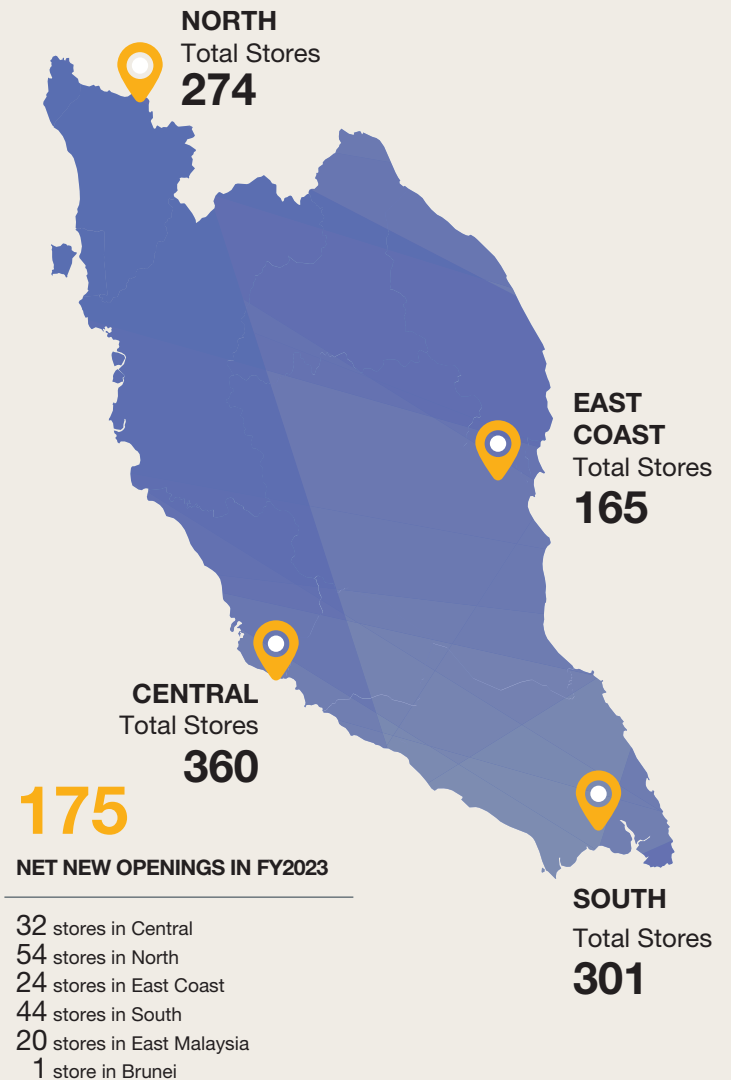
Store Breakdown By Core Brands



Store Breakdown By Format



STORE NETWORK AS AT 31 DECEMBER 2023



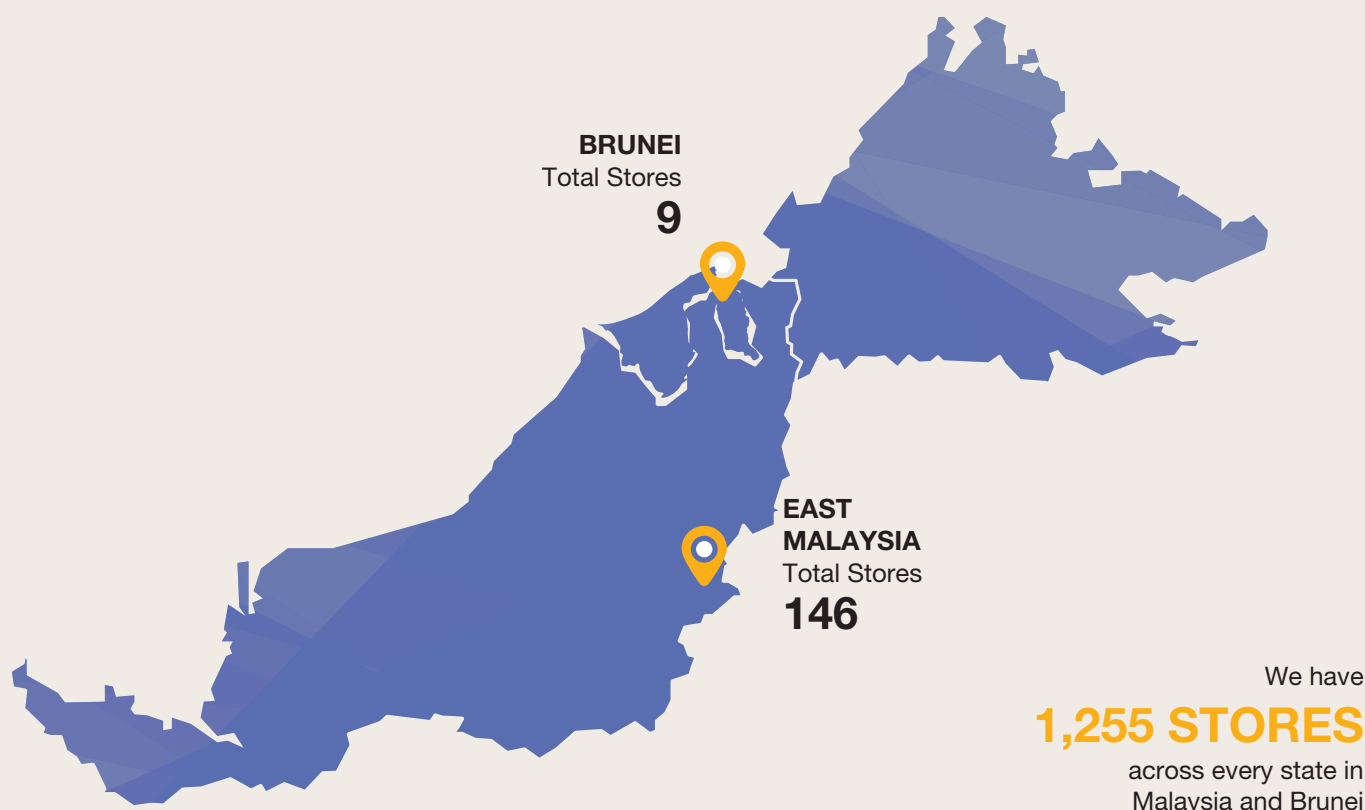
Our flagship format - the standard MR. D.I.Y. store - continues to be the backbone of our network. To further broaden and widen our store network across the country, we opened MR. D.I.Y. stores in growing towns, including Marang in Terengganu, Yan in Kedah and Kuala Krai in Kelantan, cementing our presence in every state across Malaysia and in Brunei. We currently have more than 1,000 MR. D.I.Y. stores and 101 MR. D.I.Y. Express stores, with plans to venture into more underserved markets in the near future.

MR. D.I.Y. PLUS, which we introduced in 2022, has successfully created a platform to bring our three core brands - MR. D.I.Y., MR. TOY and MR. DOLLAR - under one roof. We now have 55 MR. D.I.Y. PLUS stores, with the most recent addition incorporating the EMTOP brand. In FY2024, we aim to further expand our MR. D.I.Y. PLUS presence, focusing on market centres and densely-populated urban areas.

MR. TOY continues to gain consumers' recognition as the trusted value toy store, evidenced by its strong brand loyalty. A price increase in FY2023 affected same-store sales somewhat, but the brand held steady. We plan to further expand the MR. TOY network in FY2024, including introducing a new MR. TOY Express variant.

FY2024 will be a year of recalibration and repositioning for MR. DOLLAR. We successfully introduced imported snack foods into MR. DOLLAR stores in FY2023, which have been well received by consumers. More evaluations will be conducted in FY2024 to further tailor the ideal product assortment and differentiation to grow brand penetration, while supporting our product margins. There are 35 MR. DOLLAR stores currently, with plans to introduce more, given the right market conditions.

Total capital expenditure ("capex") on new stores for the year was approximately RM106.5 million, which translated into an average of RM552,000 per store across our three core brands, broadly in line with the capex per store in the prior years.



MR. D.I.Y. opened its first store on Jalan Tuanku Abdul Rahman in July 2005 and has now grown to become the largest home improvement retailer in the region with stores across Malaysia and Brunei

NORTH	CENTRAL	SOUTH	EAST COAST	EAST MALAYSIA	BRUNEI
Total Stores: 274	Total Stores: 360	Total Stores: 301	Total Stores: 165	Total Stores: 146	Total Stores: 9
253 MR. D.I.Y. 7 MR. DOLLAR 14 MR. TOY	329 MR. D.I.Y. 10 MR. DOLLAR 21 MR. TOY	273 MR. D.I.Y. 11 MR. DOLLAR 17 MR. TOY	157 MR. D.I.Y. 4 MR. DOLLAR 4 MR. TOY	138 MR. D.I.Y. 3 MR. DOLLAR 5 MR. TOY	9 MR. D.I.Y.

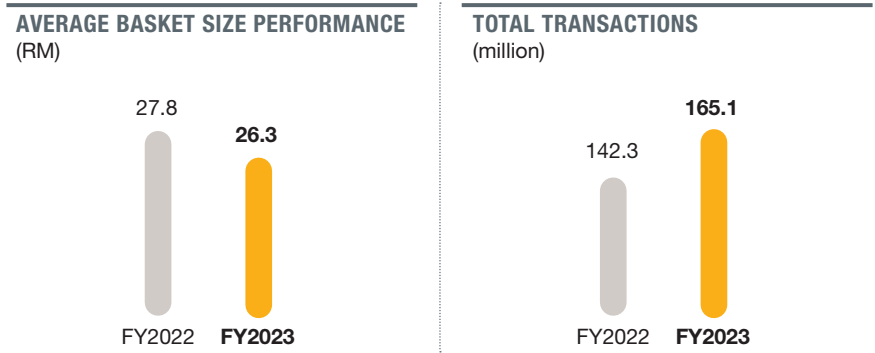
MANAGEMENT DISCUSSION AND ANALYSIS

PERFORMANCE OVERVIEW

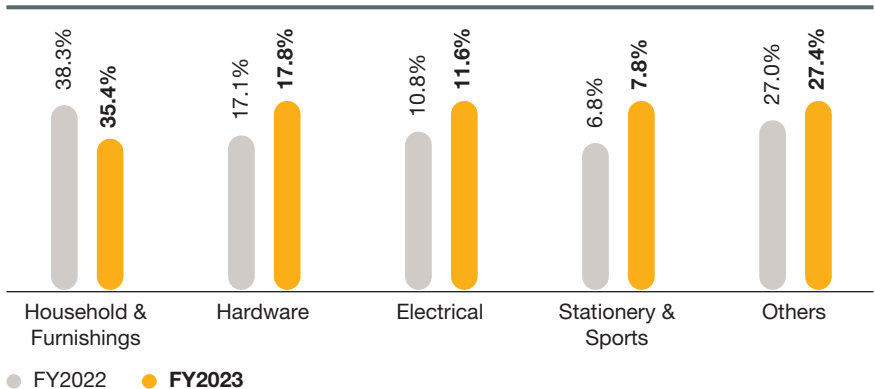
Despite the challenges of a muted retail market and the impact of rising inflationary pressure on consumer spending, we closed FY2023 with a 9.4% increase in revenue to RM4.4 billion, compared to RM4.0 billion in FY2022.

Total transactions grew from 142 million transactions nationwide in FY2022 to 165 million in FY2023, with SSSG dropping 3.7% for the year.

The average basket size reduced 5.4%, from RM27.8 in FY2022 to RM26.3 in FY2023, as a result of the tightening of household wallets amidst rising costs and inflationary pressures. This impact was offset by the marked 16.0% rise in the total number of transactions and resulted in the notable 9.4% growth in total revenue.



In terms of product breakdown as a percentage of total sales, the household & furnishings category remains the mainstay at 35.4% compared to 38.3% in FY2022. The electrical and stationery & sports categories rose by approximately 1% to 11.6% and 7.8%, respectively. All other categories were relatively unchanged.



PRODUCT SELECTION AND MERCHANDISING MIX

We continued to leverage on data discipline and analytics as a barometer of customer preference, to ensure our merchandising mix are managed effectively.

All proposed new products are evaluated based on consumer needs, market trends, product quality, price, and manufacturers' feedback. We conduct quarterly product reviews to assess product sales volumes, inventory turnover, and sales margins to determine each product's optimal shelf space.

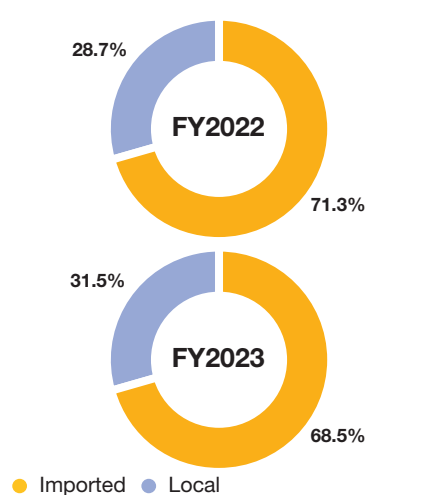
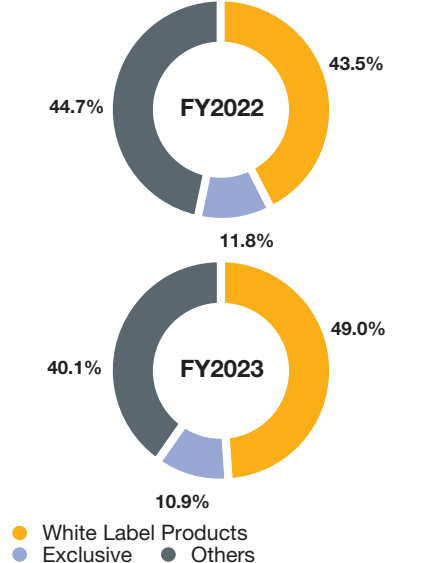
We carry over 10,000 SKUs of white-label and own label products, which carry the "MR. D.I.Y." and MR. D.I.Y. Premium" brands, offering customers a higher price-to-quality value proposition compared to third-party branded products. This range is growing in popularity, given both customer sentiment, which is becoming more value-focused, as well as growing trust in our offering. In FY2023, sales of MR. D.I.Y. white-label products rose to 49.0% of total sales compared to 43.5% in FY2022, with third-party branded products making up the balance.

In addition to our own labels, we carry a wide range of well-known third-party branded products like Faber-Castell, Philips, Energizer, WD-40, Tactix and Armour All, which have a strong following amongst customers.

Similar to previous years, procurement efforts in FY2023 were primarily focused on inventory sourcing for our own stores from end suppliers, manufacturers, and distributors in Malaysia and abroad. We are making good progress on our target to have 30% of products locally sourced by 2025, as our commitment to support local entrepreneurs and businesses. A good mix of imported vs local goods will allow us to balance the need to have a differentiated and exciting offering as a means of drawing customers, with the confidence of a consistent and reliable supply chain in the event of global supply disruptions, as we saw during the pandemic.

As an additional supply management measure and to ensure a positive impact on local communities, all stores in Malaysia and Brunei also source locally for goods and services required for daily business operations.

PRODUCT SELECTION AND MERCHANDISING MIX



KEY FINANCIAL METRICS

We continued to deliver steady year-on-year growth, attributable to our resilient business model and strong value-for-money proposition, despite the multiple headwinds from rising inflation and costs, the depreciating ringgit, and generally muted customer sentiment.

On the back of strong revenue growth, Gross Profit ("GP") improved by 20.0%, EBITDA rose by 16.0% and PAT increased 18.5% y-o-y. The Group saw the normalisation of corporate tax rate in FY2023, compared to the one-off prosperity corporate tax in FY2022.

GP margin was 4.1 percentage points ("p.p.") higher in FY2023, reflecting both the benefit of the post-pandemic normalisation of freight and logistics costs as well as the positive impact from the price adjustment exercises in FY2022.

EBITDA margins were 1.4 p.p. higher, despite higher operating expenses which rose 23.4% to RM1,010.8 million, primarily attributed to an increase in the overall workforce to cater to our growing store network, as well as the higher minimum wage in line with the Government's minimum wage policy which came into effect on 1st May 2022.

Group's profit from operations rose by 17.0% to RM820.0 million, on the back of higher GP, tempered by higher administrative and operating expenses, which increased by 16.8% and 23.4% y-o-y respectively. These higher expenses were largely due to the increase in staff costs given the larger staff strength and higher minimum wage, as well as the additional costs related to business expansion and marketing & promotional activities, and the depreciation of right-of-use assets. Consequently, PAT margin was 1.0 p.p. higher at 12.9% due to the above mentioned factors.

Revenue from MR. D.I.Y. stores, consisting the flagship MR. D.I.Y. standard stores, the MR. D.I.Y. PLUS superstore variant, as well as MR. D.I.Y. EXPRESS, grew in FY2023, primarily driven by an increase in the number of stores. Revenue from MR. TOY stores was stable as the brand continues to resonate with

customers, reflecting their growing preference for the brand as a value-priced toy retailer for the masses. We are working hard at recalibrating MR. DOLLAR's position in our stable of brands, while EMTOP is still at its infancy.

KEY BALANCE SHEET MATTERS

	FY2022 (RM million)	FY2023 (RM million)	Variance
Total Assets	3,323.6	3,550.9	6.8%
Total Liabilities	1,890.7	1,805.7	(4.5%)
Total Equity	1,432.9	1,745.2	21.8%
Total Liabilities & Equity	3,323.6	3,550.9	6.8%

For the financial year under review, the Group's total assets rose to approximately RM3.6 billion.

This was mainly attributed to an increase in property, plant and equipment (+RM144.8 million) and cash and bank balances (+RM94.5 million), in line with the increase in the total number of stores and rising revenue.

Inventory turnover days were maintained at slightly higher levels in FY2023 by design; supply chain issues during the pandemic and immediate post-pandemic years have highlighted the need for this.

Total liabilities reduced by 4.5% to RM1.8 billion (FY2022: RM1.9 billion), mainly attributed to repayment of borrowings.

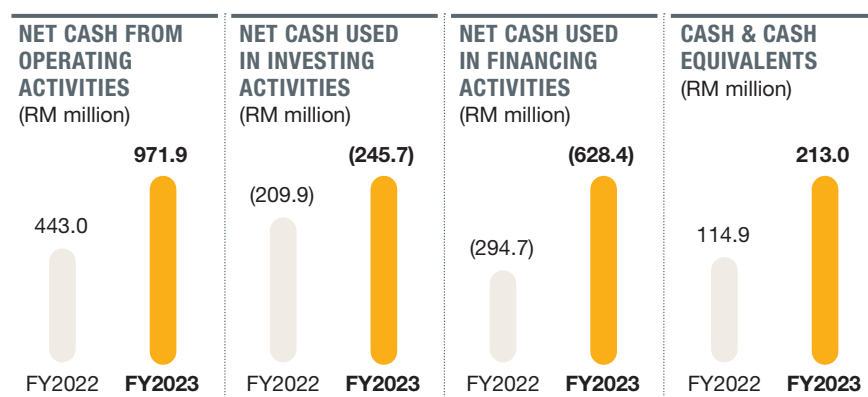
We turned net cash in FY2023 from a net debt position 0.13x in FY2022, driven by higher cash and bank balances, and significantly lower borrowings.

Total shareholder equity increased by 21.8% to RM1.7 billion as at 31 December 2023.

	FY2022	FY2023
Trade Payable Turnover Days	8 days	9 days
Trade Receivable Turnover Days	1 day	1 day
Inventory Turnover Days	144 days	167 days

KEY CASH FLOW MATTERS

The resilience of our business model and our focus on improving operating efficiencies is clearly reflected in our cash flow position.



Net operating cashflow increased by 119.4% to RM971.9 million as at FY2023. Cash and cash equivalents as of FY2023 were almost double of that in FY2022, standing at RM213.0 million, up from RM114.9 million in FY2022.

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OTHER OPERATIONAL UPDATES

An 18,000-strong talent pool

The Group's workforce stood at 18,000 at the close of FY2023, up 8.9% from 16,500 at FY2022, primarily to support store expansion activities.

As has been our practice since inception, we prioritise the hiring of Malaysians, and our local workforce today stands at 84% of our total staff strength. As an inclusive employer, we do not discriminate between nationalities, according to all employees the same pay scale, benefits, rewards and privileges.

We continue to strengthen our employee value proposition to further enhance our reputation as an employer of choice. We offer fair wages that are regularly adjusted to stay ahead of inflation, invest in training, upskilling and development, have clear career progression paths for all employees, make safety and security a priority across all our operations, ensure good working conditions, and invest in programmes to nurture their physical, social and mental wellbeing. We are placing particular emphasis on operational improvements and efficiencies to improve staff working conditions.

We invested more than 359,800 hours in training across all levels of the organisation in FY2023, benefiting more than 18,000 employees. This is a 85.8% increase from the 193,600 hours we invested in FY2022, and a clear demonstration of our continued commitment to not just develop our own retail workforce, but as one of the country's largest employers, to also contribute to a skilled and knowledgeable retail industry as a whole.

We conduct annually employee satisfaction surveys to gauge our employees' satisfaction with their current roles and gain their feedback on matters such as workplace conditions, career development opportunities, as well as compensation and benefits packages. In FY2023, we found that 91% of our employees are happy to be working at MR. D.I.Y..

In FY2023, we took the important step of appointing a Chief Operating Officer to the senior management bench, strengthening our leadership at the highest levels of the organisation and also ensuring we have a strong succession plan in place.

We also appointed a new Senior Vice-President for our Group Strategy team to provide much-needed focus on future growth verticals and evaluation business opportunities to ensure we create a strong and sustainable business.

Optimising resource consumption

We are proud of our membership in the global FTSE4Good Index and are committed to moving forward in our ambitions to manage our business both sustainably and well, and ultimately be a force for good.

We strive to achieve the delicate balance between profit generation, and social and environmental responsibilities, while creating long-term value for our shareholders.

To do this, we employ a top-down approach to governance, regularly engage stakeholders for feedback, conduct regular materiality assessments to stay informed, implement a sustainability framework to guide our practices, and establish measurable targets to gauge performance.

Our focus areas include energy efficiency, decarbonisation through renewable energy, and we adopt a 3R (reduce, reuse and recycle) approach in our resource consumption and waste management processes.

In FY2023, we achieved reductions in emissions, energy consumption, water, and waste. Key achievements include reduced use of single plastic bags per 1,000 transactions from 3.3kg per 1,000 transactions in FY2021 to 2.5kg per 1,000 transactions in FY2023.

For more information on our initiatives in this area, please refer to our Sustainability Report 2023 issued with this Annual Report 2023, or click on the link here: <https://corporate.mrdiy.com/misc/sustainability/MRDIY-Sustainability-Report-2023.pdf>

Investing in our distribution systems

Our new automated warehouse complex in Seri Kembangan, Selangor, located on a 9-acre plot with a built-up area of 600,000 sq. ft., is currently undergoing testing and will commence operations in 3QFY2024.

The warehouse features an Automated Storage and Retrieval System, conveyors and sorters, as well as an autonomous mobile robot mini load with a Pick-to-Light system. It also features an improved Warehouse Management System to better control and track inventory, process orders faster and more accurately, and ultimately improve the efficiency of our delivery system.

This new complex will complement our existing central distribution centre, comprising 17 facilities totalling over 1 million sq ft, mainly located in Balakong, Seri Kembangan with ancillary facilities Port Klang, Kuantan and Simpang Ampat.

RISKS

Risk identification, monitoring, management and mitigation across four key areas - strategic risk, operational risk, financial risk and compliance risk - continue to be a key area of focus, especially post the challenges of the past few years.

We have established a comprehensive Enterprise Risk Management ("ERM") Framework which outlines our risks and the process of identifying, assessing, managing, monitoring and communicating them, and continuously enhance this framework to ensure it stays in tandem with our growth and expansion, while we kept ourselves abreast of the key developments in the market and technology.

To mitigate any possible impact, we monitor and assess potential risks, develop contingency plans, and take proactive measures to ensure business continuity. Key focus areas include diversifying our supply chains and investing in technology to enhance efficiency and resilience.

FY2024 & BEYOND

Our purpose is and remains to deliver long-term sustainable growth driven by the inherent strength of the business, an effective store network expansion strategy, improving costs and operational efficiencies, and most importantly, be a customer-centric and omnichannel retailer.

The global economic outlook is challenging, with the increasing geopolitical tensions in Europe and Middle-East, and the uncertainties in China's economy dragged down by the ongoing property market slump, all of which can potentially affect our markets and global supply chains.

There are bright lights on the horizon - Fitch Ratings has increased its global real GDP forecast to 2.4%, on the back of an unexpected growth in the final quarter of 2023. The recovery of the global supply chain, the recovery of global trade, the return of tourism and hospitality activities post-pandemic, and the exponential growth of the global microchip manufacturing industry are all positive indicators.

Our positioning as a value retailer is increasingly significant. We take this responsibility seriously by offering Malaysians good quality everyday essentials at always low prices in convenient locations nationwide. Our passion is to serve our customers well, give employees a great place to work, deliver growth and steady financial results, and invest for the betterment of our communities. These are the key thrusts to our retail brand that Malaysian know, trust and depend on.

With these perspectives in mind, our key priorities in FY2024 include:



A strategic and disciplined expansion of our store network, with 180 new stores planned in FY2024 across our three brands - **MR. D.I.Y./MR. D.I.Y. Express/MR. D.I.Y. PLUS, MR. TOY** and **MR. DOLLAR**



Driving earnings through **store network expansion, revenue per store** and **other operating efficiencies**



Leveraging on scale to negotiate for **competitive pricing** from our suppliers while ensuring **efficient management of warehouse and transport systems**



Enhancing the continued relevance of our products via **stringent data discipline**

ESG

Focusing on **ESG** matters, in particular where they impact our people, the communities in which we operate, the environment, and the long-term sustainability of our business



Investing in technology eg. warehouse automation, to reduce our dependence on labour for repetitive tasks

These strategies have been the cornerstone of our business and have contributed to our strong growth momentum over the years, laying the foundation for a strong, sustainable and profitable business that continues to create stakeholder value.

As Malaysia's leading home improvement retailer, we commit to building on this strong foundation, to be a brand that all Malaysians can be proud of, a brand that resonates and connects with customers and a business that delivers value to allstakeholders.

PROFILE OF BOARD OF DIRECTORS



Independent
Non-Executive
Chairman

- 63
- Male
- Malaysian

DATO' AZLAM SHAH BIN ALIAS

DATE OF APPOINTMENT:
1 January 2019

YEAR OF LAST RE-ELECTION:
2023

TENURE OF OFFICE:
5 years and 3 months

BOARD COMMITTEE MEMBERSHIP:

- Chairman of the Board Sustainability Committee

BOARD MEETING ATTENDANCE IN 2023:
6/6

**ACADEMIC/PROFESSIONAL
QUALIFICATION:**

- Bachelor of Business Administration from Eastern Michigan University, United States

WORKING EXPERIENCE:

- Committee Member of Pusat Perubatan Universiti Malaya Care Fund and Advisor of UMCares, a Community and Sustainability Centre under the auspices of the University of Malaya
- Senior Adviser to the President and member of the advisory board of Lotuss Stores (Malaysia) Sdn. Bhd. (formerly known as Tesco Stores (Malaysia) Sdn. Bhd.) ["Tesco"]
- Key member of Senior Leadership Board and Regional Property Director of Tesco
- Industry Advocacy Representative of Malaysian International Chambers of Commerce and Industry, and Malaysian Retailers Association
- Regional Real Estate Outsourcing Manager of ExxonMobil Asia Pacific Private Limited
- Various roles in retail development of Esso Malaysia Berhad
- Retail Development Representative of Mobil Oil Malaysia Sdn. Bhd.

PRESENT DIRECTORSHIP:

- K-One Technology Berhad, *Independent Non-Executive Director*



Non-Independent
Executive Director/
Executive Vice
Chairman

- 52
- Male
- Malaysian

TAN YU YEH

DATE OF APPOINTMENT:
1 June 2016

YEAR OF LAST RE-ELECTION:
2021

TENURE OF OFFICE:
7 years and 10 months

BOARD COMMITTEE MEMBERSHIP:

- NIL

BOARD MEETING ATTENDANCE IN 2023:
6/6

**ACADEMIC/PROFESSIONAL
QUALIFICATION:**

- Bachelor of Science in Physics from University of Malaya

CURRENT ROLES:

He is the founder of the business and has supported the growth of the Group's business since 2005 as a director, shareholder and adviser. Since 2014, he has led the Management of the Group.

He together with Ong Chu Jin Adrian, the Chief Executive Officer, are jointly responsible for the day-to-day operations with specific responsibilities in the overall management of the Group's operations and sets the business strategy.

WORKING EXPERIENCE:

- Remisier with Inter-Pacific Securities Sdn. Bhd.
- Engineer with Komag USA (Malaysia) Sdn. Bhd.

PRESENT DIRECTORSHIP:

- NIL



Non-Independent
Executive Director/
Chief Executive
Officer

- 53
- Male
- Malaysian

ONG CHU JIN ADRIAN

DATE OF APPOINTMENT:
11 February 2019

YEAR OF LAST RE-ELECTION:
2022

TENURE OF OFFICE:
5 years and 2 months

BOARD COMMITTEE MEMBERSHIP:

- Member of the Board Sustainability Committee

BOARD MEETING ATTENDANCE IN 2023:
6/6

**ACADEMIC/PROFESSIONAL
QUALIFICATIONS:**

- Member of the Institute of Chartered Accountants in England and Wales
- Member of the Malaysian Institute of Accountants
- Master in Business Administration ("MBA") from the Judge Business School, University of Cambridge, United Kingdom

CURRENT ROLES:

As the Chief Executive Officer, and together with Tan Yu Yeh, the Executive Vice Chairman, he is jointly responsible for the day-to-day operations with specific responsibilities in the Group's corporate management and affairs as well as financial oversight.

WORKING EXPERIENCE:

- Managing Director of Creador Sdn. Bhd. and Representative of Creador Funds in retail sector companies
- Various senior positions including Senior Managing Director of Investment Banking of CIMB Group
- Director of CIMB-Standard Strategic Asset Advisors Sdn. Bhd. (now known as Capital Advisors Asia Pte Ltd)
- Audit Supervisor of KPMG, Malaysia
- Auditor of Kingstom Smith, London

PRESENT DIRECTORSHIP:

- Maxis Berhad, *Independent Non-Executive Director*

1) Family Relationship with any Director and/or Major Shareholder of the Company:

Tan Yu Yeh is the brother of Tan Yu Wei, our Key Senior Management and Major Shareholder of the Company. None of the other Directors have any family relationships with any Director and/or major shareholder of the Company.

2) Disclosure of Conflict of Interest with the Company and its subsidiaries:

Conflict of interest involving Tan Yu Yeh, Ong Chu Jin Adrian and Leng Choo Yin are disclosed on pages 54 to 55 of the Audit and Risk Management Committee Report ("ARMC Report") of this Annual Report 2023. None of the other Directors have any conflict of interest with the Company or its subsidiaries.



Senior Independent
Non-Executive
Director
(redesignated on
20 November 2023)

- 67
- Female
- Malaysian

NG ING PENG

DATE OF APPOINTMENT:
1 January 2019

YEAR OF LAST RE-ELECTION:
2023

TENURE OF OFFICE:
5 years and 3 months

BOARD COMMITTEES MEMBERSHIP:

- Chairman of the Audit and Risk Management Committee
- Member of the Nomination and Remuneration Committee
- Member of the Board Sustainability Committee

BOARD MEETING ATTENDANCE IN 2023:
6/6

ACADEMIC/PROFESSIONAL QUALIFICATIONS:

- Bachelor of Accounting from University of Malaya
- Member of the Institute of Chartered Accountants in England and Wales
- Member of the Malaysian Institute of Accountants

WORKING EXPERIENCE:

- Executive Director and Group Chief Financial Officer of Petra Energy Berhad
- Head of Group Finance of CIMB Investment Bank Berhad
- Head of Operations of PB Securities Sdn. Bhd.
- Financial Controller of RSH (Malaysia) Sdn. Bhd and Reebok (M) Sdn. Bhd.
- Manager of KPMG Management Consulting division
- Senior Auditor of Ernst & Whinney (now known as Ernst & Young)
- Audit Executive of Thornton Baker Chartered Accountants, London
- Financial Accountant of Penang Development Corporation

PRESENT DIRECTORSHIPS:

- HSBC Amanah Malaysia Berhad, *Independent Non-Executive Director*
- Petra Energy Berhad, *Independent Non-Executive Director*
- Red Sena Berhad, *Independent Non-Executive Director (under Members' voluntary liquidation)*



Independent
Non-Executive
Director

- 52
- Female
- Malaysian

LENG CHOO YIN

DATE OF APPOINTMENT:
1 January 2019

YEAR OF LAST RE-ELECTION:
2022

TENURE OF OFFICE:
5 years and 3 months

BOARD COMMITTEES MEMBERSHIP:

- Chairman of the Nomination and Remuneration Committee
- Member of the Audit and Risk Management Committee

BOARD MEETING ATTENDANCE IN 2023:
6/6

ACADEMIC/PROFESSIONAL QUALIFICATIONS:

- Bachelor of Arts Degree (Hons) from University of Toronto, Canada
- Chartered Financial Planning, Trust and Estate Planning, and Investment-linked Life Insurance

WORKING EXPERIENCE:

- Managing Director of Bordier & Cie
- Head, Private Wealth Malaysia, Group Wealth Management, Community Financial Services, Malaysia of Malayan Banking Berhad
- Head of Private Banking and Regional Head of Sales of CIMB
- Regional Sales Manager of Commerce Trust Berhad (now forms part of Principal Asset Management Berhad)
- Regional Sales Manager of Templeton Management Limited, Canada

PRESENT DIRECTORSHIP:

- NIL



Independent
Non-Executive
Director

- 60
- Female
- Malaysian

DATO' HAMIDAH BINTI NAZIADIN

DATE OF APPOINTMENT:
21 December 2021

YEAR OF LAST RE-ELECTION:
2022

TENURE OF OFFICE:
2 years and 3 months

BOARD COMMITTEES MEMBERSHIP:

- Member of the Audit and Risk Management Committee
- Member of the Nomination and Remuneration Committee

BOARD MEETING ATTENDANCE IN 2023:
6/6

ACADEMIC/PROFESSIONAL QUALIFICATIONS:

- Bachelor of Laws from University of Wolverhampton, United Kingdom.
- Certificate in Personnel Management from Malaysian Institute of Human Resource Management (previously known as the Malaysian Institute of Personnel Management)

WORKING EXPERIENCE:

- Board of Majlis Sukan Negara Malaysia
- Member of the Razak School of Government's Leadership Development Committee
- Group Chief People Officer of CIMB Group
- Chief Executive Officer of CIMB Foundation
- Member of both the Board of Commissioners and Nomination and Remuneration Committee of PT Bank Niaga Tbk, Indonesia
- Head of Group Corporate Resources of CIMB Group
- Personnel Officer with CIMB Securities Sdn. Bhd.
- Personnel Officer with Pacific Bank Berhad

PRESENT DIRECTORSHIPS:

- Maxis Berhad, *Independent Non-Executive Director*
- Nestle (Malaysia) Berhad, *Independent Non-Executive Director*
- Sime Darby Property Berhad, *Independent Non-Executive Director*

3) Conviction for offences within the past five (5) years (other than traffic offences, if any) or have any public sanction or penalty imposed on them by any regulatory bodies during the FY2023:

None of the Directors have any conviction for offences within the past five (5) years (other than traffic offences, if any) or have any public sanction or penalty imposed on them by any regulatory bodies during the FY2023.

4) Directorships in public companies

As disclosed in the Directors' profile.

KEY SENIOR MANAGEMENT

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TAN YU WEI

Executive Vice President, Procurement

- 50
 - Male
 - Malaysian
- Date of Appointment to Current Position:**
1 January 2019

ACADEMIC/PROFESSIONAL QUALIFICATION:

- Bachelor of Management (Honours) from Universiti Sains Malaysia

WORKING EXPERIENCE:

- Joined the Group in 2011 and has been a key senior member of our management, primarily leading our Group's procurement strategy and Group's logistics and procurement departments.
- Director of De Little Chinatown Sdn. Bhd.
- Production Supervisor of Solectron Corp, U.S. in Malaysia

PRESENT DIRECTORSHIP:

- NIL

LIM CHEN HWEI

Chief Financial Officer

- 44
 - Female
 - Malaysian
- Date of Appointment to Current Position:**
28 January 2022

ACADEMIC/PROFESSIONAL QUALIFICATIONS:

- Bachelor of Accountancy from Universiti Putra Malaysia
- Member of the Malaysian Institute of Accountants
- Member of the Malaysian Institute of Certified Public Accountants

WORKING EXPERIENCE:

- Joined the Group as Financial Controller in 2017 and was promoted to Senior Vice President, Finance in January 2019 and was further promoted to her current position. She is primarily responsible for statutory reporting and internal management reporting functions for our Group as well as financial planning, treasury, tax and other finance operations.
- Senior Manager of TMF Administrative Services Malaysia Sdn. Bhd.
- Finance Manager of Time Zone Sdn. Bhd.
- Associate Director of BDO Consulting Sdn. Bhd.
- Audit Senior of BDO Binder

PRESENT DIRECTORSHIP:

- NIL

GAN SAU LIANG

Chief Operating Officer

- 35
 - Male
 - Malaysian
- Date of Appointment to Current Position:**
1 January 2024

ACADEMIC/PROFESSIONAL QUALIFICATION:

- Masters Degree in Mechanical Engineering (First Class Honours) from University of Nottingham

WORKING EXPERIENCE:

- Joined the Group as Head of Department, Business Development in August 2017. He was promoted to Vice President, Business Development in January 2022 and further promoted to Senior Vice President, Business Development & Operations on 1 January 2023. Currently, he is the Chief Operating Officer of the Group appointed in January 2024. In his current role, he is responsible for working closely with the Senior Management team to translate the Company's strategic vision into actionable and operating plans, ensuring these plans are executed successfully, and leading change initiatives to adapt to evolving market conditions, technologies and industry trends.
- Engineer of TechnipFMC, a multinational oil & gas service provider.

PRESENT DIRECTORSHIP:

- NIL

SOO SZE YANG

Senior Vice President, Group Strategy

- 35
 - Male
 - Malaysian
- Date of Appointment to Current Position:**
1 January 2024

ACADEMIC/PROFESSIONAL QUALIFICATIONS:

- Bachelor of Science (First Class Honours) in Actuarial Science from London School of Economics and Political Science
- CFA Charterholder

WORKING EXPERIENCE:

- Joined the Group as Senior Vice President in January 2024. He is primarily responsible for developing new businesses and strategic partnerships.
- Executive Director, Head of Execution, Summer Capital
- Director of Creador Sdn. Bhd.
- Analyst of KV Asia Capital
- Senior Analyst of Maybank Investment Bank (Deal Origination and Client Coverage)
- Assistant Vice President of HSBC Bank Malaysia Berhad (Commercial Banking)

PRESENT DIRECTORSHIP:

- NIL

HOE LYE PENG**Vice President, Distribution Centre**

- 58
 - Male
 - Malaysian
- Date of Appointment to Current Position:**
1 January 2019

ACADEMIC/PROFESSIONAL QUALIFICATION:

- Bachelor of Arts (Honours) in Economics from Universiti Utara Malaysia

WORKING EXPERIENCE:

- Joined the Group as a Store Manager in 2013 and was promoted to his current position in 2019. He is responsible for all warehouse activities.
- Warehouse and Logistics Manager of Solid Logic Sdn. Bhd.

PRESENT DIRECTORSHIP:

- NIL

LAU BOON TECK**Vice President, Retail Operations**

- 44
 - Male
 - Malaysian
- Date of Appointment to Current Position:**
1 January 2019

ACADEMIC/PROFESSIONAL QUALIFICATION:

- Bachelor in Science (Agribusiness) from Universiti Putra Malaysia

WORKING EXPERIENCE:

- Joined the Group as a Store Manager in 2010 and was promoted to his current position. He is primarily responsible for the overall operations of stores including managing staff, store inventory and in-store performance for all stores in Malaysia and Brunei.
- Supervisor and Assistant Manager of De Little Chinatown Sdn. Bhd.

PRESENT DIRECTORSHIP:

- NIL

Other information in respect to the Key Senior Management ("KSM"):

1. Save for Tan Yu Wei, who is the brother of Tan Yu Yeh, our Executive Vice Chairman and major shareholder, none of the other KSM have any family relationships with any Director and/or major shareholder of the Company.
2. Conflict of interest involving Tan Yu Wei, Gan Sau Liang, Soo Sze Yang, Hoe Lye Peng and Lau Boon Teck are disclosed on pages 54 to 56 of the ARMC Report of this Annual Report 2023. None of the other KSM has any conflict of interest with the Company or its subsidiaries.
3. None of the KSM have any conviction for offences within the past five (5) years (other than traffic offences, if any) or have any public sanction or penalty imposed on them by any regulatory bodies during the FY2023.
4. None of the KSM have any directorship in listed or non-listed public companies.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

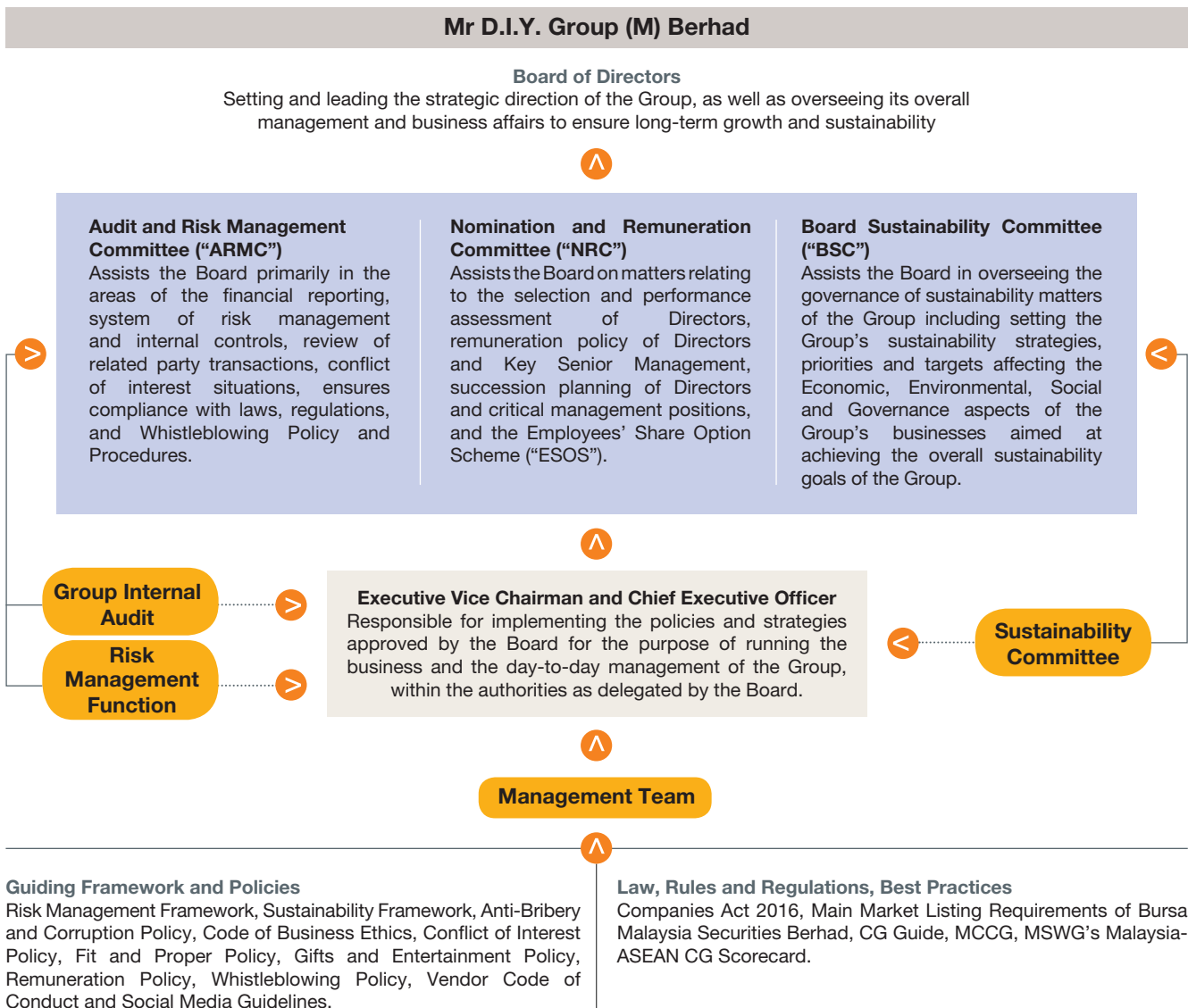
The Board of Directors (“Board”) of Mr D.I.Y. Group (M) Berhad believe that good corporate governance is the foundation for the sustainable success of the Group, aligned with the objectives of the Company and the interests of all our stakeholders.

The Group maintains a comprehensive system of corporate governance practices designed to provide an appropriate level of governance, disclosure and accountability across its operations, by adhering to the best practices as prescribed by the Malaysian Code on Corporate Governance 2021 (“MCCG”), Bursa Malaysia’s Corporate Governance Guide (“CG Guide”) and Minority Shareholders Watch Group’s (“MSWG”) Malaysia-ASEAN Corporate Governance Scorecard (“CG Scorecard”). This includes the adoption of several policies within the Group, amongst others, the Anti-Bribery and Corruption Policy, Code of Business Ethics, Conflict of Interest Policy, Fit and Proper Policy, Gifts and Entertainment Policy, Remuneration Policy, Whistleblowing Policy, Vendor Code of Conduct and Social Media Guidelines.

CORPORATE GOVERNANCE FRAMEWORK

The Board firmly believes that the integrity and commitment of the Board and employees, guided and supported by a comprehensive framework of rules and regulations, best practices, policies, guidelines and internal controls, have strengthened the Group’s sustainability and effectiveness, creating a high-performance culture that puts it on the path towards achieving sustainable growth, value creation and the protection of interests of all stakeholders.

The corporate governance framework adopted by the Group is depicted below:-



In May 2023, the Corporate Responsibility Committee (“CRC”) was renamed the BSC. At the same time, the oversight role of sustainability matters of the Group, which was previously under the purview of ARMC, was also transferred to the BSC.

The delegation of the oversight role of sustainability matters to the BSC enabled the Board to exercise better oversight over the Group’s sustainability matters in light of the increasingly onerous duties of the Board to ensure that the Group’s sustainability activities and disclosures were in line with various sustainability frameworks, standards and requirements provided by the regulatory bodies such as Bursa Malaysia and the Task Force on Climate-Related Financial Disclosures.

This Corporate Governance Overview Statement (“CG Overview”) outlines the key aspects of the Company’s corporate governance practices and approach during FY2023 applying the following Principles and Best Practices of the MCGG:-



This statement is prepared in compliance with Paragraph 15.25 of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). It is to be read together with the Corporate Governance Report 2023 (“CG Report”), accessible on the corporate website at www.mrdiy.com and Bursa’s website at www.bursamalaysia.com, which provides a detailed explanation of how the Company has applied each of the Practices as set out in the MCGG during FY2023, and the explanation for departures including any alternative measures taken to achieve the intended outcome.

In its deliberation and review, the Board considers that the Company has complied with the Practices under the MCGG throughout FY2023 except for one (1) Practice as disclosed in the CG Report, which will be the future priority of the Company.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

PART I : BOARD RESPONSIBILITIES

BOARD LEADERSHIP

The Board is collectively responsible for determining and leading the strategic direction, as well as overseeing the overall management and business affairs of the Group to achieve long-term growth and to build a sustainable business. The Board also provides effective oversight over the conduct of the Group’s businesses, ensures appropriate risk management and internal control systems are in place, and regularly reviews such systems to ensure their adequacy, integrity and effectiveness.

In performing its roles, the Board is committed to setting a high standard of corporate governance to drive sustainable performance and to meet good market practices and stakeholders’ expectations.

The Board assumes, amongst others, leadership, due care and fiduciary duties as governed by the Constitution of the Company, the Companies Act 2016 (“Act”), the MMLR of Bursa Securities, MCGG, Board Charter and other relevant laws, rules and regulatory guidelines in discharging its duties and responsibilities. The following are the principal responsibilities of the Board:-

- Set the corporate values and promote the corporate governance culture of the Group, which reinforces ethical, prudent and professional behaviour and ensures that obligations to shareholders and other stakeholders are met;
- Review, challenge and decide on proposals put forward by the Management for the Company, and monitor its implementation by Management;

CORPORATE GOVERNANCE OVERVIEW STATEMENT

- (c) Review and oversee the implementation of the strategic business plan of the Group to ensure that it supports long-term value creation and promotes sustainability, taking into consideration the economic, environmental and social considerations including climate related risks and opportunities;
- (d) Oversee the conduct of the Group's business and operations to ensure that the business is being properly managed;
- (e) Review and ensure the adequacy and integrity of the internal controls and management systems of the Group, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- (f) Identify the principal risks of the business of the Group and recognise that business decisions involve the taking of appropriate risks;
- (g) Set the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- (h) Ensure that all members of the Board and the Management team are of sufficient calibre, including having in place a process to provide for the orderly succession of the Board and the Management team;
- (i) Ensure that the Company has in place the appropriate corporate disclosure procedures to ensure effective communication with its shareholders and other stakeholders;
- (j) Ensure that all members of the Board are able to understand financial statements and form a view on the information presented; and
- (k) Ensure the integrity of the Company's financial and non-financial reporting.

BOARD COMMITTEES

The Board has established three (3) Board Committees and has delegated to each committee a number of duties as defined in their respective Terms of Reference ("TOR") and embedded in the Board Charter to assist the Board in fulfilling and discharging its duties and responsibilities. Together, these Board Committees play an important role in assisting the Board's oversight and governance of the Group's operations.

The roles and responsibilities and delegation of authority by the Board to the Board Committees are outlined in the respective TORs of the Committees, embedded in the Board Charter and published on the corporate website at www.mrdiy.com.

The respective Board Committees report to the Board with their proposals, deliberations and recommendations. However, the ultimate responsibility for decision-making lies with the Board. The Board is kept apprised of the activities of the Board Committees through the tabling of the minutes of the Board Committees' meetings to the Board on a quarterly basis. The Board is updated on matters requiring the attention and approval of the Board by the Board Committees.

Details of activities undertaken by the ARMC and NRC during the FY2023 are set out in the ARMC Report and NRC Report respectively on pages 51 to 62 of this Annual Report 2023.

PROMOTING SUSTAINABILITY

The BSC is delegated with the authority by the Board to provide oversight of sustainability reporting by ensuring effective identification, management and reporting of material sustainability matters affecting the economic, environmental, social and governance aspects including climate related risks and opportunities of the Group's businesses, to ensure the achievement of the Group's sustainability goals.

A Sustainability Committee at the Management level comprising representatives from key sustainability-related departments oversees the management processes, initiatives, targets and strategies designed to manage the impacts of the Group's operations on economic, environmental, social and governance factors to ensure business continuity.

The Chairman or an appointed nominee of the Sustainability Committee provides the BSC and the Board with an update on the progress of sustainability initiatives and the achievements against set targets on a half-yearly basis.

A detailed report relating to the Group's sustainability strategies, priorities and targets as well as achievements against these set targets is set out in the Sustainability Report 2023.

SEPARATION OF ROLES BETWEEN CHAIRMAN AND CHIEF EXECUTIVE OFFICER (“CEO”)

Separation of roles of the Chairman and the CEO promotes accountability and facilitates the division of responsibilities between them, thus ensuring balance of power and authority, such that no one individual has unfettered powers in Board discussions and decision-making. Dato’ Azlam Shah bin Alias is the Chairman of the Board, while Ong Chu Jin Adrian holds the CEO position.

The Chairman of the Board is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of its role, including the good governance practices of the Group and the orderly conduct, function and effectiveness of the Board.

The key responsibilities of the Chairman of the Board include:-

- (a) Providing leadership to the Board, and overseeing the Board in the effective discharge of its fiduciary duties;
- (b) Setting the agenda for Board meetings, and ensuring efficient and effective conduct of Board meetings;
- (c) Ensuring that complete and accurate information is provided to Board members in a timely manner to facilitate decision-making;
- (d) Leading Board meetings, encouraging active participation and allowing dissenting views to be freely expressed;
- (e) Promoting constructive and respectful relations between Board members, and managing the interface between Board and Management;
- (f) Ensuring that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and
- (g) Leading the Board in establishing and monitoring good corporate governance in the Company.

The CEO is responsible for spearheading the business through the effective implementation of the Group’s strategic plan and policies established and approved by the Board for running the business and the day-to-day management of the Group, within the authority delegated by the Board.

The primary roles of the CEO are strategy development, implementing, monitoring and tracking, business development, ensuring compliance with regulations, performance management, human resources management, risk management and stakeholder management.

In executing the delegated authority from the Board, the CEO is supported by the Key Senior Management (“KSM”) and Management Team to ensure operational optimisation and efficiency.

CHAIRMAN OF THE BOARD IS NOT A MEMBER OF THE ARMC AND NRC

The Chairman of the Board, Dato’ Azlam Shah bin Alias, is not a member of the ARMC or NRC and does not participate in any or all of these committees’ meetings. This is to avoid the risk of self-review which may impair the objectivity of the Chairman and the Board when deliberating on the observations and recommendations put forth by the ARMC or NRC. This also ensures effective check and balance, as well as objective reviews by the Board.

QUALIFIED COMPANY SECRETARY

The Board is supported by our Company Secretary, Wong Mun Sin, who is a Chartered Secretary from The Institute of Chartered Secretaries and Administrators (ICSA), United Kingdom, and an Associate Member of the Chartered Secretary and Chartered Governance Professional of The Chartered Governance Institute of London, and the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). She is also qualified to act as a Company Secretary under Section 241 of the Act.

The Company Secretary plays an advisory role to the Board and supports the Board on governance-related matters, Board policy and procedures, ensures adherence to relevant statutory and regulatory requirements and advocates the adoption of corporate governance best practices.

The Company Secretary manages the processes and attends Board, Board Committees’ and shareholders’ meetings, ensures the meetings are properly conducted according to applicable rules and regulations, and that all deliberations and decisions made in meetings are accurately minuted and recorded. The Company Secretary also manages the corporate secretarial affairs of the Group, ensures proper upkeep of all statutory records of the Group, and facilitates the communication of key decisions and policies between the Board, Board Committees and key management staff.

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In addition to the above, the Company Secretary arranges and facilitates the induction training for new Directors and the continuous training and development of Directors.

The Company Secretary continuously attends relevant professional development and training programmes to keep herself abreast of regulatory changes and corporate governance developments.

The Board also has access to any form of independent professional advice, information and services of the Company Secretary, if and when required, in carrying out its functions.

ACCESS TO INFORMATION AND ADVICE

The Board meets on a quarterly basis to review the business, operational and financial performance of the Group. Additional meetings are convened, as and when necessary, to deliberate on matters requiring decisions or approval by the Board. Directors may participate in meetings physically or via video conferencing as allowed under the Constitution of the Company.

Board and Board Committees' meetings for the whole year are scheduled in advance and the agenda for the meetings are planned and set before the commencement of each new financial year.

Notices of the Board and Board Committees meetings are issued to Directors at least ten (10) days prior to the meetings via electronic mail or by any electronic means of telecommunication in permanent written form so that the Directors are provided with sufficient time to review and consider the matters to be deliberated, for an effective discussion and informed decision-making at the meetings.

The meeting materials are accessible online, through a paperless boardroom solution which allows the Directors to securely access and refer to the meeting materials electronically anytime and anywhere at their convenience. Meeting materials are reviewed and endorsed by the CEO prior to circulation to the Directors to ensure they contain comprehensive and accurate information required for Directors to make informed decisions in the best interests of the Company. Relevant key management staff are invited to attend meetings to brief the Board/Board Committees on the meeting materials.

The Board members have direct access to key management staff and have unrestricted access in a timely manner to all information pertaining to the Group to facilitate them in discharging their duties effectively. The Board is also entitled to obtain independent professional advice, at the cost of the Company, to assist them in carrying out their duties.

Draft minutes of meetings are produced and circulated in a timely manner to all members of the Board after the meetings. The minutes capture the meeting proceedings, the tabling of pertinent issues, the substance of deliberations, inquiries and responses, as well as any significant concerns, relevant suggestions and decisions made, including abstention by any interested Director from deliberating and voting on a specific matter, as well as the rationale behind those decisions.

The final minutes of meetings are tabled for confirmation at the subsequent Board/Board Committees' meeting. The minutes of Board Committees' meetings are tabled for the Board's notation at quarterly Board meetings, so as to keep the Board abreast of the deliberations and decisions made by the Board Committees.

Decisions of the Board may also be sought by way of Directors' Written Resolution for matters which are administrative in nature, where appropriate, and the same is tabled to the Board at the quarterly Board meetings for notation.

BOARD CHARTER

The Board has adopted a Board Charter which details the purpose, processes, authority, roles and responsibilities, and composition of the Board and Board Committees with the aim of enhancing corporate governance practices to ensure accountability, transparency, and sustainability and to enhance business integrity.

The Board Charter also sets out the roles and responsibilities of the Chairman, Executive Directors ("ED"), Independent Non-Executive Directors and Senior Independent Director.

The Board Charter was established pursuant to the provisions of the Act, the Constitution of the Company, the MMLR of Bursa Securities, MCGG and any other applicable law or regulatory requirements.

The Board reviews the Board Charter from time to time and makes amendments thereto, where necessary, to ensure that the Board Charter remains relevant and in line with the Board's objectives and business circumstances as well as changes to current laws and practices. The Board Charter was reviewed and last updated on 9 August 2023.

CODE OF ETHICS

The Board is guided by the Directors' Code of Ethics ("COBE") which is embedded in the Board Charter to act in good faith and in the best interests of the Company and to observe the highest standards of corporate governance at all times by adhering to the general principles of integrity, objectivity, accountability, openness, honesty and leadership.

The Group also adopted a COBE which signifies the Group's commitment to the highest ethical standards and laws in its day-to-day business operations, and serves as a guide to appropriate conduct to be adhered to by the employees of the Group. Our business partners are also strongly encouraged to act consistently with the COBE when dealing on behalf of the Group and/or in collaboration with the Group.

The COBE defines the Group's standards and expectations related to ethical business and serves as a guide to appropriate conduct covering data protection and use of the Company's data, the confidentiality of information, protection and proper use of Company assets, insider trading and money laundering.

The success of the Group is dependent on the trust and confidence earned from its employees, customers and shareholders. The Group has gained credibility by upholding its commitments, displaying honesty and integrity, and achieving its goals solely through honourable conduct.

WHISTLEBLOWING POLICY ("WB POLICY")

In demonstrating its aspiration to create a culture of openness and responsibility as a commitment to the highest form of integrity and accountability in conducting its business, the Board adopted the WB Policy that sets out avenues for legitimate concerns to be disclosed and objectively investigated and assessed. All employees, third parties and members of the public ("Whistleblowers") are able to raise concerns about illegal, unethical or questionable practices and misconducts involving the Group in confidence and without the risk of reprisal.

The WB Policy aims to facilitate all Whistleblowers in their disclosure of any misconduct through a proper channel. A Whistleblower may lodge his/her complaint/allegation on bribery, corruption or any misconduct by writing to the Whistleblowing Unit or by completing the Whistleblowing Form and emailing it to the Whistleblowing Unit at my.whistleblower@mrdiy.com.

All Whistleblowers, provided that the complaint/allegation is made in good faith and with reasonable belief, will be afforded the protection of confidentiality of identity to the extent practicable. Retaliation of any kind against any Whistleblower who makes a report in good faith and with reasonable belief and/or cooperates with any investigation will not be tolerated. Any staff engaging in retaliatory conduct may be subjected to disciplinary action which may include termination.

ANTI-BRIBERY AND CORRUPTION POLICY ("ABC POLICY")

Our Group observes a zero-tolerance position against all forms of bribery and corruption, and is committed to conducting all its business dealings with the highest standards of ethics and integrity, avoiding practices of bribery and corruption of all forms in its daily operations. The Board expects the same commitment from the staff, business associates and any third parties that the Group has dealings with.

Following the implementation of the corporate liability provision involving commercial organisations under Section 17A of the Malaysian Anti-Corruption Commission Act 2009 which was enforced on 1 June 2020, the Group adopted the ABC Policy which elaborates and provides guidance to whom the policy applies on how to address improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business.

The ABC Policy is intended to provide information and guidance on how the Group combats bribery and corruption, as well as the standards of behaviour that have to be adhered to in furthering the Group's commitment to lawful and ethical behaviour at all times.

CONFLICT OF INTEREST POLICY ("COI POLICY")

The Board is committed to maintaining the highest ethical standards of governance. The Directors and all employees are expected to conduct themselves with integrity, impartiality and professionalism at all times, and to avoid any conflict of interest that may arise in the performance of their duties.

In order to protect the employees, shareholders and other stakeholders against conflict of interest, the Board has established and adopted the COI Policy and a declaration procedure aimed at managing actual, potential and perceived conflict of interest, clearly stating the principles with which the Group approaches any such situations.

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All Directors and employees of the Group are responsible for identifying and managing conflicts of interest on an ongoing basis and are required to:-

- (a) Comply with the COI Policy, and other applicable policies and guidelines relating to the identification, documentation, escalation and management of conflicts of interest;
- (b) Act with objectivity, integrity and independence, and exercise sound judgement and discretion;
- (c) Avoid, wherever possible, situations giving rise to conflict of interest as described in the COI Policy; and
- (d) Immediately declare the conflict of interest in accordance with the COI policy, abstaining from the decision-making process and not seeking to influence such decisions any further.

VENDOR CODE OF CONDUCT (“VCC”)

The Group has adopted a VCC which aims to provide guidelines on how to conduct its business in an ethical and socially responsible manner, in compliance with applicable laws and regulations.

The VCC is applied to all vendors including suppliers, contractors, consultants, agents of the Group, and any person(s) appointed by them in any capacity to deliver the goods or perform any part of the services, including their employees, agents, suppliers and sub-contractors (“Vendors”). The Vendors are expected to comply with this VCC when engaging with the Group and throughout its conduct of business with the Group.

The VCC establishes a set of obligations and standards on business and ethical practices, as well as the professional conduct expected of all Vendors engaging or working with the Group, which covers the following:-

- (a) Quality and safety of products sold to the Group;
- (b) Vendor workplace standards including Occupational Health and Safety, no forced labour, no child labour, fair treatment, no discrimination, working hours, wages, benefits and freedom of association and right to collective bargaining;
- (c) Operate responsibly environmentally;
- (d) Adherence to COI Policy;
- (e) Compliance with ABC Laws;
- (f) Non-infringement of Intellectual Property rights; and
- (g) Confidentiality of information.

The Board Charter, Directors’ Code of Conduct, COBE and all the above-mentioned policies are published and accessible on the corporate website at www.mrdiy.com. These policies may be reviewed from time to time and be amended thereto, where necessary, to ensure that they remain relevant and in line with changing business environments and applicable laws or regulations.

PART II : BOARD COMPOSITION

STRENGTHENING THE BOARD’S COMPOSITION

As at 31 December 2023, the Board comprises six (6) Directors, led by an Independent Non-Executive Chairman, and supported by five (5) Directors, comprising three (3) Independent Non-Executive Directors (“INED”) and two (2) Non-Independent Executive Directors. The profile of each Director is set out on pages 26 to 27 of this Annual Report 2023.

The Board is well represented by individuals with diverse backgrounds and experience in their relevant areas of expertise, including retail, accounting, finance, economics, corporate finance, banking and human capital management. The Board believes that the current Board composition provides an appropriate balance in terms of skills, qualifications, knowledge, expertise, and experience for effective stewardship and management of the Board.

The Board, through the NRC, conducts an annual review of its size and composition, to determine if the Board has the right size and sufficient diversity, with independent and fit and proper elements that suit the Company's objectives and strategic goals. Board appointments are made based on merit, in the context of skills, experience, independence, and relevant knowledge which are essential to the business growth and sustainability of the Company.

INDEPENDENCE OF THE BOARD

As at 31 December 2023, the Board comprises four (4) independent directors, representing 67% of the Board composition, more than what has been prescribed in the MCGG which requires Board composition for Large Companies to comprise a majority Independent Directors.

On 20 November 2023, the Board appointed Ms. Ng Ing Peng, the Chairman of the ARMC, as the Senior INED of the Company whose role is to:-

- a) act as sounding board for the Chairman;
- b) serve as a designated contact for direct communication with shareholders and other stakeholders on concerns that cannot be resolved through normal channels of contact with the Chairman or the ED(s); and
- c) act as a point of contact between the Independent Directors and Chairman on sensitive issues.

The Board undertakes an annual independent assessment of the INEDs as part of the annual Board Effectiveness Evaluation ("BEE") exercise to assess the ability of INEDs to continue to bring unbiased and objective judgement to the Board's deliberations.

The annual assessment on the independence of INEDs in respect of FY2023 was conducted in March 2024 based on the criteria of independence as prescribed under Paragraph 1.01 and Practice Note 13 of the MMLR of Bursa Securities.

All four (4) INEDs namely Dato' Azlam Shah bin Alias, Ng Ing Peng, Leng Choo Yin and Dato' Hamidah binti Naziadin have complied with all the criteria of independence and confirmed that they are independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement, and have the ability to act in the best interests of the Company.

TENURE OF INDEPENDENT DIRECTORS

The Board adopted the recommendation of Practice 5.3 of the MCGG which provides that the tenure of an independent director does not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9)-year term, an independent director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director. Shareholders' approval will be sought with justification through a two-tier voting process should the Board intend to retain an independent director beyond nine (9) years, but not more than twelve (12) years in accordance with the MMLR.

Even though the above policy is adopted in the Board Charter, the Board envisages limiting the tenure of independent directors to nine (9) years without further extension.

None of the four (4) independent directors have exceeded the nine (9)-year term of independence with three (3) independent directors having served on the Board for five (5) years and one (1) independent director having served the Board for two (2) years.

BOARD DIVERSITY POLICY

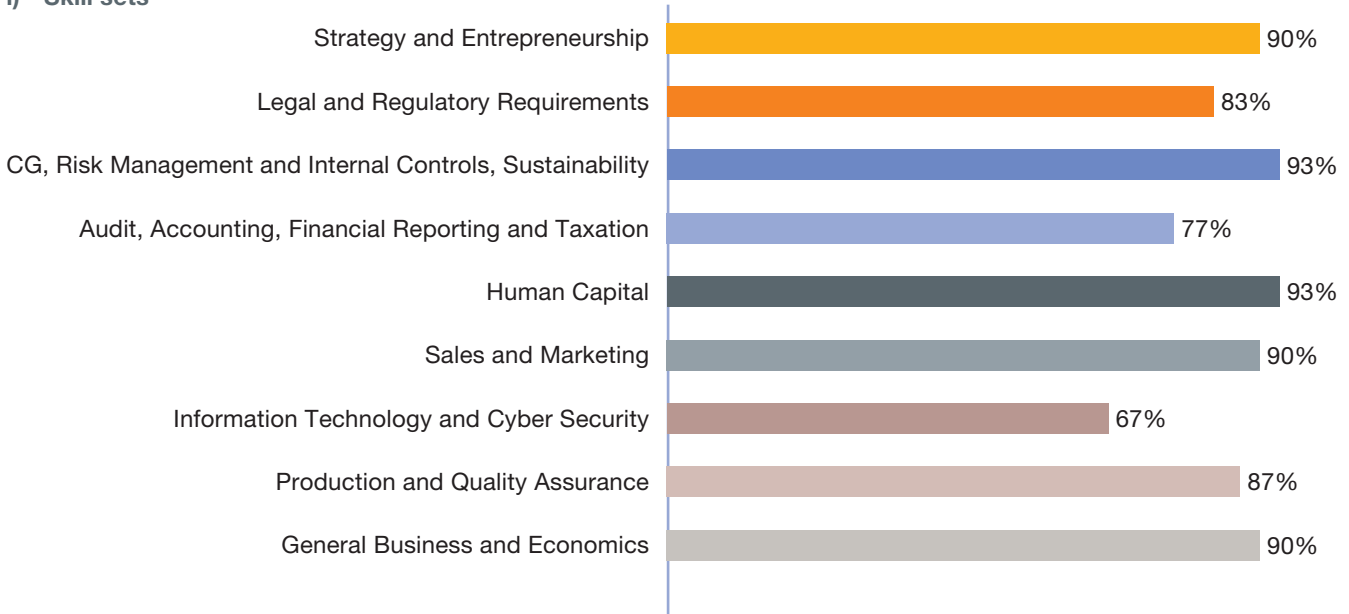
The Board seeks to maintain a diverse Board by having a mix of diversity in terms of age, ethnicity and gender, which will provide the necessary range of perspectives, skills, qualifications, knowledge, experience and expertise required to strengthen the Board composition to achieve the objectives and strategic goals of the Company.

The Board comprises three (3) women Directors, representing 50% of the Board composition, which is above the MCGG guideline that at least 30% of the Board are women directors.

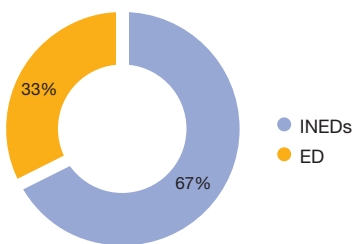
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Board Diversity in the Board composition as at 31 December 2023 is depicted as follows:-

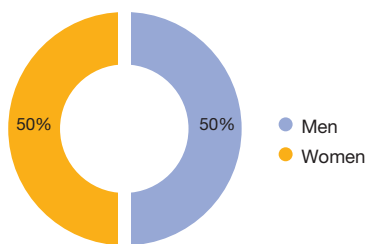
i) Skill sets



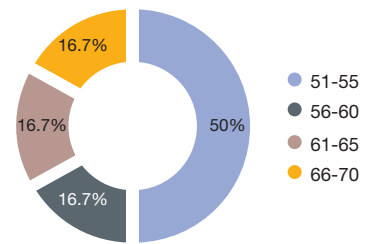
ii) Board balance and composition



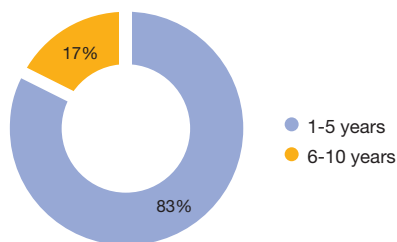
iii) Gender



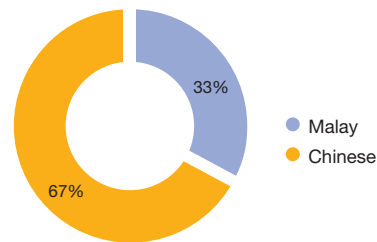
iv) Age



v) Tenure of office



vi) Ethnicity



NEW APPOINTMENT AND REAPPOINTMENT OF DIRECTOR(S)

The NRC reviews and recommends to the Board for approval any proposed new appointment of Director(s) or proposed reappointment of Director(s) to the Board. In identifying potential candidates for nomination as Director(s), NRC undertakes the process of selection, nomination and appointment of Director, which involves a gap analysis of the composition of the Board and Board Committees to map the required skills set based on the Group’s business requirements against the merits and capabilities of the proposed candidates, and a checklist of criteria including independence, and fit and proper for appointment of Director. New appointment of Director also takes into consideration the relevant requirements and best practices for appointment of Directors pursuant to the Act, MMLR of Bursa Securities and the MCGG.

In sourcing suitable candidate(s) for new appointment of Director(s), the NRC considers various sources including the recommendation from existing Board members, Management, major shareholders, and business associates, as well as other independent sources such as professional corporate director recruitment agencies, where possible.

In reviewing the proposed reappointment of Director(s) to the Board, the NRC takes into consideration the annual BEE results to form the basis of the NRC's recommendation to the Board for the re-election and/or re-appointment of Directors and Board Committee members.

ANNUAL BOARD EFFECTIVENESS EVALUATION

The NRC is entrusted by the Board to review the performance and effectiveness of the Board and Board Committees, including individual Directors, as well as to carry out a fit and proper assessment of the Directors and the independence of the INEDs, annually. The assessment results, together with a report on the Board balance covering the required mix of skills, qualifications, experience and other qualities of Board members, are tabled to the Board for discussion.

The assessment results from the BEE form the basis of the NRC's recommendation to the Board for the re-election and/or re-appointment of Directors and Board Committee members, as well as to facilitate further development of the Board, Board Committees and individual Directors.

An online annual assessment of the effectiveness of the Board, Board Committees, individual Directors including independence of the INEDs in respect of the financial year under review was conducted via self-assessment and peer assessment, facilitated internally by the Company Secretary. The assessment results and responses were tabled to the NRC and Board for review. Details of the annual assessment, areas/criteria of assessment used and the results of assessment are set out in the CG Report 2023 issued together with this Annual Report 2023.

The NRC was satisfied with the effectiveness of the Board, Board Committees, and individual Directors, including the independence of the INEDs based on the annual assessment conducted, and recommended the same to the Board for consideration. The Board, after due consideration, was satisfied and affirmed that the Board, Board Committees and individual Directors, including the INEDs, had discharged their duties and responsibilities responsibly. The expectation or areas of improvement identified by the Board include the need for ARMC to continue to maintain independence and be resourceful, the NRC to be effective in succession planning, and the BSC to be exposed to more sustainability ideas, concepts and more involvement in climate change or environmental activities.

The Board endeavours to undertake a periodic board evaluation facilitated by a professional, experienced and independent party at least every three (3) years, to ensure greater objectivity to the assessment, by providing unbiased perspective of the Directors' performance and their ability to contribute effectively to the Board. The assessment by an external independent consultant, Institute of Corporate Directors Malaysia ("ICDM"), was last conducted in respect of the FY2022.

FOSTERING COMMITMENT

The Board meets at least four (4) times in a financial year, with additional meetings convened as and when necessary. The Board and Board Committees' meeting schedule for a new financial year is prepared and circulated in advance to the Board before the commencement of the new financial year to facilitate Directors in their time planning.

Each Director is required to attend at least 50% of the total Board Meetings held during the year. Directors may attend Board meetings physically or via telephone, video, or other electronic communication facilities as allowed under the Constitution of the Company, which permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, in which event such Director shall be deemed to be present at the meeting.

A total of six (6) Board meetings were held during FY2023. The Board is satisfied with the level of time commitment given by the Directors in fulfilling their roles and responsibilities as Directors of the Company.

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The attendance of the Directors in Board and Board Committees' meetings, and general meetings during the financial year under review are as follows:

Name of Directors	Board	ARMC	NRC	BSC ^(a)	AGM
DATO' AZLAM SHAH BIN ALIAS <i>Independent Non-Executive Chairman</i>	6/6	-	-	4/4	1/1
TAN YU YEH <i>Non-Independent Executive Director/ Executive Vice Chairman</i>	6/6	-	-	-	1/1
ONG CHU JIN ADRIAN <i>Non-Independent Executive Director/ Chief Executive Officer</i>	6/6	-	-	4/4	1/1
NG ING PENG <i>Senior Independent Non-Executive Director (Effective 20 November 2023)</i>	6/6	5/5	4/4	4/4	1/1
LENG CHOO YIN <i>Independent Non-Executive Director</i>	6/6	5/5	4/4	-	1/1
DATO' HAMIDAH BINTI NAZIADIN <i>Independent Non-Executive Director</i>	6/6	5/5	4/4	-	1/1
BRAHMAL A/L VASUDEVAN <i>Non-Independent Non-Executive Director (Resigned on 3 April 2023)</i>	3/3	-	2/2	-	-

Note:-

(a) The CRC was renamed BSC effective 15 May 2023, following the enhancement of the role of the BSC to oversee the sustainability matters of the Group.

As stipulated in its Board Charter, each Director shall not hold more than five (5) directorships in listed companies or such other limit as prescribed by the MMLR of Bursa Securities. Before accepting any new directorship, Directors shall notify the Chairman of the Board, the notification of which shall include an indication of time that will be spent on the new appointment.

The Board is satisfied that the present directorships held by our Directors in other organisations do not give rise to any conflicts of interest nor impair their ability to discharge their responsibilities as Directors of the Company.

DIRECTORS' TRAINING

In order to enhance the skills and knowledge of Directors to effectively discharge their duties and responsibilities, Directors continuously attend various seminars, workshops, conferences and other training programmes to keep themselves abreast of developments in the industry, market outlook, competitive landscape and changes to the regulatory requirements.

The training and development programmes conducted internally or externally, and participated by each of the Directors during the financial year under review are as follows:

Name of Directors	Courses/Seminar/Training/Conference	Organiser	Date
Dato' Azlam Shah bin Alias	• Keeping the Board Out of Trouble	Asia School of Business	7 March 2023
	• Task Force Climate-Related Financial Disclosures (TCFD) Awareness Session	PwC Malaysia	21 June 2023
	• Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers	Bursa Malaysia	12 September 2023
	• Sustainability in the Digital Age	Asia School of Business	14 September 2023
	• What Amounts to A Conflict of Interest by Directors	Asia School of Business	21 November 2023
	• Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	ICDM	4 & 5 December 2023
Tan Yu Yeh	• Task Force Climate-Related Financial Disclosures (TCFD) Awareness Session	PwC Malaysia	21 June 2023
	• What Amounts to A Conflict of Interest by Directors	Asia School of Business	21 November 2023

Name of Directors	Courses/Seminar/Training/Conference	Organiser	Date
Ong Chu Jin Adrian	• Task Force Climate-Related Financial Disclosures (TCFD) Awareness Session	PwC Malaysia	21 June 2023
	• Cybersecurity Crisis Simulation and Tabletop Exercise / Wargames	Maxis Berhad	6 November 2023
	• What Amounts to A Conflict of Interest by Directors	Asia School of Business	21 November 2023
Ng Ing Peng	• Task Force Climate-Related Financial Disclosures (TCFD) Awareness Session	PwC Malaysia	21 June 2023
	• Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	ICDM	19 & 20 September 2023
	• What Amounts to A Conflict of Interest by Directors	Asia School of Business	21 November 2023
	• Climate Risk	HSBC Amanah Malaysia Berhad	28 November 2023
Leng Choo Yin	• Understanding Environmental, Social and Governance (ESG) Data	BoardRoom Singapore	1 June 2023
	• Task Force Climate-Related Financial Disclosures (TCFD) Awareness Session	PwC Malaysia	21 June 2023
	• What Amounts to A Conflict of Interest by Directors	Asia School of Business	21 November 2023
Dato' Hamidah binti Naziadin	• Cyber threats landscape	Maxis Berhad	21 February 2023
	• Talent Uprising - Management, Retention and Everything Else	ICDM	13 March 2023
	• Task Force Climate-Related Financial Disclosures (TCFD) Awareness Session	PwC Malaysia	21 June 2023
	• Overview on Sustainability	Nestle (Malaysia) Berhad ("Nestle")	27 July 2023
	• Game – Changing capabilities for Uncertainties Management	Tricor AxcelAsia	27 July 2023
	• Cyber Crisis Exercise	Nestle	27 July 2023
	• Understanding the Importance of Human Rights for Business Sustainability and Resilience	ICDM	8 September 2023
	• Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	ICDM	19 & 20 September 2023
	• Macroeconomic Outlook of ASEAN	HSBC Hong Kong Yun Liu (ASEAN Economist)	9 October 2023
	• Macroeconomic Outlook of UK	HSBC UK Liz Martins (Lead Economist (UK))	9 October 2023
	• Protecting Your Business with Adaptation & Resilience Against Climate Impacts	Boston Consulting Group	9 October 2023
	• Case Study Masterclass : Spotlight on a Corporate Governance Scandal	ICDM	10 October 2023
	• Updates by PricewaterhouseCoopers on: - Sustainability - Malaysian Financial Reporting Standard - Tax	PwC Malaysia	10 October 2023
	• Cybersecurity Crisis Simulation and Tabletop Exercise / Wargames	Maxis Berhad	6 November 2023
	• What Amounts to A Conflict of Interest by Directors	Asia School of Business	21 November 2023
• Anti-Bribery and Corruption ("ABC") Training	Sime Darby Property Berhad	28 November 2023	

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PART III : REMUNERATION

The Board is cognisant that a fair and competitive remuneration structure is aligned with the Group's business strategy so as to link rewards with corporate and individual performance to attract and retain the right talent of appropriate calibre, skills, experience and quality needed to drive and achieve the Group's long-term objectives of growth and sustainability, and create long-term value for shareholders.

To achieve this, the Board has established a formal and transparent remuneration policy and review process for approving the remuneration of NEDs, EDs and KSM.

The NRC is entrusted by the Board to review and recommend to the Board for approval the remuneration payable to the NEDs. In reviewing the same, the NRC considers various factors including the NED's fiduciary duties, responsibilities, time commitment expected of them, and the Company's performance.

The remuneration payable to the NEDs is also benchmarked against comparable peers of other public-listed companies in the retail sector, government-linked companies ("GLC"), non-GLCs and the top 30 largest companies by market capitalisation on Bursa Malaysia, to ensure that the remuneration payable commensurates and is aligned to prevailing market rates.

The Board determines and decides the fees and remuneration payable to the NEDs as a whole, based on the recommendations of the NRC. None of the NEDs is involved in deciding his/her own remuneration.

The fees and benefits payable to the NEDs are subject to shareholders' approval at the annual general meeting, pursuant to Section 230(1) of the Act. The NEDs shall abstain from deliberating and voting in the Board meeting and/or general meeting, if he/she is also a shareholder, in respect of their own remuneration.

The NEDs remuneration is paid on a monthly basis in arrears and/or as and when incurred upon services rendered by the NEDs as members of the Board and Board Committees based on the following remuneration framework:-

Type of Fees/Benefits	Amount (RM)
Board Chairman's fee	159,000 per annum
Non-Executive Director fee	115,800 per annum
Meeting allowance	1,000 per meeting
Chairman's allowance	60,000 per annum

The Chairman's allowance is accorded to the Board Chairman for his time commitment and involvement in corporate responsibilities activities undertaken by the Group.

At the 12th AGM of the Company held on 8 June 2023, the shareholders of the Company approved the payment of Directors' fees and benefits payable to the NEDs of up to RM700,000 for the period from 1 July 2023 until the next AGM to be held in 2024. A total amount of RM472,800 has been paid to the NEDs from 1 July 2023 to 31 March 2024 and RM154,600 is anticipated to be paid to NEDs based on the remuneration framework for NEDs and the scheduled meetings to be held from April 2024 to June 2024. Accordingly, the anticipated total amount paid/payable to NEDs from 1 July 2023 to June 2024 will be RM627,400, which is approximately 89.63% of the approved amount.

The Group's philosophy for total employee remuneration is to offer competitive market-based compensation. The overall compensation structure is designed to recognise contributions towards the achievement of organisational, divisional or departmental, and individual objectives, where applicable, taking into account the demands, complexities and performance of the Group, as well as the roles, skills, responsibilities of the positions, and the overall performance of the individual EDs and KSM.

The remuneration of EDs and KSM comprises base compensation with allowances, variable bonuses, long-term equity ownership and option plans, as well as other benefits. The base compensation is determined by the scope of duties and responsibilities, the Group and individual performance in meeting the strategic objectives of the Group against the key performance indicators set annually, and the current market rate within the industry and in comparable companies and sectors.

The detailed disclosure on a named basis of the remuneration paid to individual NEDs, and the corresponding breakdown of the individual EDs' and KSM remuneration for the FY2023 are as follows:-

RECEIVED FROM THE COMPANY

Name of Non-Executive Directors	Directors' Fee (RM'000)	Chairman Allowance (RM'000)	Meeting Allowance (RM'000)	Total (RM'000)
Dato' Azlam Shah bin Alias	159	60	11	230
Ng Ing Peng	116	-	20	136
Leng Choo Yin	116	-	16	132
Dato' Hamidah binti Naziadin	116	-	16	132
Brahmal A/L Vasudevan ^(a) (Resigned on 3 April 2023)	-	-	-	-

RECEIVED FROM THE GROUP

Name of Executive Directors	Salary (RM'000)	Allowance ^(b) (RM'000)	Bonus (RM'000)	Benefits in-kind (RM'000)	Other emoluments ^(c) (RM'000)	Total (RM'000)
Tan Yu Yeh	858	72	143	-	126	1,199
Ong Chu Jin Adrian	809	69	143	-	187	1,208

The breakdown of remuneration for the FY2023 of our top five (5) KSM comprising salary, allowance, bonus, benefits-in-kind and other emoluments are set out below:

Name of KSM	Total Remuneration (RM'000)
Tan Yu Wei	968
Lim Chen Hwee	823
Gan Sau Liang	810
Lau Boon Teck	639
Hoe Lye Peng	628

Notes:-

(a) Voluntarily offered to contribute his remuneration to a charitable organisation.

(b) Travelling allowance and car subsidies.

(c) Inclusive of statutory contributions, incentives and allowances.

NEDs receive their remuneration from the Company, whilst the EDs and KSM receive their remuneration from the Group.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

PART I : AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC is entrusted by the Board to assist and support the Board primarily in the areas of financial reporting in liaison with the External Auditors, the Group's system of risk management and internal controls in liaison with the Internal Auditors, compliance with applicable laws, rules and regulations, and review of related party transactions and conflict of interest situations.

The ARMC comprises three (3) INEDs and is chaired by Ng Ing Peng, who is distinct from the Chairman of the Board, and is a member of the Institute of Chartered Accountants in England and Wales, and a member of the Malaysian Institute of Accountants.

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The performance of the ARMC and the individual ARMC members in respect of FY2023 and the tenure of office of the individual ARMC members were evaluated as part of the annual BEE. Based on the results of the evaluation, the Board is satisfied that the ARMC and the individual ARMC members have discharged their responsibilities according to the defined terms of reference, and have exercised objective and independent judgment. The Board also affirmed that the tenure of office of the individual ARMC members is reasonable. The ARMC members attend relevant professional development training to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules, as well as the roles of the audit committee. The External Auditors also update the ARMC on the development of accounting and auditing standards as and when applicable.

The ARMC also assessed the suitability, objectivity and independence of the External Auditors pursuant to the External Auditors' Evaluation Policy. The result of the evaluation on BDO PLT, the External Auditors in respect of FY2023, which was carried out in March 2024 indicated that BDO PLT had satisfied the criteria of suitability, objectivity and independence of External Auditors.

Details of the activities carried out by the ARMC during FY2023 are set out in the ARMC Report on pages 52 to 54 of this Annual Report 2023.

PART II : RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board recognises that risk management is the culture, processes and structures that are directed towards taking advantage of potential opportunities while managing potential adverse effects to deliver the Group's strategic objectives, continued growth and success.

A sound risk culture has been integral to the Group, evidenced by the establishment of an Enterprise Risk Management ("ERM") Framework developed with the assistance of an Independent Risk Management Consultant ("Consultant"), where potential risks are identified, assessed and prioritised, with a line of sight to both financial and non-financial risks provided to appropriate levels across the Group, based on defined materiality threshold.

The Heads of Department ("HODs") are responsible for promoting and applying the ERM Framework including identifying the principal risks based on the risk likelihood of occurrence parameter, as well as monitoring and implementing the necessary action plan to manage and/or mitigate potential risks. The risk profiles are reviewed, updated and validated by the respective HODs, with the Consultant conducting a risk management review to evaluate the risk profiles and table a risk management review report to the ARMC on a half-yearly basis.

The ARMC is entrusted by the Board to review the risk profiles on a half-yearly basis to ensure adequacy and effectiveness of the risk management and internal controls process, to manage and mitigate any potential risks to safeguard shareholders' investments and the Company's assets.

Our in-house Internal Audit Department ("IAD") reports directly to the ARMC. The IAD assists the ARMC to carry out analysis and independent evaluation of the adequacy, integrity and effectiveness of internal controls, monitors the compliance with policies and procedures through internal audit exercises, and reports to the ARMC on a quarterly basis.

The key features of the Group's risk management and internal control framework as well as their adequacy and effectiveness are disclosed in the Statement on Risk Management and Internal Control on pages 46 to 50 of this Annual Report 2023.

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

PART I : ENGAGEMENT WITH STAKEHOLDERS

The Board is committed to upholding the highest standards of transparency, accountability and integrity in the disclosure of all material information on the Group to the investing public in an accurate, clear, complete and timely manner, as guided by the continuous disclosure requirements under the MMLR of Bursa Securities and the Corporate Disclosure Guide issued by Bursa Securities.

The Group engages its stakeholders through various platforms including announcements via Bursa LINK by Bursa Securities, its corporate website, investor relations channel, annual reports, general meetings, media releases, and briefings to investors, analysts and media.

The Company's corporate website www.mrdiy.com provides stakeholders and investors with access to information on the Group and also facilitates investor relations communication. The website is constantly updated with the latest developments of the Group. All disclosures, material information, and announcements, including Annual Reports made to Bursa Securities via Bursa LINK, are published on the corporate website.

In addition, the Company also announces the targeted date of release of the quarterly financial results of the Group ten (10) days prior to each Board meeting to approve the quarterly financial results, to keep shareholders or the investing public informed of the timing of the quarterly financial results announcement.

The Company also maintains its communication channels with shareholders, potential investors, analysts, fund managers and the investment community, through its Investor Relations ("IR") channel. Stakeholders are encouraged to channel their enquiries to the Group's IR personnel whose name, contact number and e-mail address are as follows:-

IR CONTACT



JASON TEH

Head of Investor Relations



Tel. No.: +603 8961 1338



Email: investor.query@mrdiy.com

PART II : CONDUCT OF GENERAL MEETINGS

General meetings are the principal forum for dialogue and engagement between the Board and the shareholders, to enable shareholders to enhance their understanding of the business and performance of the Group. It also provides for a two-way dialogue between the Board and the shareholders; a direct avenue for the former to understand the expectations of shareholders.

The Company had on 8 June 2023, conducted its 12th AGM virtually through live streaming from the Broadcast Venue and via the online meeting platform on the TIIH Online website provided by Tricor Investor & Issuing House Services Sdn. Bhd. as authorised by the Constitution of the Company and in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 and the MCCG, which allows and encourages companies to continue leveraging technology to conduct general meetings to facilitate remote shareholders' participation and electronic voting at general meetings.

Shareholders' participation at the 12th AGM was encouraging, with a total of 269 members, proxies and authorised representatives holding a total of 8,506,476,751 shares, representing 90.17% of the total issued shares of the Company, logging onto the remote participation and voting facilities through the TIIH Online website to attend the 12th AGM.

All the Directors, Chairs of the Board Committees, Chief Financial Officer and External Auditors were present at the 12th AGM to respond to any enquiries from the shareholders.

During the 12th AGM, the CEO, on behalf of the Board, presented a comprehensive overview of the Group's business and financial performance in respect of FY2022. In addition, written queries from the MSWG and the corresponding responses from the Company were also presented. The shareholders, proxies, and authorised representatives were allowed to submit questions prior to the 12th AGM and were able to submit their questions during the 12th AGM via real-time submission of typed texts through the TIIH Online website. The minutes of the 12th AGM and the complete list of questions received by the Company prior to and during the 12th AGM together with the corresponding responses were published on the corporate website at www.mrdiy.com within 30 business days after the 12th AGM.

The Notice of 12th AGM was issued to the shareholders at least 28 days prior to the date of the 12th AGM held on 8 June 2023. The notice of the 12th AGM was made available on the corporate website at www.mrdiy.com and advertised in nationally-circulated English daily newspaper.

The Notice of the 12th AGM outlines the resolutions as tabled at the 12th AGM, together with explanatory notes providing the rationale and effect of the resolutions to enable the shareholders to make informed decisions when exercising their voting rights. Shareholders who were not able to attend the meeting were allowed to appoint any person(s) as their proxies to attend, participate, speak and vote in their stead at the AGM.

Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions set out in the notice of the 12th AGM were put to vote by way of polls, and the poll results were independently verified by an Independent Scrutineer.

The Company will continue to facilitate greater shareholder participation and promote greater transparency by leveraging technology to facilitate remote shareholder participation and electronic poll voting at general meetings.

[This Statement was endorsed by the Board on 27 March 2024.]

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INTRODUCTION

The Board of Directors (“the Board”) of MR D.I.Y. Group (M) Berhad is pleased to provide the Statement on Risk Management and Internal Control which outlines the nature and scope of risk management and internal control system of the Group for FY2023.

This Statement is made pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

The disclosures in this statement exclude the risk management and internal control practices of the Group’s Associate.

BOARD RESPONSIBILITY

The Board is overall responsible in establishing a sound risk management and internal control system, and reviewing the system’s adequacy and effectiveness to safeguard shareholders’ interests and the Group’s assets. This includes an ongoing process of identifying, evaluating and managing significant risks faced by the Group in its achievement of objectives and strategies. The Board confirms that this process has been in place for the year under review and up to date for inclusion in the Annual Report. The process is in accordance with the Statement on Risk Management and Internal Control: Guidance for Directors of Listed Issuers.

The Board recognises that the risk management and internal control system are designed to manage or mitigate risks rather than eliminate the risks that may impede upon the achievement of the Group’s business objectives. In view of the limitations inherent in any system of risk management and internal control, the system can only provide reasonable but not absolute assurance against material losses.

To effectively carry out its risk and control oversight responsibilities, the Board, through the Audit and Risk Management Committee (“ARMC”) provides oversight on matters regarding risk, compliance and controls management. The senior management is responsible for implementing the processes for identifying, evaluating, monitoring and reporting of risks and internal controls including providing assurance to the Board through the ARMC that the processes have been effectively carried out.

MANAGEMENT RESPONSIBILITY

The senior management is responsible for implementing the risk management framework including providing assurance to the Board through ARMC that the risk management processes have been effectively carried out. Specifically, senior management’s responsibilities in respect of risk management include:

- Identify the risks relevant to the business of the company and the achievement of objectives and strategies;
- Design, implement and monitor the risk management framework in accordance with the company’s strategic vision and overall risk appetite; and
- Identify changes to risk or emerging risks, take actions as appropriate, and promptly bring these to the attention of the Board through the ARMC.

RISK MANAGEMENT FRAMEWORK

Risk Management is firmly embedded in the Group’s key processes through its Risk Management and Internal Control Framework, in line with Principle B, Practices 10.1 and 10.2 of MCCG as at 28 April 2021. The Board has formally endorsed an ongoing Risk Management and Internal Control Framework and practices which include the following key elements:-

- Guiding principles of the Risk Management Policy Framework;
- Underlying approach to Risk Management;
- Roles and responsibilities of the Board and Management team;
- Underlying approach in reviewing and monitoring significant risks; and
- Regular review on the effectiveness of internal controls.

The Group's ERM structure and processes are described as follows:

Key Component	Description
<p>Risk Governance</p>	<ul style="list-style-type: none"> The Group organisational structure established for effective risk management adopts the underlying principle of the Three Lines of Defence Model. This model indicates clear accountabilities in the management of risks and internal controls, and is reflected in the Group's risk operating model as follows: <div data-bbox="416 595 1469 1099" style="border: 1px solid black; padding: 10px;"> <p>LEGEND</p> <ul style="list-style-type: none"> Risk reporting — Direct reporting 1st Line of Defence 2nd Line of Defence 3rd Line of Defence </div> <ol style="list-style-type: none"> Each Line of Defence represents a function that is involved in effectively managing risk. The 1st Line of Defence represents the Group's operational management which has the ownership, responsibility and accountability for assessing, controlling and mitigating risks, as well as implementing corrective actions to address process and control deficiencies. The 2nd Line of Defence represents the Group's Risk Management function which is responsible for the facilitation of risk management monitoring and reporting activities within the Group. The 3rd Line of Defence represents the Group's Internal Audit function which provides objective assurance to the ARMC and Board as well as senior management on the effectiveness of its risk management implementation.
<p>Risk Management Process</p>	<ul style="list-style-type: none"> The ERM approach and process to identify potential risks are carried out by the respective business functions based on relevant knowledge, publicly available information and subject matter experts. Subsequently, the identified risks are individually assessed either at Extreme, High, Medium or Low level. The rating process is guided by an approved risk rating matrix comprising of likelihood and impact parameters. Results of the risk identification and assessment are captured in the respective Risk Profiles (e.g., Group Strategy, Retail Operations, Procurement, Logistic & QM, Warehouse & Distribution, Finance, Human Resource, Legal, Marketing and E-commerce, and Information Technology & MIS, Business Development, Payroll/Administration and Corporate Secretariat). For high-risk areas, each risk owner is responsible to ensure that risk mitigation actions are developed and implemented to manage the risk to within the appropriate risk appetite level. The Risk Profiles are reviewed and assessed on a half-yearly basis or as the need arises due to the changing market condition. Reports summarizing the key risk areas and the status of their mitigation actions are presented to the senior management and ARMC accordingly.

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Key Component	Description
Risk Categories	<ul style="list-style-type: none"> The Group maintains a database of risks through the risk categories summarised below: <ol style="list-style-type: none"> Strategic Risk Risks that affect the Department or the Company in meeting its overall vision, mission and strategic objectives. The Group is exposed to various strategic risks relating to its business of managing stores nationwide. The Group recognises the importance of the sustainability agenda and has established initiatives to manage the relevant risks and opportunities in the respective Environmental, Social and Governance (“ESG”) areas. Operational Risk Risks that affect the effectiveness and efficiency of the Department or the Company in meeting its operating objectives. As the Group is primarily involved in the retail industry, it is exposed to various operational risks that potentially may impact its core operations such as supply chain, logistics, warehousing, manpower and information system management. These risks are closely monitored with strict compliance to the applicable internal Standard Operating Procedures (“SOPs”). In addition, the Group remains vigilant on the development of COVID-19 infection cases and will continue to enforce relevant SOPs across all retail stores and corporate offices, in accordance with government guidelines, as the health and safety of all employees and customers remains as one of the top priorities of the Group. Financial Risk Risks that affect the financial position of the Department or the Company in meeting its financial objectives. The Group is exposed to a certain degree of risk relating to underlying foreign currency exchange rates arising from the imports of products for retail operations. This risk is being effectively managed and closely monitored by the Group. Compliance Risk Risks that affect the Department or Company’s processes and efforts in ensuring all applicable regulatory requirements are complied with. The Group has taken the necessary steps and measures to put in place processes to ensure the required certifications, licenses and other applicable regulations are or will be complied with.

INTERNAL CONTROL FRAMEWORK

The key elements of the Group’s system of internal controls are described below:

Internal Control Element	Description
Board of Directors	<ul style="list-style-type: none"> The Board has the primary responsibility for the governance and management of the Group, and a fiduciary obligation to act in the best interests of its financial and organisational health. To effectively discharge its duties, the Board has established three (3) Board Committees - ARMC, Nomination and Remuneration Committee (“NRC”), and Corporate Responsibility Committee (“CRC”). These Board Committees are guided by clear Terms of Reference outlining their fiduciary responsibilities and meet on a scheduled basis.
ARMC	<ul style="list-style-type: none"> The ARMC has been delegated by the Board to assist in financial reporting in coordination with the external auditors, and overseeing the effectiveness of the Group’s risk management and internal controls together with the risk management coordinators, internal auditors and senior management. The ARMC is also responsible for reviewing related party transactions, conflict of interest situations and other material non-compliance matters within the Group.
Financial Performance Review	<ul style="list-style-type: none"> The ARMC will review the quarterly financial results and make recommendations to the Board for deliberation and approval. Any significant variances in the financial results from the prior period will be addressed.

Internal Control Element	Description
Organisation Structure	<ul style="list-style-type: none"> The Group has a clearly defined organisation structure in place with a defined line of responsibility and delegated authority. The day-to-day operations of the business are entrusted to the Executive Directors and senior management. The Heads of Departments are empowered with the responsibility of managing their respective operations.
Policies and Procedures	<ul style="list-style-type: none"> Internal operating procedures and policies are documented, reviewed and revised periodically to meet changing business and operational requirements as well as statutory reporting needs.
Limits of Authority	<ul style="list-style-type: none"> The Group has defined limits of authority which set out the approving limits that have been assigned and delegated to each approving authority within the Group.
Code of Business Ethics	<ul style="list-style-type: none"> The Code of Business Ethics in place ensures that all Directors and employees adhere to the Group's commitment to the highest ethical standards and laws in day-to-day operations. The Code defines the Group's standards and expectations in relation to ethical business and appropriate conduct.
Whistleblowing Policy	<ul style="list-style-type: none"> The whistleblowing policy is an avenue for all employees, third parties and members of the public, who have a genuine concern on improper conduct involving the Group, to raise it using the confidential channels laid out in the policy. This enables the Group to monitor and track any unethical or improper conduct.
Anti-Bribery and Corruption Policy	<ul style="list-style-type: none"> The Group has adopted an Anti-Bribery and Corruption Policy with a zero-tolerance position against all forms of bribery and corruption. The Bribery and Corruption Risk Assessment is performed annually. Any significant risks and potential exposures are escalated to the ARMC.
No Gift Policy	<ul style="list-style-type: none"> The Group has endorsed a strict "No Gift Policy" whereby only narrow exceptions are allowed which is clearly defined in its policy. The Group also prohibits its personnel from providing or offering to provide entertainment to business associates with a view to cause undue influence. The policy includes guidelines and presents the appropriate channels to obtain approval for exceptional situations.
Occupational Safety and Health ("OSH")	<ul style="list-style-type: none"> The Group established a Management-level OSH Committee chaired by the Head of the Human Resource Department, with regular OSH activities carried out and updates reported to the OSH Committee. The OSH Committee is responsible to address issues relating to public health and implementing health initiatives to benefit its employees including providing regular awareness and training to all employees. Group OSH Policy is established and trainings are provided regularly to the employees.
Sustainability Management	<ul style="list-style-type: none"> The Group has established a Sustainability Committee at Management-level, chaired by the Head of Group Strategy and consists of department representatives to oversee the management processes and strategies designed to manage the impacts of the Group's operations on ESG aspects. The Group is addressing material sustainability risks and opportunities matters on an ongoing basis in line with the Group's sustainability themes, strategies and targets established. Updates on key sustainability management initiatives and outcomes are periodically reported to the Board.
Vendor Code of Conduct ("VCC")	<ul style="list-style-type: none"> The Group has established a VCC which sets out obligations and standards on business and ethical practices, as well as professional conduct expected of all Vendors engaging or working with the Group. The VCC shall apply to all vendors when engaging with and throughout its conduct of business with the Group. This covers areas such as: <ul style="list-style-type: none"> i. Vendor workplace standards; ii. Quality and safety of products sold to the Group; iii. Compliance with Anti-Bribery and Corruption ("ABC") laws; iv. Confidentiality of information; and v. Management of Intellectual Property rights, among others.

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INTERNAL AUDIT FUNCTION

The Internal Audit function of the Group is performed in-house and reports directly to the ARMC. The scope and responsibilities of the function include the evaluation of the adequacy and effectiveness of governance, risk management, and internal controls. All the internal audit team members are free from any relationship or conflict of interest that could impair their objectivity and independence as internal auditors.

Reviews are carried out based on the approved Internal Audit Plan for FY2023, which was developed using a risk-based approach and in line with the Group's direction. The Internal Audit Plan was assessed quarterly in alignment with the business and risk environment.

The principles of having an effective internal audit function are outlined in the Internal Audit Charter and Internal Audit Standard Operating Manual. The Internal Audit Charter sets out the purpose, authority, responsibilities and reporting of the Internal Audit function and maintaining independence and objectivity status. The Internal Audit Standard Operating Manual is intended to guide the internal auditors. For each audit, a systematic methodology is adopted, which primarily includes performing risk assessment, developing an audit planning memorandum, conducting an audit, convening exit meetings and finalising audit reports. The audit reports detail the objectives, scope of audit work, observations, management action plan and timeline and conclusion in an objective manner and are distributed to the relevant parties.

All audit findings were highlighted to relevant Management team members responsible for ensuring that corrective actions on reported weaknesses are taken within the required timeframe. Summaries of the audit reports including a summary of follow-up items were issued to the ARMC quarterly incorporating findings and Management's remediation actions.

REVIEW OF THIS STATEMENT BY THE EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management and Internal Control in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and the Audit and Assurance Practices Guides ("AAPG 3"): Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants ("MIA"). AAPG 3 does not require the External Auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

Based on their procedures performed, the external auditors have reported to the Board that nothing has come to their attention that causes them to believe that this Statement on Risk Management and Internal Control 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 Listed Issuers to be set out, nor is it factually inaccurate.

CONCLUSION

The Board through the ARMC has reviewed the adequacy and effectiveness of the risk management and internal control system for the financial year ended 31 December 2023 and is of the view that the controls are operating adequately and effectively in all material respects.

The Board has received assurance from the Chief Executive Officer and Chief Financial Officer that the Group's risk management and internal control system is operating effectively, in all material respects for the year under review and up to the date of approval of this Statement for inclusion in the Annual Report.

The Board and Management are committed towards operating a sound system of internal control and will continue to take pertinent measures to sustain and, where required, to improve the Group's systems of risk management and internal control in meeting the Group's strategic objectives or updated in line with changes in the operating environment.

[This statement was endorsed by the Board on 27 March 2024.]

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Audit and Risk Management Committee (“ARMC”) of Mr D.I.Y. Group (M) Berhad is pleased to present the Audit and Risk Management Committee’s report in respect of the financial year ended 31 December 2023 (“FY2023”).

The ARMC was established on 20 February 2019 in line with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

This report provides insights into the manner in which Audit and Risk Management Committee (ARMC) has discharged its oversight functions.

TERMS OF REFERENCE							
ARMC				Internal Audit Department (IAD)			
Chairman	Independent Director, who is not the Chairman of the Board						
Composition	<ul style="list-style-type: none"> At least 3 members Majority are Independent Directors 			<ul style="list-style-type: none"> Financially literate No alternate Director 			
Key Functions	Financial Reporting	Risk Management & Internal Control Systems	Compliance	Internal Audit Function	External Audit	Related Party Transactions & Conflict of Interest Situations	Whistleblowing
Performance Review	Annual Evaluation by the Board			Evaluation by the ARMC			

COMPOSITION

The ARMC comprises three (3) members, all of whom are Independent Non-Executive Directors.

Miss Ng Ing Peng <i>Chairman, Senior Independent Non-Executive Director</i>	Miss Leng Choo Yin <i>Member, Independent Non-Executive Director</i>	Dato’ Hamidah binti Naziadin <i>Member, Independent Non-Executive Director</i>
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The composition of the ARMC complied with the MMLR of Bursa Malaysia Securities Berhad (“Bursa Securities”) as well as the principles and practices set out in the Malaysia Code on Corporate Governance 2021 (“MCCG 2021”).

The ARMC is chaired by Miss Ng Ing Peng who is a Senior Independent Non-Executive Director, a member of the Malaysian Institute of Accountants and the Institute of Chartered Accountants in England and Wales. She was appointed by the Board from its members and she is not the Chairman of the Board.

All members of the ARMC possess a wide range of necessary skills to discharge their duties. They are financially literate and are able to understand matters under the purview of the ARMC including the financial reporting process. All members of the ARMC have undertaken continuous professional development programmes to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

The experience of each member of the ARMC is summarised on page 27 of this Annual Report 2023.

The Nomination Committee reviews the term of office and performance of the Audit Committee and each of its members through an annual effectiveness evaluation. The Nomination Committee is satisfied that the Audit Committee and members have carried out their duties in accordance with their Terms of Reference (TOR).

MEETINGS AND ATTENDANCE

During the financial year under review, the ARMC held five (5) meetings with the attendance record of the ARMC members shown below:

Name	Designation in ARMC	Attendance (Attended/Held)	% of Attendance
Ng Ing Peng <i>(Senior Independent Non-Executive Director)</i>	Chairman	5/5	100%
Leng Choo Yin <i>(Independent Non-executive Director)</i>	Member	5/5	100%
Dato’ Hamidah binti Naziadin <i>(Independent Non-executive Director)</i>	Member	5/5	100%

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The Company Secretary of the Group acts as the Secretary of the ARMC, attending and recording the proceedings of the meetings. Although not members of the ARMC, the Chief Financial Officer, Head of Internal Audit, the outsourced Risk Management consultant and the Company's external auditors are also invited to the meeting. As and when necessary, the ARMC may also extend meeting invites to relevant members of the Management Team for matters that require their input and clarification. The ARMC has access to any form of independent professional advice, if and when required, in carrying out its functions.

The minutes of each ARMC meeting are recorded and tabled for confirmation at the subsequent ARMC meetings. All minutes are then presented to the Board for purposes of notation. Any significant audit issues and action plans are highlighted at the immediate subsequent meeting.

ROLES AND RESPONSIBILITY

ARMC has been entrusted by the Board to execute its governance and oversight responsibilities in ensuring transparent financial reporting within the Group, guided by the ARMC's Term of Reference. ARMC is assisted by an in-house Internal Audit Department to establish cost-effective controls, adhering to the Internal Audit Charter adopted by the ARMC.

ARMC deliberates the Summary of Internal Audit Reports and the External Auditors' Reports relating to financial, operational, compliance, information technology controls, governance, risk management and control matters every quarter during ARMC meeting. The findings and status of preventive and corrective actions for issues discussed are updated to the ARMC to ensure that the appropriate actions are taken and being monitored.

With the amendments to Bursa Securities Main LR in relation to enhanced conflict of interest ("COI") disclosures, the scope of ARMC's review of COI situation has expanded to include those that arose or persist (in addition to those that may arise) and the measures taken to resolve, eliminate or mitigate the COI. In this regard, upon the recommendation from the ARMC, the Board had in February 2024 adopted a comprehensive COI Policy to ensure the Directors and Key Senior Management act in the best interests of the Group and free from any personal, financial, non-financial or other conflicts that may compromise their judgement or impartiality.

The system of internal controls therefore provides only reasonable, not absolute, assurance against material misstatement or losses. The system of internal controls does, however, provide reasonable assurance that potential issues can be identified promptly and appropriate remedial action can be taken.

The Board has not identified, nor been advised of, any failures or weaknesses which it has determined to be significant.

Key responsibilities of the ARMC are as follows:

1	2	3	4	5	6
Effective oversight of the Financial Reporting process of the Group to ensure compliance with the applicable financial reporting standards	Review the effectiveness of the Internal and External Audit Functions and Internal Control System	Overseeing the risk management and internal control framework and policies of the Group, and assessing the processes related to the Group's risks and control environment	Review the Corporate Governance compliance and practices across the organisation to ensure its robustness	Reviewing related party transactions and conflict of interest situations	Overseeing the implementation and monitoring of the Whistleblowing Policy and Procedures of the Group, and ensuring effective administration thereof.

The TOR of the ARMC is published on the Company website at https://corporate.mrdiy.com/corporate_governance.html.

SUMMARY OF ACTIVITIES

In FY2023, the following activities took place at each Audit and Risk Management meeting:

Area of focus	Matters considered/reviewed/deliberated/approved
Financial Reporting	<ul style="list-style-type: none"> Reviewed all four (4) Quarter's Financial Statements and Announcements of financial results and recommended for the Board approval. Reviewed the annual audited Financial Statements of the Company and recommended the Financial Statements for the Board's approval. Recurrent Related Party Transactions (RRPT) of the Group. Methods and procedures in determining the terms of RRPT.

Area of focus	Matters considered/reviewed/deliberated/approved
Risk Management and Internal Control	<ul style="list-style-type: none"> • Reviewed and deliberated on the Group's Enterprise Risk Management which identifies and monitors the development of potential major risks affecting the Group externally or internally. • Reviewed the principal risks to ensure the implementation of appropriate risk management systems to effectively identify, analyse, evaluate, manage, monitor, treat and mitigate the risks impacting the Group. • Assessed emerging risks and mitigating plans, covering among others, ESG risks and reputational risks. • Reviewed the Statement on Risk Management and Internal Control to be disclosed in the Annual Report.
Internal Audit	<ul style="list-style-type: none"> • Reviewed and approved the annual audit plan to ensure the scope and coverage is adequate and comprehensive. • Reviewed salient audit issues together with recommendations from the Internal Audit. The ARMC considered the highlighted issues, taking into account Management's responses, upon which it approved the internal auditors' proposal for rectification and implementation of the agreed remedial action. • Reviewed the progress of the corrective action for open status audit findings to ensure that all critical risks and control issues were resolved. • Reviewed and approved the revision of audit rating. • Briefed on the cybersecurity landscape of the Group by VP, Information System. • Received Cybersecurity audit report from Outsourced Auditors. • Evaluated the adequacy and competency of Internal Audit resources required to perform Internal Audit engagements. • Undertook the performance evaluation of the Internal Audit Function, reviewed the effectiveness of its audit processes, assessed the applicability of the existing audit rating, and evaluated the performance of the overall Internal Audit Department ("IAD"). • Held separate meetings with the Head of IA to discuss the results of the assessment and other areas of concern, without the presence of the Executive Directors and Management. • Reviewed the ARMC Report to be disclosed in the Annual Report.
External Audit	<ul style="list-style-type: none"> • Reviewed the audited financial statements with the external auditors and Management before recommending them to the Board for adoption. • Reviewed the external auditors' audit plan, which outlined the audit scope, areas of audit emphasis and the auditors' independence. • Held two (2) private meetings with External Auditors without presence of the Executive Directors and Management to discuss the areas of audit concern. • Discussed the results of the annual assessment on the suitability and the independence of the External Auditors. • Reviewed the audit services and non-audit services provided by the external auditors and their corresponding fees. • Reviewed and assessed the performance, suitability and independence of the statutory auditors based on, amongst others, the quality of service, sufficiency of resources, communication and interaction, as well as independence and objectivity. The statutory auditors provide an annual confirmation of their independence in accordance with the terms of all professional and regulatory requirements. The ARMC was satisfied with the performance and the audit independence of the statutory auditors. • Reviewed the performance of the External Auditors and recommended its re-appointment and remuneration to the Board.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

Area of focus	Matters considered/reviewed/deliberated/approved
Related Party Transactions	<ul style="list-style-type: none"> Reviewed the related party transactions (“RPT”) presented by Management to the Board for approval, to ensure that these transactions are undertaken in the Company’s best interests, were not detrimental to minority shareholders’ interest and were done under fair and reasonable grounds and normal commercial terms. Reviewed procedures for recurrent related party transactions (RRPT). Reviewed the proposed Revision of Service Agreement between MDGM and MDIH. Monitored the thresholds of the RPT and RRPT to ensure compliance with MMLR of Bursa Securities.
Compliance and Whistleblowing	<ul style="list-style-type: none"> Obtained updates from the Management and Legal Department representatives regarding regulatory compliance matters. Reviewed and reported suspected frauds or irregularities which are of sufficient importance to warrant the attention of the Board.
Others	<ul style="list-style-type: none"> Reviewed the financial performance of the Company and the Group. Reviewed the proposed Share Buy-Back mandate and recommended the same for tabling to shareholders for approval at the 12th AGM held on 8 June 2023. Reviewed the progress of the targets achieved for the Sustainability Themes. Deliberated and recommended the MAE 2022 (Materiality Assessment) to the Board for approval. Obtained updates from Legal Department representatives regarding Annual Risk Assessment on Anti-Bribery and Corruption and Action Plan. Reviewed the Sustainability Report 2022. Verified and ensured the allocation under the Employees’ Share Option Scheme (“ESOS”) complied with the criteria as stipulated in the By-Laws of ESOS.

REVIEW OF CONFLICT OF INTEREST

In February 2024, ARMC reviewed on conflict of interest (“COI”) involving Directors and Key Senior Management and the measures taken to address the COI in compliance with the enhanced disclosure requirements by Bursa Securities on COIs as set out below:

Companies associated with Directors and Key Senior Management (“KSM”) involved in COI

- Mr. D.I.Y. International Holding Ltd. (“**MDIH**”) and Mr. D.I.Y. International Holding Two Ltd. (“**MDIH 2**”) are each the investment holding company of corporations, which carry on similar businesses as MDGM Group outside of Malaysia and Brunei, namely Singapore, Philippines, Indonesia, Spain, India, Thailand, Cambodia, Laos, Turkey, Vietnam, Bangladesh and Poland. In addition, they are also the investment holding company of corporations, which intend to carry on similar businesses as MDGM Group in Greece, Bulgaria, Romania and South Africa.
- Mr. D.I.Y. Holding (Thailand) Co., Ltd. (“**MDHO**”), is an investment holding company of corporations, which carry on a similar business as MDGM Group in Thailand. MDIH is the single largest shareholder of MDHO.
- Azara Alpina Sdn. Bhd. (“**Azara**”) is an investment holding company of corporations, which carry on a similar business as MDGM Group in Indonesia.
- Carissa Balsam Sdn. Bhd. (“**Carissa**”) is an investment holding company of corporations, which carry on a similar business as MDGM Group in Philippines.
- Agave Salmiana Sdn. Bhd. (“**Agave**”) is an investment holding company, which owns a non-substantial equity interest in an Indonesia entity with subsidiaries and associates carrying on a similar business as MDGM Group in Indonesia.

COI involving Directors

No.	Nature of Conflict of Interest	Nature and Extent of Interest of Conflicted Directors	Measures taken to address COI
1.	Directors has direct and/or indirect interest in corporations incorporated overseas via MDIH and MDIH 2, which carry on similar businesses as MDGM Group outside of Malaysia and Brunei, namely Singapore, Philippines, Indonesia, Thailand, Cambodia, Laos, Spain, India, Greece, Vietnam, Bangladesh, Turkey, Bulgaria, Poland, Romania and South Africa	<p>1) Tan Yu Yeh – Executive Vice Chairman and major shareholder of MDGM.</p> <ul style="list-style-type: none"> • He is a Director and major shareholder of MDIH via Yeh Family (PTC) Ltd., a trustee for a trust settled by him. • He is a Director and controlling shareholder of MDIH 2 via Yeh Family (PTC) Ltd., a trustee for a trust settled by him. • He is a shareholder with a direct and indirect interest in Azara via MDIH. • He is a shareholder with a direct and indirect interest in Carissa via MDIH. • He is a major shareholder with a direct and indirect interest in MDHO via MDIH. <p>2) Ong Chu Jin Adrian – Executive Director and Chief Executive Officer MDGM</p> <ul style="list-style-type: none"> • He is a Director and shareholder in both MDIH and MDIH 2. • He is a Director and major shareholder of Agave. • He is a Director and shareholder with an indirect interest in both Carissa and Azara via MDIH. • He is a Non-Executive Non-Independent Chairman and shareholder with a direct and indirect interest in MDHO via MDIH. 	<p>The business of MDGM Group is in Malaysia and Brunei, whilst the businesses of MDIH and MDIH 2 are in countries outside of and other than Malaysia and Brunei.</p> <p>Accordingly, each of the regional operations (including any other geographies to be entered into in the future) has an entirely distinct and separate customer base and market, and as a result, does not compete with the business of MDGM Group.</p>
2.	Family members of certain Directors are employed by MDGM Group	<p>1) Tan Yu Yeh</p> <ul style="list-style-type: none"> • Family members of conflicted Directors <p>2) Leng Choo Yin</p> <ul style="list-style-type: none"> • Family members of conflicted Directors 	<p>There is no direct supervisory relationship between the interested Directors and their respective family members.</p> <p>The annual performance evaluation of Tan Yu Wei who is the brother of Tan Yu Yeh, the Executive Vice Chairman, will be subjected to and endorsed by Nomination and Remuneration Committee.</p>

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COI involving KSM

No.	Nature of Conflict of Interest	Nature and Extent of Interest of Conflicted KSM	Measures taken to address COI
1.	KSM has indirect interest in corporations incorporated overseas via MDIH and MDIH 2, which carry on similar businesses as MDGM Group outside of Malaysia and Brunei, namely in Singapore, Philippines, Indonesia, Thailand, Cambodia, Laos, Spain, India, Greece, Vietnam, Bangladesh, Turkey, Bulgaria, Poland, Romania and South Africa.	<p>1) Tan Yu Wei – Executive Vice President and major shareholder of MDGM</p> <ul style="list-style-type: none"> • He is a major shareholder of MDIH via WEI Future Capital (PTC) Ltd., a trustee for a trust settled by him. • He is a major shareholder of MDIH 2 via WEI Future Capital (PTC) Ltd., a trustee for a trust settled by him. • He is a substantial shareholder with a direct and indirect interest in MDHO via MDIH. <p>2) Gan Sau Liang – Chief Operating Officer of MDGM</p> <ul style="list-style-type: none"> • He is a shareholder of MDIH. • He is a shareholder of MDIH 2. • He is a shareholder with a direct and indirect interest in MDHO via MDIH. 	<p>The business of MDGM Group is in Malaysia and Brunei, whilst the businesses of MDIH and MDIH 2 are in countries outside of and other than Malaysia and Brunei.</p> <p>Accordingly, each of the regional operations (including any other geographies to be entered into in the future) has an entirely distinct and separate customer base and market, and as a result, does not compete with the business of MDGM Group.</p>
2.	KSM has interest in corporations incorporated in Indonesia via Agave, which carry on similar businesses as MDGM Group in Indonesia	<p>Soo Sze Yang - Senior Vice President, Group Strategy of MDGM</p> <ul style="list-style-type: none"> • He is a Director and major shareholder of Agave. 	<p>The business of MDGM Group is in Malaysia and Brunei, whilst the shareholding interest in a similar business of Agave is in Indonesia.</p> <p>Geographically, the business operations of Agave's investment in Indonesia has an entirely distinct and separate customer base and market, hence, does not compete with the business of MDGM Group.</p>
3.	Family members of certain KSM are employed by MDGM Group	<p>1) Tan Yu Wei 2) Gan Sau Liang 3) Hoe Lye Peng 4) Lau Boon Teck</p> <ul style="list-style-type: none"> • Family members of conflicted KSM 	<p>There is no direct supervisory relationship between the interested KSM and their respective family members.</p> <p>The annual performance evaluation of Tan Yu Wei who is the brother of Tan Yu Yeh, the Executive Vice Chairman, will be subjected to and endorsed by Nomination and Remuneration Committee.</p>

INTERNAL AUDIT FUNCTION

The Internal Audit Function is performed in-house and undertaken by the Internal Audit Department (IAD). The mission of the IAD is to provide independent, objective assurance and consulting activity designed to add value and improve operations. The IAD helps the Group to achieve its objectives by bringing a systematic and disciplined approach to evaluating and improving the effectiveness of the risk management, internal controls and governance processes. The IAD reports administratively to the CEO and functionally to the ARMC. The IAD is guided by its Internal Audit Charter and Terms of Reference.

The Internal Audit Department is staffed by ten (10) internal auditors, including the Head of IA, all with relevant experience and qualifications. Some are Certified Internal Auditors and an IT Auditor. The Head of the IA and the auditors have confirmed that they are free from any relationships or conflicts of interest which could impair their objectivity and independence in carrying out their audit assignments.

The IAD carried out its activities based on the risk-based annual audit plan approved by the ARMC. The Internal Audit Plan is assessed on a quarterly basis in alignment with the business and risk environments. The ARMC annually reviews the adequacy of the scope, function and resources of the IAD, to ensure that the responsibilities of IAD are fully discharged.

In the financial year under review, IAD completed a total of one hundred and twenty-three (123) audit assignments on various departments of the Group, covering store audits, project management and new site security and safety management in business development, product certification compliance, account payable processes, Good Distribution Practice for Medical Devices (GDPMD) compliance review, Employee Share Option Scheme (ESOS) verification, Occupational Safety and Health Administration (OSHA) & Maintenance Management in warehouses, outbound and inter-warehouse transfer management, payroll benefits and compensation management in Human Resource Management, cybersecurity audit, financial statement close process including revenue reconciliation, weighted average inventory cost and accrual, slow-moving and obsolete stock management, digital marketing and social media management, sustainability report review and RRPT.

The ARMC reviewed the results of the audit engagements carried out by the IAD at the ARMC meetings held on 14 February 2023, 11 May 2023, 9 August 2023 and 20 November 2023 as well as discussed, the major findings and audit recommendations at each session. The IAD followed up on these reports to ensure the agreed action plans were implemented appropriately. The IAD updated the ARMC on the progress of the FY2023 Audit Plan and results of ad-hoc assignments including audit investigations.

At the meeting held on 23 February 2024, the Internal Audit Function Evaluation Report was tabled to ARMC to assess the performance of the IAD. The ARMC had assessed the effectiveness of the Internal Audit Function in terms of scope of work and compliance. The ARMC also assessed the adequacy of resources of the IAD. The ARMC was satisfied with the independence, performance and effectiveness of the IAD.

All members of the IAD continue to develop their competencies by attending training programmes conducted by in-house personnel and external professional certification bodies, keeping abreast with developments in the profession as well as sharing their knowledge on relevant industry and regulations to effectively perform their roles.

The total cost incurred for the Internal Audit Function of the Group for FY2023 including payroll costs and overheads amounted to RM1,016,000 (FY2022: RM816,000).

[This ARMC Report was endorsed by the ARMC on 27 March 2024.]

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The Nomination and Remuneration Committee Report (“NRC”) comprises exclusively of Independent Non-Executive Directors (“INED”), in compliance with Paragraph 15.08A of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). The NRC is chaired by an INED, in line with Practice 5.8 of the Malaysia Code on Corporate Governance 2021 (“MCCG”). The composition of NRC are as follows: -

No.	Name of Directors	Attendance in NRC meetings
1.	Leng Choo Yin - Chairman (Independent Non-Executive Director)	4/4
2.	Ng Ing Peng (Redesignation as Senior INED on 20 November 2023)	4/4
3.	Dato’ Hamidah binti Naziadin (Independent Non-Executive Director)	4/4

The NRC is entrusted by the Board to assist the Board in discharging its oversight function relating to the following responsibilities:-

- (i) select, evaluate and nominate suitable candidates to the Board for appointment as Director as well as nominates Director for appointment as Chairman and member of Board Committees. In the selection for appointment, the NRC ensure that the Board and the Board Committees have an effective and balance composition with a diverse mix of skills, knowledge, qualifications, experience, age, cultural background and gender to discharge their responsibilities effectively;
- (ii) conduct an annual assessment on the effectiveness of the Board and the Board Committees and the contribution of each individual Director and the independence of Independent Directors;
- (iii) assess the performance of the Executive Directors (“EDs”) against the key performance indicators (“KPI”) set for them;
- (iv) ensure that the Group has in place a remuneration policy and framework consistent with the Group’s business strategy, and a competitive remuneration structure so as to link rewards with corporate and individual performance to attract and retain the right talent of the appropriate calibre, skills, experience and quality needed in the Board (which includes the EDs) in order to drive and achieve the Group’s long-term objectives;
- (v) ensure that a succession plan is in place for the Board, EDs and critical management positions of the Company; and
- (vi) ensure that the Employees’ Share Option Scheme (“ESOS”) of the Company is fairly and properly administered and implemented in accordance with the ESOS By-Laws.

The authority, duties and responsibilities of the NRC are set out in its written Terms of Reference (“TOR”) embedded in the Board Charter, which is available on the corporate website www.mrdiy.com.

During the financial year under review, the NRC conducted a total of four (4) meetings. The meetings were held physically or virtually as allowed under the TOR of the NRC and the Constitution of the Company. TOR of the NRC also allow the NRC to make decisions via Circular Resolution when urgent decisions have to be made and meeting physically is not feasible.

During the financial year under review, the following activities and matters were undertaken by the NRC:-

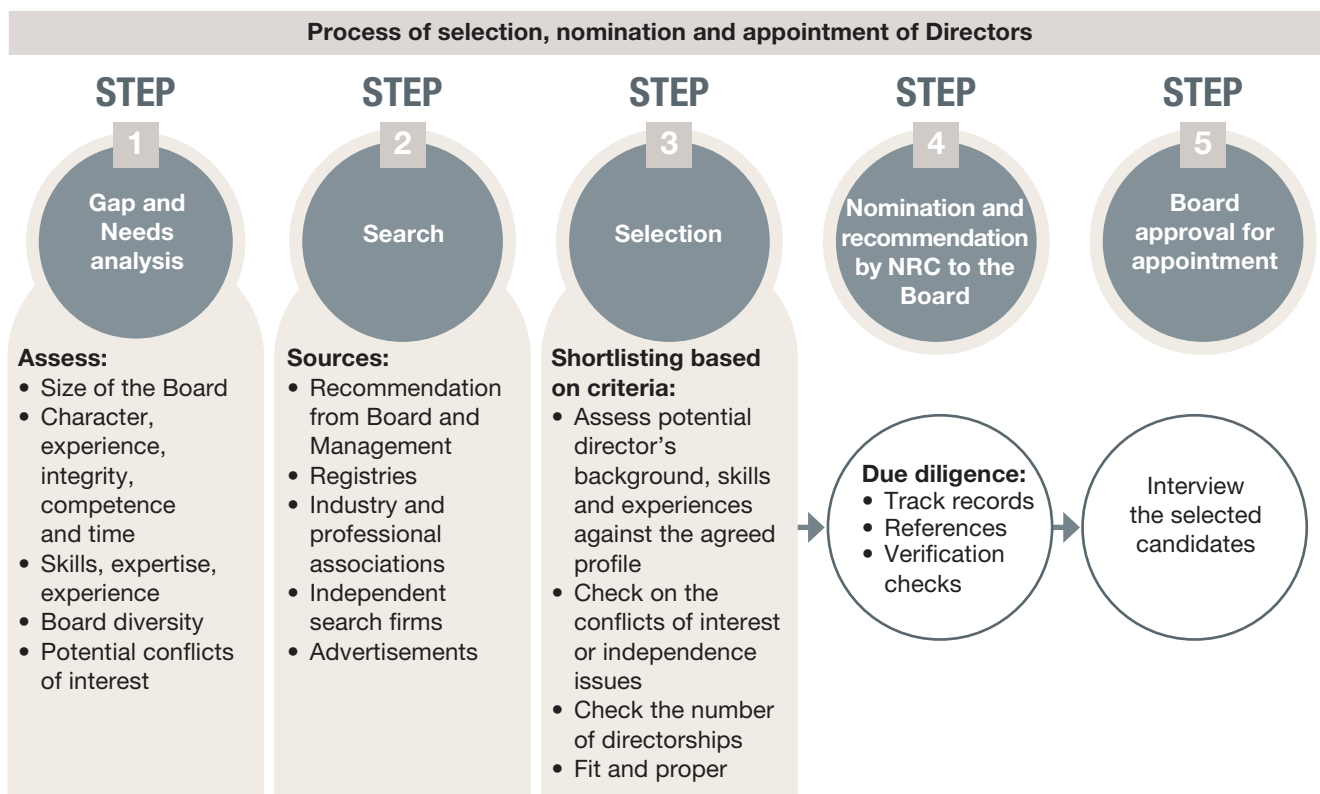
Responsibility	Matters deliberated/reviewed/recommended/approved
Selection, nomination and appointment of Senior Independent Director and re-election of Directors	<ul style="list-style-type: none"> • Reviewed and recommended to the Board the appointment of Senior Independent Director of the Company. • Reviewed and recommended to the Board the re-election of retiring Directors for recommendation to the shareholders for approval at 12th Annual General Meeting (“AGM”) held on 8 June 2023.
Board effectiveness evaluation	<ul style="list-style-type: none"> • Reviewed and recommended the annual effectiveness evaluation of the Board, Board Committees and individual Directors for the financial year ended 31 December 2022 (“FY2022”).
Setting of KPIs and performance evaluation of EDs	<ul style="list-style-type: none"> • Reviewed and recommended the annual performance evaluation including the salary increment and bonus for EDs in respect of the FY2022. • Reviewed and recommended the setting of KPIs for EDs for the FY2023. • Reviewed and recommended the mid-year performance review of the EDs for the FY2023. • Reviewed and recommended the setting of KPIs for EDs in respect of the financial year ending 31 December 2024.

Responsibility	Matters deliberated/reviewed/recommended/approved
Remuneration policy	<ul style="list-style-type: none"> Reviewed and recommended the Directors' fees and benefits payable to Non-Executive Directors ("NEDs") from 1 July 2023 to the next AGM in 2024.
ESOS	<ul style="list-style-type: none"> Reviewed and ratified the shares option exercised by resigned staff under the ESOS. Reviewed and approved the delegation of role for certain provisions of ESOS By-Laws.
Succession Planning	<ul style="list-style-type: none"> Reviewed the progress updates on Succession Planning for the FY2023.
Appointment of Chief Operating Officer ("COO")	<ul style="list-style-type: none"> Reviewed and recommended to the Board the appointment of COO of the Company.
Others	<ul style="list-style-type: none"> Reviewed and endorsed the NRC Report for disclosure in the Annual Report 2022. Reviewed and approved the Structured Consequent Framework for Disciplinary Cases.

SELECTION, APPOINTMENT AND RE-ELECTION OF DIRECTORS

Amongst others, the primary function of the NRC is to nominate and recommend to the Board for its consideration suitable candidate(s) for appointment as Director(s) of the Company and also recommend retiring Director(s) for re-election at the AGM.

The NRC is guided by the following process of selection, nomination and appointment of Directors as adopted by the Board for new appointment of Directors:-



In identifying, assessing and shortlisting suitable candidates for new appointment of Director, a gap and needs analysis shall be conducted on the Board and Board Committees' composition based on the areas to be strengthened in the current Board composition according to the business strategy and requirements of the Group, and the criteria set for appointment of Director. The NRC considers various sources of recommendation where needed, including existing Board members, members of the Management, major shareholders, business associates, as well as other independent sources such as professional corporate director recruitment agencies, when sourcing suitable candidates for appointment of Directors.

In assessing and recommending suitable candidates for appointment, the NRC considers the objective criteria, merit, and various diversity factors such as skills, knowledge, expertise, experience, professionalism, integrity and other relevant qualities, and the candidates' commitment (including time commitment) to effectively discharge his/her role as a Director and to strengthen the Board composition, so as to meet the objectives and strategic goals of the Company. To strengthen board independence, quality, and diversity, the NRC adopted the Fit & Proper Policy endorsed by the Board for appointment and re-election of Directors as required by the MMLR of Bursa Securities.

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In the case of appointment of Independent Director, the NRC considers the candidate's ability to discharge such responsibilities/functions as expected of an Independent Director to bring objectivity and independent judgment, and whether he/she meets the requirements of independence as defined in Paragraph 1.01 and Practice Note 13 of the MMLR of Bursa Securities.

The proposed suitable candidates are subject to background/reference checks performed via a Credit Reporting Agency ("CRA") and/or Central Credit Reference Information System ("CCRIS") as part of the assessment process, before the NRC recommends and nominates the proposed candidates to the Board for appointment as Directors.

During the financial year under review, the NRC reviewed and recommended the nomination by the Independent Directors of the appointment of Ng Ing Peng as Senior INED of the Company based on her length of service and level of contribution to the Board and Board Committees, supported by her working experience and academic background. The Board concurred with the recommendation of the NRC and had on 20 November 2023, approved the appointment of Ng Ing Peng as Senior INED of the Company.

Pursuant to Clause 130 of the Constitution of the Company, one-third of the Directors are subject to retirement by rotation at every AGM such that each Director shall retire from office once in every three (3) years and shall be eligible for re-election.

At the forthcoming 13th AGM of the Company, two (2) Directors, namely Tan Yu Yeh and Leng Choo Yin will be retiring by rotation and being eligible, have offered themselves for re-election as Directors of the Company. Both the Directors abstained from deliberations and voting at the NRC and/or Board Meetings held in March 2024, where applicable, in respect of their own re-election. As both of them are also shareholders of the Company, they shall also abstain from deliberation and voting at the forthcoming 13th AGM of the Company in respect of their own re-election.

The NRC took into consideration the results of the annual Board Effectiveness Evaluation ("BEE") for FY2023 conducted in March 2024 in reviewing the re-election of retiring Directors. The NRC and Board, save for the retiring Directors, collectively agreed that both the retiring Directors had met the qualification of Directors vis-à-vis character, experience, integrity, competence and time commitment as prescribed in Chapter 2.20A of the MMLR of Bursa Securities, and had the relevant qualities to effectively discharge their respective roles as Directors. As part of the BEE, both the retiring Directors had also undertaken and satisfied the fit and proper assessment pursuant to the Fit & Proper Policy adopted, via self-declaration and peer assessment. Leng Choo Yin, being the INED, had also met the independence criteria as defined in the MMLR of Bursa Securities and remained independent in exercising her judgement and in carrying out her duties as an Independent Director.

Based on the results of the BEE, the NRC and the Board have affirmed and recommended the re-election of both the retiring Directors to the shareholders of the Company for approval at the 13th AGM based on the justifications as set out in Explanatory Note (2) in the Notice of the 13th AGM.

ANNUAL BEE

The NRC is tasked by the Board to review the size, composition, and effectiveness of the Board, Board Committees and individual Directors to ensure that members of the Board and Board Committees possess the relevant knowledge, skills, qualification, competencies, functional and management experience, characteristics and mindset that enable them to carry out their responsibility and contribution to the Board and also to ensure an appropriate balance of skills, experience, qualifications and diversity on the Board.

The Board has adopted the self-assessment and peer-assessment methodologies as the case may be, to assess on an annual basis the effectiveness of the Board as a whole, the Board Committees, individual Directors and the independence of the Independent Non-Executive Directors. The BEE is conducted online internally and facilitated by the Company Secretary.

The BEE process involves the Directors having to conduct online self-assessment and peer-assessment by completing appropriate questionnaires. The areas of assessment for the Board and Board Committees includes roles and responsibilities, Board mix and composition, information to the Board, the conduct of meetings, the Board's relationship with Management, skills and competencies, performance, and level of achievement on sustainability.

The areas of assessment for individual Directors include fit and proper, contribution and performance, as well as calibre and personality. The individual Directors are also assessed on their skill sets, with the types of training required identified to enhance their skill sets to facilitate them in discharging their duties and responsibilities effectively.

The results of the assessments are compiled and performance score ratings computed for tabling to the NRC for review and deliberation together with the comments and suggestions on areas for improvement, where applicable. The NRC then tables the results of these assessments and recommendations for improvement to the Board for consideration and deliberation. All the assessments carried out are documented and a full record is maintained by the Company Secretary.

In March 2024, the Directors conducted the BEE in respect of the FY2023. The NRC reviewed and deliberated on the results of the BEE as well as the comments and suggestions requiring improvement. The results of the BEE and the recommendations for improvement plans were then tabled to the Board for consideration and endorsement. Based on the assessments conducted, the overall performance of the Board, Board Committees and individual Directors in respect of the FY2023 was rated above satisfactory. The NRC and the Board agreed that the Board as a whole, Board Committees and individual Directors had performed satisfactorily and effectively. The Independent Directors had also fulfilled their independent role by their objective participation in Board deliberations and exercised independent judgement during Board meetings. The expectation or areas of improvement identified by the Board include the need for ARMC to continue maintaining independence and be resourceful, the NRC to be effective in succession planning, and the Board Sustainability Committee to be exposed to more sustainability ideas and concepts, and more involvement in climate change or environmental activities.

The NRC and Board also reviewed the terms of office and performance of the ARMC and each of its members in accordance with Paragraph 15.20 of the MMLR of Bursa Securities. The NRC and Board were satisfied that the ARMC and its members had carried out their duties in accordance with the ARMC's TOR. The NRC and the Board also affirmed that the tenure of office of the individual ARMC members is reasonable.

The NRC also set annual KPIs for the EDs to ensure alignment with corporate targets before the commencement of the new financial year, evaluated the performance of the EDs against their annual KPIs set on semi-annually and annually basis, and proposed the remuneration package of the EDs for recommendation to the Board for consideration and endorsement.

SUCCESSION PLANNING

The NRC also reviews succession planning to ensure that there is a steady pool of talent with relevant calibre and qualities to fill vacancies on the Board, EDs and critical management positions to provide orderly succession and ensure continuity of leadership. The EDs identified and recommended successors for critical management positions for review and consideration by the NRC on a yearly basis or from time to time, where necessary.

The NRC and the Board recognised that succession planning is an important exercise to be undertaken over time due to its lengthy process involving sourcing and identifying qualified and suitable candidates either internally and/or externally, to formulating relevant training and development programmes, through nurturing the shortlisted candidates and to prepare them to succeed the EDs and to assume the critical management positions.

During the financial year under review, the NRC reviewed the recommendation of appointment of Gan Sau Liang as COO of the Company effective 1 January 2024 based on his strong leadership track record, his understanding and experience in the Group's retail business and ability to lead stores expansion.

BOARD REMUNERATION

The NRC is also responsible for establishing and reviewing, as and when necessary, the remuneration policy and procedures of the Board, Board Committees, EDs and Key Senior Management ("KSM") for recommendation to the Board for approval. The NRC may seek Independent professional advice, whenever necessary in reviewing and determining the remuneration framework of the Company.

The NRC ensures that the remuneration policy and framework adopted is consistent with the Group's business strategy, forms a competitive remuneration structure and is in line with the prevalent market practices. This links rewards to corporate and individual performance, allows the Group attracts and retains the right talent of the appropriate calibre, skills, experience and quality to drive and achieve the Group's long-term strategic objectives and values, business sustainability and create long-term value for shareholders.

In reviewing the remuneration for NEDs, the NRC considers various factors including the NEDs' fiduciary duties, level of responsibilities, time commitment, contribution and the Company's performance. A remuneration review exercise for NEDs will also be undertaken involving salary benchmarking against comparable peers of other public listed companies in the retail sector, government-linked companies ("GLCs"), non-GLCs and the top 30 largest companies by market capitalisation, to ensure that the remuneration payable commensurate with and is aligned to prevailing market rates. The Board determines and decides the fees and remuneration payable to the NEDs as a whole based on the recommendation of the NRC. Directors' fees and any benefits payable to the NEDs are subject to shareholders' approval at the AGM, pursuant to Section 230(1) of the Act. The NEDs shall abstain from deliberating and voting during Board meetings and/or AGMs, if he/she is also a shareholder, in respect of their own remuneration.

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The current components of the remuneration package for NEDs was approved by the shareholders of the Company at the 12th AGM of the Company held on 8 June 2023, being the effective date up to 30 June 2024, are as follows:-

Type of remuneration	Amount (RM)
Directors' fees	
- Non-Executive Chairman	159,000 per annum
- Other NEDs	115,800 per annum
Meeting allowance	1,000 per meeting
Chairman's allowance	60,000 per annum

The Chairman's allowance of RM60,000 per annum payable to the Independent Non-Executive Chairman in considering his time commitment and involvement in corporate responsibilities activities undertaken by the Group.

The remuneration payable to the NEDs is paid on a monthly basis in arrears upon services rendered by the NEDs. A total remuneration of RM629,400 was paid to the four (4) INEDs in respect of FY2023. Brahma A/L Vasudevan, the Non-Independent Non-Executive Director, who had resigned on 3 April 2023, voluntarily offered his remuneration for contribution to a charitable organisation.

The Board adopted the market practice of reviewing the remuneration packages of NEDs every three (3) years. The last review of the remuneration package for NEDs was effective for a three (3) year period commencing January 2023. The next review period will be for a further three (3) years effective January 2026.

The remuneration policy for EDs and KSM and their corresponding remuneration package is structured based on their respective individual performance against their pre-determined KPIs and corporate performance. The components of the remuneration package for EDs include basic salaries, bonuses, travel allowances, benefits-in-kind, ESOS and other benefits. The NRC reviews and recommends to the Board for approval the remuneration package for EDs based on the achievement of their KPIs set and corporate performance, on an annual basis. The remuneration for KSM is delegated to the EDs, as the EDs are involved in the day-to-day operation of the Company and are in a better position to evaluate their performance and align the remuneration with the performance of the KSM.

ESOS

The ESOS was established by the Company on 20 November 2019 with the objective of motivating, rewarding and retaining its eligible EDs and employees with share options under the ESOS, as well as to provide them with an opportunity to participate in the equity of the Company and thereby relate their contribution directly to the performance of the Group, whilst at the same time giving them a greater sense of ownership.

The NRC is also entrusted by the Board to oversee the ESOS to ensure fair and effective implementation and administration of the ESOS in accordance with the ESOS By-Laws of the Company.

The details of the vesting of options under the ESOS are set out on pages 63 to 64 of this Annual Report 2023 under Additional Compliance Information.

[The NRC Report was endorsed by the NRC on 27 March 2024.]

ADDITIONAL COMPLIANCE INFORMATION

STATUS OF UTILISATION OF PROCEEDS

There were no proceeds raised by the Company from corporate proposal during the financial year under review.

AUDIT & NON-AUDIT FEES

The amount of fees paid/payable to BDO PLT, External Auditors, and its member firm and affiliate for the audit and non-audit services rendered to the Company and its subsidiaries ("Group") for the FY2023 are as follows:-

	Group 2023 RM'000	Company 2023 RM'000
Statutory audit		
- BDO PLT	570	75
- Member firm of BDO PLT	33	-
Non-statutory audit		
- BDO PLT	83	12
- Affiliate and member firm of BDO PLT	149	3

The nature of services rendered for non-statutory audit fees incurred include review of Statement on Risk Management and Internal Control and tax compliance services.

MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contracts involving the interests of the Directors, Chief Executive Officer and/or major shareholders during the FY2023 or still subsisting at the end of the FY2023:-

- (i) *Sale and Purchase Agreement dated 5 January 2023 in respect of the acquisition of 80 units of foreign workers quarter under the Centralised Labour Quarter/Pusat Asrama Pekerja Asing ("PAPA") project @ Balakong*

On 5 January 2023, Mr D.I.Y. Management Two Sdn. Bhd., a wholly-owned subsidiary of the Company, entered into Sale and Purchase Agreements with Y5 Development Sdn. Bhd. ("Y5 Development") and U & Location Sdn. Bhd. ("U & Location") to acquire 80 units of foreign workers quarter under the PAPA project @ Balakong located at Lot PT 60812 (HSM 23176), Jalan Suria Park 1, Kawasan Perindustrian Kampung Baru Balakong, 43300 Seri Kembangan, Selangor for a total purchase consideration of RM13.2 million ("SPA"). The purchase consideration shall be satisfied via internal generated fund and/or bank borrowings. The SPA is expected to be completed by end of 2024.

Tan Yu Yeh being the Interested Director and Major Shareholder of the Company, is a major shareholder of Y5 Development via U & Location, applying Section 8(4) of the Companies Act 2016, and also a director and major shareholder of U & Location.

ESOS

The ESOS of the Company was established on 20 November 2019 and was implemented on 22 October 2020 where ESOS options were granted to the eligible Directors and employees of the Group, subject to the ESOS By-Laws governing the ESOS. The ESOS has a duration of five (5) years, which will expire on 21 October 2025.

Information in relation to ESOS are illustrated in the tables below:

Total options granted under the ESOS	Since commencement of ESOS	During FY2023
Total number of options granted	47,090,000	-
Total number of options granted, after adjustment following bonus issuance on 23 June 2022	66,768,650	-
Total number of options exercised	24,651,600	12,178,450
Total number of options outstanding (unexercised)	42,117,050	42,117,050
Options granted to Directors and Chief Executive	Since commencement of ESOS	During FY2023
Aggregate options granted	2,480,000	-
Aggregate options granted, after adjustment following bonus issuance on 23 June 2022	3,720,000	-
Aggregate options exercised	1,860,000	1,860,000
Aggregate options outstanding (unexercised)	1,860,000	1,860,000

ADDITIONAL COMPLIANCE INFORMATION

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Options granted to Directors and Senior Management	Since commencement of ESOS	During FY2023
Actual percentage granted	18.18% (inclusive of options granted, after adjustment following bonus issuance)	-

There is no maximum allocation of ESOS options to the Directors and Senior Management prescribed in the ESOS By-Laws.

There was no ESOS option offered to the Non-Executive Directors of the Company pursuant to the ESOS in respect of the FY2023.

RECURRENT RELATED PARTY TRANSACTIONS

The aggregate value of transactions conducted during the FY2023 pursuant to the shareholders' mandate on recurrent related party transactions of a revenue or trading nature obtained at the 12th Annual General Meeting of the Company held on 8 June 2023 is RM33,668,802 representing 1.9% of the percentage ratio which is above the threshold prescribed under Paragraph 10.09 (1) of the MMLR of Bursa Securities are as follows:-

Transacting Parties	Nature of transaction	Names of interested Related Parties	Actual value transacted for FY2023
Group and Mr. D.I.Y. International Holding Ltd. ("MDIH") and its subsidiaries, associated companies and corporations controlled by MDIH ("MDIH Group")	Provision of consultancy and shared functions services by Group to MDIH Group: <ul style="list-style-type: none"> Merchandise and product procurement Financial reporting Consultancy services Ad-hoc services 	Interested Director and Major Shareholder <ul style="list-style-type: none"> Tan Yu Yeh ⁽¹⁾ Interested Major Shareholder <ul style="list-style-type: none"> Tan Yu Wei ⁽²⁾ Interested person connected with Director and Major Shareholders <ul style="list-style-type: none"> Bee Family Limited ⁽³⁾ 	RM14,817,773
Mr. D.I.Y. Trading Sdn. Bhd. ("MDT") and Mr D.I.Y. Trading (Singapore) Pte. Ltd. ("MDT(S)")	Sale and supply of goods by MDT to MDT(S) for its retail operations in Singapore	Interested Director and Major Shareholder <ul style="list-style-type: none"> Tan Yu Yeh ⁽⁴⁾ Interested Major Shareholder <ul style="list-style-type: none"> Tan Yu Wei ⁽⁴⁾ Interested person connected with Director and Major Shareholders <ul style="list-style-type: none"> Bee Family Limited ⁽³⁾ 	RM18,851,029
TOTAL			RM33,668,802

Notes:

(1) Tan Yu Yeh is a director and substantial shareholder of MDIH.

(2) Tan Yu Wei is a substantial shareholder of MDIH.

(3) Bee Family Limited is a major shareholder of MDGM in which Tan Yu Yeh and Tan Yu Wei are deemed interested by virtue of their interest in Bee Family Limited via Yeh Family (PTC) Ltd. and WEI Future Capital (PTC) Ltd., respectively, applying Section 8(4) of the Act.

(4) Tan Yu Yeh and Tan Yu Wei are the substantial shareholders of MDIH, the holding company of MDT(S).

BUSINESS LICENCES AND FIRE CERTIFICATES

As at 29 March 2024, we had obtained business licences for 1,159 stores or 90% of our total stores count of 1,288.

In respect of fire certificates, our Group had managed to obtain fire certificates for 4 out of our 17 distribution centres in Malaysia.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the Act and Paragraph 15.26(a) of the MMLR of Bursa Securities, the Directors are required to prepare the financial statements for each financial year in accordance with the Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Act in Malaysia.

The Directors are responsible for ensuring that the financial statements give a true and fair view of the financial position of the Group and of the Company at the end of the financial year, and of the financial performance and cash flows of the Group and of the Company for the financial year.

In preparing the financial statements, the Directors have:

- Adopted appropriate accounting policies in accordance with applicable approved accounting standards and applied them consistently;
- Made judgements and estimates that are reasonable and prudent; and
- Prepared the financial statements on a going concern basis.

The Act also requires the Directors to ensure that the Group and the Company keep such accounting and other records of the Group and of the Company with reasonable accuracy to ensure that the financial statements comply with the provisions of the Act.

The Directors are also responsible 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.

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DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company is principally an investment holding company. The principal activities of the subsidiaries are mainly retailing of home improvement products, mass merchandise, games, toys, groceries and related business and activities. The principal activities and details of the subsidiaries are set out in Note 7 to the financial statements. There have been no significant changes in the nature of these activities of the Group and of the Company during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	560,675	294,881
Attributable to: Owners of the Company	560,675	294,881

DIVIDENDS

Dividends paid, declared or proposed since the end of the previous financial year were as follows:

	RM'000
In respect of financial year ended 31 December 2022:	
Interim single tier dividend of RM0.006 per ordinary share on 9,432,529,592 ordinary shares, declared on 14 February 2023 and paid on 24 March 2023.	56,595
In respect of financial year ended 31 December 2023:	
Interim single tier dividend of RM0.006 per ordinary share on 9,433,480,742 ordinary shares, declared on 11 May 2023 and paid on 23 June 2023.	56,601
Interim single tier dividend of RM0.008 per ordinary share on 9,439,828,692 ordinary shares, declared on 9 August 2023 and paid on 22 September 2023.	75,519
Interim single tier dividend of RM0.008 per ordinary share on 9,441,915,192 ordinary shares, declared on 20 November 2023 and paid on 22 December 2023.	75,535
	264,250

On 23 February 2024, the Company declared an interim single tier dividend of RM0.01 per ordinary share amounted to RM94,465,998 in respect of the financial year ended 31 December 2023, which was paid on 22 March 2024. The dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2024.

The Directors do not recommend the payment of any final dividend for the financial year ended 31 December 2023.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those presented in the statements of changes in equity.

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ISSUE OF SHARES AND DEBENTURES

During the financial year, the issued and paid-up share capital of the Company was increased from 9,430,982,742 ordinary shares to 9,443,348,892 ordinary shares by way of issuance of 12,366,150 new ordinary shares pursuant to the following:

- (a) 12,219,900 options exercised under the Employees' Share Option Scheme ("ESOS") at exercise price of RM1.07 each for cash totalling RM13,075,293; and
- (b) 146,250 options exercised under the ESOS at exercise price of RM2.32 each for cash totalling RM339,300.

The newly issued ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company. There were no other issuances of shares during the financial year.

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

EMPLOYEES' SHARE OPTION SCHEME

On 20 November 2019, the Company established an ESOS for the granting of ESOS to eligible Directors and employees of the Group. The ESOS was implemented on 22 October 2020.

The ESOS is administered by the Nomination and Remuneration Committee and governed by the By-Laws of the ESOS.

The salient features of the ESOS are as follows:

- (a) The total number of new ordinary shares in the Company, which may be made available under the ESOS shall not exceed in aggregate 5% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at any one time during the duration of the ESOS;
- (b) The ESOS shall be in force for a period of five (5) years from the effective date and is renewable for a period of up to five (5) years immediately from the expiry of first five (5) years;
- (c) Subject to the discretion of the Nomination and Remuneration Committee, an employee or a Director of the Group who fulfils the relevant conditions of the By-Laws of the ESOS shall be eligible to participate in the ESOS ("Eligible Person");
- (d) The number of the options to be offered to an Eligible Person in accordance with the ESOS shall be determined based on, inter alia, the Eligible Person's position, ranking, performance, contribution, seniority, length of service, fulfilment of the relevant eligibility criteria, and/or such other matters as the Nomination and Remuneration Committee deems fit and the offer shall be valid for acceptance by an Eligible Person for a period of thirty (30) days from the date of offer;
- (e) Subject to any adjustments made under the By-Laws of the ESOS and pursuant to the listing requirements of Bursa Malaysia Securities Berhad, the exercise price shall be:
 - (i) In respect of any offer which is made in conjunction with the listing of the Company, the final price paid by investors for the ordinary shares issued by the Company under its retail offering pursuant to its initial public offering;
 - (ii) In respect of any offer which is made subsequent to the listing of the Company, as determined by the Nomination and Remuneration Committee and shall be based on the five (5)-day volume weighted average market price of the ordinary shares of the Company immediately preceding the date of the offer, with a discount, if any, provided always that such discount is not more than ten percent (10%), if deemed appropriate, or such other percentage of discount as may be permitted by any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities as amended from time to time during the option period; and
- (f) The aggregate number of ordinary shares in the Company, which a grantee can subscribe under his/her options in a particular year of the ESOS shall at times be subject to a maximum of twenty-five percent (25%) of the total number of ordinary shares in the Company comprising the options held by such grantee. Any remaining unexercised options for any particular year will be accumulated in the following year.

DIRECTORS' REPORT

EMPLOYEES' SHARE OPTION SCHEME (continued)

Details of the ESOS options granted are as follows:

	Exercise price RM	Date of offer	[----- Number of options over ordinary shares -----] Movements during the financial year			
			Balance as at 1.1.2023	Exercised	Outstanding as at 31.12.2023	Exercisable as at 31.12.2023
First Grant	1.07	23.10.2020	54,003,000	(12,178,450)*	41,824,550	24,312,050
Second Grant	2.32	29.03.2021	292,500	-	292,500	146,250

* Including 69,000 ESOS options exercised but ordinary shares not allotted as at 31 December 2023.

DIRECTORS

The Directors who have held office during the financial year and up to the date of this report are as follows:

Mr D.I.Y. Group (M) Berhad

Dato' Azlam Shah bin Alias
Tan Yu Yeh
Ong Chu Jin Adrian
Ng Ing Peng
Leng Choo Yin
Dato' Hamidah binti Naziadin
Brahmal A/L Vasudevan (Resigned on 3 April 2023)

Subsidiaries of Mr D.I.Y. Group (M) Berhad

Tan Yew Teik
Tan Yew Hock
Hajah Wadiwana binti Hj Serudin
Zaleha binti Mohd Mydin
Long Foo Lum

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in the ordinary shares and options over ordinary shares of the Company and of its related corporations during the financial year ended 31 December 2023 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia were as follows:

	[----- Number of ordinary shares -----] Balance as at			
	1.1.2023	Bought	Sold	31.12.2023
The Company				
<u>Direct interests:</u>				
Dato' Azlam Shah bin Alias	750,000	-	-	750,000
Tan Yu Yeh	1,635,000	64,902,000	-	66,537,000
Ong Chu Jin Adrian	55,588,159	1,622,500	-	57,210,659
Ng Ing Peng	300,000	30,000	-	330,000
Leng Choo Yin	337,500	130,000	-	467,500
Dato' Hamidah binti Naziadin	60,000	40,000	-	100,000
<u>Deemed interests:</u>				
Tan Yu Yeh ^a	4,787,844,150	21,700,000	-	4,809,544,150
Leng Choo Yin ^b	150,000	-	-	150,000

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DIRECTORS' INTERESTS (continued)

The Directors holding office at the end of the financial year and their beneficial interests in the ordinary shares and options over ordinary shares of the Company and of its related corporations during the financial year ended 31 December 2023 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia were as follows: (continued)

	[----- Number of ordinary shares -----]			
	Balance as at 1.1.2023	Bought	Sold	Balance as at 31.12.2023

Immediate holding company Bee Family Limited

Deemed interest:

Tan Yu Yeh ^c	54,237	-	-	54,237
-------------------------	--------	---	---	--------

	[----- Number of ordinary shares -----]			
	Balance as at 1.1.2023	Bought	Sold	Balance as at 31.12.2023

Ultimate holding company Yeh Family (PTC) Ltd.

Deemed interest:

Tan Yu Yeh ^d	1,000	-	-	1,000
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	[----- Number of options over ordinary shares -----]			
	Balance as at 1.1.2023	Exercised	Expired	Balance as at 31.12.2023

The Company

Direct interests:

Tan Yu Yeh	2,475,000	(1,237,500)	-	1,237,500
Ong Chu Jin Adrian	1,245,000	(622,500)	-	622,500

^a Deemed interested by virtue of his interest in Bee Family Limited, through the shareholdings held by Managecorp Limited ("Managecorp") in Yeh Family (PTC) Ltd. ("YFL"), applying Section 8(4) of the Companies Act 2016 in Malaysia. Managecorp is acting as a trustee for a trust settled by him in respect of YFL.

^b Deemed interested by virtue of the shares held by her spouse, applying Section 59(11)(c) of the Companies Act 2016 in Malaysia.

^c Deemed interested by virtue of his interest in Yeh Family (PTC) Ltd., applying Section 8(4) of the Companies Act 2016 in Malaysia.

^d Deemed interested by virtue of his interest in Yeh Family (PTC) Ltd., through Managecorp Limited acting as trustee for a trust settled by him in respect of Yeh Family (PTC) Ltd., applying Section 8(4) of the Companies Act 2016 in Malaysia.

By virtue of Section 8(4) of the Companies Act 2016 in Malaysia, Tan Yu Yeh is also deemed to be interested in the shares of all the subsidiaries of the Company to the extent that the Company has an interest.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by the Directors as shown in 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 other than the transactions entered into in the ordinary course of business as disclosed in Note 29 to the financial statements.

There were no arrangements made during and at the end of the financial year, to which the Company is a party, which had the object of enabling the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate except for the share options granted pursuant to the ESOS.

DIRECTORS' REPORT

DIRECTORS' REMUNERATION

Directors' remuneration of the Group and of the Company for financial year ended 31 December 2023 were as follows:

	Group RM'000	Company RM'000
Directors of the Company:		
Fees	507	507
Salaries and bonuses	1,953	-
Contributions to defined contribution plan	309	-
Share options under ESOS	69	-
Other employee benefits	268	123
	3,106	630
Directors of subsidiaries:		
Fees	103	-
Salaries and bonuses	941	-
Contributions to defined contribution plan	85	-
Share options under ESOS	38	-
Other employee benefits	137	-
	1,304	-
	4,410	630

The estimated money value of benefits-in-kind for the Directors of subsidiaries are RM2,400.

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

The Group and the Company effected Directors' and officers' liability insurance during the financial year to protect the Directors and officers of the Group and of the Company against potential costs and liabilities arising from claims brought against the Directors and officers. The amount of insurance premium bore by the Company for the financial year 2023 was RM39,700.

There were no indemnity given to or insurance effected for the auditors of the Group and of the Company during the financial year.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
 - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and have satisfied themselves that there are no known bad debts to be written off and that provision need not be made for doubtful debts; and
 - (ii) to ensure that any current assets other than debts, which were unlikely to realise their book values in the ordinary course of business had been written down to their estimated realisable values.
- (b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

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OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY (continued)

(II) FROM THE END OF THE FINANCIAL YEAR TO THE DATE OF THIS REPORT

- (c) The Directors are not aware of any circumstances:
- (i) which would necessitate the writing off of bad debts or the making of provision for doubtful debts in the financial statements of the Group and of the Company;
 - (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; and
 - (iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) In the opinion of the Directors:
- (i) there has not arisen any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made; and
 - (ii) no contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve (12) months after the end of the financial year which would or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

(III) AS AT THE DATE OF THIS REPORT

- (e) There are no charges on the assets of the Group and of the Company which have arisen since the end of the financial year to secure the liabilities of any other person.
- (f) There are no contingent liabilities of the Group and of the Company which have arisen since the end of the financial year.
- (g) The Directors are not aware of any circumstances not otherwise dealt with in the report or the financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

HOLDING COMPANIES

The immediate and ultimate holding companies of the Company are Bee Family Limited and Yeh Family (PTC) Ltd. respectively, both of which are incorporated in British Virgin Islands.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

- (a) On 5 January 2023, Mr D.I.Y. Management Two Sdn. Bhd., a wholly-owned subsidiary of the Company, entered into Sale and Purchase Agreements with Y5 Development Sdn. Bhd. and U & Location Sdn. Bhd., which are companies in which a Director has financial interests, to purchase 80 units of foreign workers quarters under the PAPA project for total purchase consideration of RM13.2 million for the purpose of accommodation for foreign workers. The above acquisition has yet to be completed as at the date of this report.
- (b) On 5 February 2024, Gula Lima Sdn. Bhd., a wholly-owned subsidiary by the Company, completed a further acquisition by acquiring for additional 500,000 ordinary shares in FDP Sdn. Bhd. ("FDP") at an acquisition price of RM11,200,000. Accordingly, the Group's equity interests in FDP increased from 20% to 30%.

AUDITORS

The auditors, BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206), have expressed their willingness to continue in office.

DIRECTORS' REPORT

AUDITORS' REMUNERATION

Auditors' remuneration of the Group and of the Company for the financial year ended 31 December 2023 were as follows:

	Group RM'000	Company RM'000
Statutory audit	603	75
Non-Statutory audit	232	15
	835	90

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

Tan Yu Yeh
Director

Kuala Lumpur
27 March 2024

Ong Chu Jin Adrian
Director

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 79 to 124 have been drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and of their financial performance and cash flows of the Group and of the Company for the financial year then ended.

On behalf of the Board,

Tan Yu Yeh
Director

Kuala Lumpur
27 March 2024

Ong Chu Jin Adrian
Director

STATUTORY DECLARATION

I, Lim Chen Hwee (CA 30328), being the officer primarily responsible for the financial management of Mr D.I.Y. Group (M) Berhad, do solemnly and sincerely declare that the financial statements set out on pages 79 to 124 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly)
declared by the abovenamed at)
Kuala Lumpur this)
27 March 2024)

Lim Chen Hwee

Before me:



SUITE 9.03, TINGKAT 9
MENARA RAJA LAUT
NO. 288 JALAN RAJA LAUT
50350 KUALA LUMPUR

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MR D.I.Y. GROUP (M) BERHAD (INCORPORATED IN MALAYSIA)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Mr D.I.Y. Group (M) Berhad, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 79 to 124.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

(a) Revenue recognition involving large volumes of low value transactions

We refer to Note 21 to the financial statements on the recognition of revenue in accordance with MFRS 15 *Revenue from Contracts with Customers*.

The Group utilises information technology system for the processing and recording of revenue involving large volumes of sales generated from its retail outlets, which predominantly consists of individually low value transactions.

We determined this to be a key audit matter as the revenue recognised from sales generated from retail outlets are material to the Group and poses a higher risk of material misstatement to the financial statements on the timing and amount of revenue recognised due to the magnitude of the sales transactions, which involves large volume of low value transactions.

Audit response

Our audit procedures included the following:

- (i) obtained an understanding of the design and implementation of key controls pertaining to the recording of sales and revenue recognition;
- (ii) tested the operating effectiveness of the key manual and automated controls over the processing and recording of revenue, including relevant information technology general controls through the involvement of our information technology specialists;
- (iii) tested the accuracy of data interface between the Point of Sales system and the general ledger;
- (iv) performed procedures by tracing samples of sales transactions against cash receipts deposited to financial institutions and the statements from financial institutions; and
- (v) performed cut-off procedures to determine that sales transactions were recorded in the appropriate accounting period.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MR D.I.Y. GROUP (M) BERHAD (INCORPORATED IN MALAYSIA)

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Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

(b) Recognition of right-of-use assets and lease liabilities

We refer to Note 6 to the financial statements on the recognition of right-of-use assets and lease liabilities. As at 31 December 2023, the Group had recognised right-of-use assets and lease liabilities for leases of Group with carrying amounts of RM1,232,092,000 and RM1,322,139,000 respectively.

We determined this to be a key audit matter because it requires management to exercise significant judgements for specific assumptions applied in determining right-of-use assets and lease liabilities. The specific assumptions include the determination of appropriate discount rates and assessment of lease terms, including renewal and termination options of the leases.

Audit response

Our audit procedures included the following:

- (i) obtained an understanding of the design and implementation of key controls pertaining to the recognition of leases;
- (ii) assessed the appropriateness of the discount rates applied in determining lease liabilities based on the lease contracts and relevant inputs, including the effect of increasing overnight policy rate ("OPR");
- (iii) assessed the appropriateness of the assumptions applied in determining the lease terms of the lease liabilities, including OPR, renewal and termination options of the leases;
- (iv) verified the accuracy of the underlying lease data by agreeing a representative sample of leases to original contracts or other supporting information.

We have determined that there are no key audit matters to be communicated in our auditors' report of the audit of the separate 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 of the Company and our auditors' report thereon.

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

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MR D.I.Y. GROUP (M) BERHAD (INCORPORATED IN MALAYSIA)

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and ISAs 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 ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) 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 internal control of the Group and of the Company.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) 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 ability of the Group and of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MR D.I.Y. GROUP (M) BERHAD (INCORPORATED IN MALAYSIA)

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Auditors' Responsibilities for the Audit of the Financial Statements (continued)

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

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

BDO PLT
201906000013 (LLP0018825-LCA) & AF 0206
Chartered Accountants

Kuala Lumpur
27 March 2024

Law Kian Huat
02855/06/2024 J
Chartered Accountants

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	4	827,107	682,325	-	-
Intangible assets	5	7,652	6,959	-	-
Right-of-use assets	6	1,232,092	1,231,459	-	-
Investments in subsidiaries	7	-	-	188,262	184,345
Investments in associates	8	34,251	9,867	1,620	1,620
Other receivables	11	-	-	121,163	102,061
Deferred tax assets	9	20,963	17,064	-	-
		2,122,065	1,947,674	311,045	288,026
Current assets					
Inventories	10	1,084,396	1,099,725	-	-
Trade and other receivables	11	106,638	134,333	64,747	84,964
Current tax assets		5,504	4,023	-	-
Cash and bank balances	12	232,321	137,843	83,857	41,540
		1,428,859	1,375,924	148,604	126,504
TOTAL ASSETS		3,550,924	3,323,598	459,649	414,530
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	13	332,664	316,689	332,664	316,689
Reserves	14	1,412,568	1,116,168	126,071	96,684
TOTAL EQUITY		1,745,232	1,432,857	458,735	413,373
LIABILITIES					
Non-current liabilities					
Borrowings	15	11,435	11,819	-	-
Lease liabilities	6	1,123,075	1,129,083	-	-
Provision for restoration costs	18	22,331	20,344	-	-
Deferred tax liabilities	9	7,977	8,839	-	-
		1,164,818	1,170,085	-	-
Current liabilities					
Trade and other payables	19	189,211	173,488	385	869
Borrowings	15	191,056	318,470	-	-
Lease liabilities	6	199,064	178,337	-	-
Provision for restoration costs	18	900	437	-	-
Current tax liabilities		60,643	49,924	529	288
		640,874	720,656	914	1,157
TOTAL LIABILITIES		1,805,692	1,890,741	914	1,157
TOTAL EQUITY AND LIABILITIES		3,550,924	3,323,598	459,649	414,530

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue	21	4,359,289	3,985,842	292,068	222,551
Cost of sales		(2,382,129)	(2,338,633)	-	-
Gross profit		1,977,160	1,647,209	292,068	222,551
Other operating income		30,242	23,506	7,148	4,969
Administrative expenses		(176,549)	(151,161)	(2,634)	(2,314)
Other operating expenses	22	(1,010,846)	(818,895)	(5)	(4)
Profit from operations		820,007	700,659	296,577	225,202
Finance costs	23	(70,459)	(63,319)	-	-
Share of profit of an associate, net of tax		3,625	4,025	-	-
Profit before tax	24	753,173	641,365	296,577	225,202
Income tax expense	26	(192,498)	(168,416)	(1,696)	(1,083)
Profit for the financial year, attributable to the owners of the Company		560,675	472,949	294,881	224,119
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss					
Gain on foreign currency translation		1,219	968	-	-
Other comprehensive income, net of tax		1,219	968	-	-
Total comprehensive income, attributable to the owners of the Company		561,894	473,917	294,881	224,119
Earnings per share attributable to the owners of the Company (sen)					
Basic	27	5.94	5.02		
Diluted	27	5.93	5.00		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Group	Note	Share capital RM'000	Merger reserve RM'000	Foreign currency translation reserve RM'000	Share options reserve RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Balance as at 1 January 2022		303,412	(117,450)	221	6,570	956,439	1,149,192
Profit for the financial year		-	-	-	-	472,949	472,949
Other comprehensive income, net of tax		-	-	968	-	-	968
Total comprehensive income		-	-	968	-	472,949	473,917
Transactions with owners							
Issuance of shares	13	13,277	-	-	(2,283)	-	10,994
Dividends paid	28	-	-	-	-	(204,240)	(204,240)
ESOS share options expenses	14(c)	-	-	-	2,994	-	2,994
Total transactions with owners		13,277	-	-	711	(204,240)	(190,252)
Balance as at 31 December 2022/1 January 2023		316,689	(117,450)	1,189	7,281	1,225,148	1,432,857
Profit for the financial year		-	-	-	-	560,675	560,675
Other comprehensive income, net of tax		-	-	1,219	-	-	1,219
Total comprehensive income		-	-	1,219	-	560,675	561,894
Transactions with owners							
Issuance of shares	13	15,975	-	-	(2,561)	-	13,414
Dividends paid	28	-	-	-	-	(264,250)	(264,250)
ESOS share options expenses	14(c)	-	-	-	1,317	-	1,317
Total transactions with owners		15,975	-	-	(1,244)	(264,250)	(249,519)
Balance as at 31 December 2023		332,664	(117,450)	2,408	6,037	1,521,573	1,745,232

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

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Company	Note	Share capital RM'000	Share options reserve RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Balance as at 1 January 2022		303,412	6,570	69,524	379,506
Profit for the financial year		-	-	224,119	224,119
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income		-	-	224,119	224,119
Transactions with owners					
Issuance of shares	13	13,277	(2,283)	-	10,994
Dividends paid	28	-	-	(204,240)	(204,240)
ESOS share options expenses	14(c)	-	2,994	-	2,994
Total transactions with owners		13,277	711	(204,240)	(190,252)
Balance as at 31 December 2022/1 January 2023		316,689	7,281	89,403	413,373
Profit for the financial year		-	-	294,881	294,881
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income		-	-	294,881	294,881
Transactions with owners					
Issuance of shares	13	15,975	(2,561)	-	13,414
Dividends paid	28	-	-	(264,250)	(264,250)
ESOS share options expenses	14(c)	-	1,317	-	1,317
Total transactions with owners		15,975	(1,244)	(264,250)	(249,519)
Balance as at 31 December 2023		332,664	6,037	120,034	458,735

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		753,173	641,365	296,577	225,202
Adjustments for:					
Accretion of discount from deposits for leases	24	(2,224)	(1,951)	-	-
Amortisation of intangible assets	5	2,500	2,162	-	-
Depreciation of property, plant and equipment	4	97,586	84,227	-	-
Depreciation of right-of-use assets	6	203,547	179,781	-	-
Dividend income	21	-	-	(292,068)	(222,551)
Deposits written off	11(k)	241	-	-	-
ESOS share options expenses	14(c)	1,317	2,994	-	-
Fair value gain on financial guarantee contracts	24	-	-	(48)	(517)
Gain on disposal of property, plant and equipment	24	(181)	(200)	-	-
Gain on reassessments and modifications of leases	24	(2,123)	(1,678)	-	-
Interest expense on:					
- borrowings	23	10,850	8,312	-	-
- lease liabilities	23	58,487	54,105	-	-
Interest income	24	(4,573)	(2,016)	(7,089)	(4,451)
Inventory losses	10	24,863	17,208	-	-
Inventories written off	10	15,839	16,017	-	-
Inventories written down	10	3,525	2,473	-	-
Reversal of inventories written down	10	(2,473)	-	-	-
Property, plant and equipment written off	4	3,434	3,229	-	-
Rent concessions	6	-	(1,420)	-	-
Reversal of provision for restoration costs	18	(947)	(4,000)	-	-
Share of profit of an associate	8	(3,625)	(4,025)	-	-
Unrealised loss/(gain) on foreign exchange	24	327	(5)	-	-
Unwinding of discount on provision for restoration costs	23	1,122	902	-	-
Operating profit/(loss) before changes in working capital		1,160,665	997,480	(2,628)	(2,317)
Changes in working capital:					
Inventories		(25,995)	(386,127)	-	-
Trade and other receivables		27,195	5,670	(472)	(55)
Trade and other payables		(1,892)	(2,747)	(436)	379
Cash generated from/(used in) operations		1,159,973	614,276	(3,536)	(1,993)
Tax paid		(189,335)	(171,287)	(1,455)	(1,084)
Tax refunded		1,247	-	-	-
Net cash from/(used in) operating activities		971,885	442,989	(4,991)	(3,077)

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES					
Additional investments in subsidiaries	7	-	-	(2,600)	- [^]
Acquisition of an associate	8(d)	(22,400)	-	-	-
Dividends received from subsidiaries		-	-	290,427	220,500
Dividend received from an associate	8	1,641	2,051	1,641	2,051
Interest income received		4,573	2,016	7,037	4,172
Purchases of:					
- property, plant and equipment	4	(228,819)	(214,363)	-	-
- intangible assets	5	(2,659)	(2,769)	-	-
Proceeds from disposal of:					
- property, plant and equipment		1,806	3,054	-	-
- intangible assets		150	135	-	-
Advances to subsidiaries		-	-	(34,105)	(64,030)
Repayments from subsidiaries		-	-	35,744	274
Net cash (used in)/from investing activities		(245,708)	(209,876)	298,144	162,967
CASH FLOWS FROM FINANCING ACTIVITIES					
Dividends paid	28	(264,250)	(204,240)	(264,250)	(204,240)
Drawdowns of revolving credits		30,000	230,000	-	-
Interest expense paid on:					
- borrowings		(10,556)	(7,765)	-	-
- lease liabilities	6	(58,487)	(54,105)	-	-
Payments of lease liabilities	6	(182,602)	(153,946)	-	-
Proceeds from issuance of shares		13,414	10,994	13,414	10,994
Repayments of hire purchase creditors		(1,043)	(811)	-	-
Repayments of term loans		(4,893)	(4,790)	-	-
Repayments of revolving credits		(150,000)	(110,000)	-	-
Net cash used in financing activities		(628,417)	(294,663)	(250,836)	(193,246)
Net increase/(decrease) in cash and cash equivalents		97,760	(61,550)	42,317	(33,356)
Effects of exchange rate changes on cash and cash equivalents		347	545	-	-
Cash and cash equivalents at the beginning of financial year		114,874	175,879	41,540	74,896
Cash and cash equivalents at the end of financial year	12	212,981	114,874	83,857	41,540

[^] Represents an investment of RM2 in a newly incorporated subsidiary as disclosed in Note 7 to the financial statements.

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

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2023

1. CORPORATE INFORMATION

Mr D.I.Y. Group (M) Berhad (“the Company”) is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad.

The registered office and principal place of business of the Company are located at Lot 1907, Jalan KPB 11, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor.

The Company is principally an investment holding company. The principal activities of the subsidiaries are mainly retailing of home improvement products, mass merchandise, games, toys, groceries and related business and activities. The principal activities and details of the subsidiaries are set out in Note 7 to the financial statements. There have been no significant changes in the nature of these activities of the Group and of the Company during the financial year.

The immediate and ultimate holding companies of the Company are Bee Family Limited and Yeh Family (PTC) Ltd. respectively, both of which are incorporated in British Virgin Islands.

The consolidated financial statements for the financial year ended 31 December 2023 comprise the financial statements of the Company and its subsidiaries and the interests of the Group in an associate. These financial statements are presented in Ringgit Malaysia (“RM”), which is also the functional currency of the Company. All financial information presented in RM has been rounded to the nearest thousand (“RM’000”), unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 27 March 2024.

2. BASIS OF PREPARATION

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

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRSs during the financial year. The new MFRSs and Amendments to MFRSs adopted during the financial year are disclosed in Note 31.1 to the financial statements.

The financial statements of the Group and of the Company have been prepared under the historical cost convention except as otherwise stated in the financial statements.

3. OPERATING SEGMENTS

For management purposes, the Group is organised into two (2) reportable segments based on their geographical locations. The reportable segments are summarised as follows:

- (i) Malaysia; and
- (ii) Brunei.

The accounting policies of the operating segments are the same as those described in the respective notes to the financial statements.

The Group evaluates performance of the operating segments on the basis of profit or loss before tax.

Inter-segment revenue is priced along the same lines as sales to external customers and is eliminated in the consolidated financial statements. These policies have been applied consistently throughout the reporting periods.

Segment results, assets and liabilities include items directly attributable to a segment. Segment capital expenditure is the total costs incurred during the period to acquire segment assets that are expected to be used for more than one year.

Capital expenditure

Capital expenditure comprises additions to property, plant and equipment and intangible assets.

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3. OPERATING SEGMENTS (continued)

Major customers

There are no major customers with revenue equal or more than ten percent (10%) of the Group revenue. As such, information on major customers is not presented.

31 December 2023	Malaysia RM'000	Brunei RM'000	Eliminations RM'000	Total RM'000
Revenue				
Sales to external customers	4,312,838	46,451	-	4,359,289
Inter-segment sales	17,404	-	(17,404)	-
Total revenue	4,330,242	46,451	(17,404)	4,359,289
Results				
Profit from operations	819,145	15,933	(15,071)	820,007
Interest expense	(69,154)	(1,305)	-	(70,459)
Share of profit of an associate	3,625	-	-	3,625
Profit before tax	753,616	14,628	(15,071)	753,173
Income tax expense	(190,934)	(1,576)	12	(192,498)
Net profit for the financial year	562,682	13,052	(15,059)	560,675
Assets				
Segment assets	3,501,664	49,757	(497)	3,550,924
Non-current assets (excluding right-of-use assets, investments in associates and deferred tax assets)	829,643	5,116	-	834,759
Investments in associates	34,251	-	-	34,251
Liabilities				
Segment liabilities	1,775,485	30,222	(15)	1,805,692
Other segmental information				
Depreciation and amortisation	297,753	5,880	-	303,633
Interest income	4,573	-	-	4,573
Non-cash expenses other than depreciation and amortisation	46,678	329	-	47,007
Capital expenditure	249,033	1,459	-	250,492

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2023

3. OPERATING SEGMENTS (continued)

31 December 2022	Malaysia RM'000	Brunei RM'000	Eliminations RM'000	Total RM'000
Revenue				
Sales to external customers	3,954,990	30,852	-	3,985,842
Inter-segment sales	14,916	-	(14,916)	-
Total revenue	3,969,906	30,852	(14,916)	3,985,842
Results				
Profit from operations	692,997	7,730	(68)	700,659
Interest expense	(62,371)	(948)	-	(63,319)
Share of profit of an associate	4,025	-	-	4,025
Profit before tax	634,651	6,782	(68)	641,365
Income tax expense	(167,818)	(623)	25	(168,416)
Net profit for the financial year	466,833	6,159	(43)	472,949
Assets				
Segment assets	3,270,834	53,714	(950)	3,323,598
Non-current assets (excluding right-of-use assets, investment in an associate and deferred tax assets)	685,099	4,185	-	689,284
Investment in an associate	9,867	-	-	9,867
Liabilities				
Segment liabilities	1,857,820	33,494	(573)	1,890,741
Other segmental information				
Depreciation and amortisation	261,882	4,288	-	266,170
Interest income	2,016	-	-	2,016
Non-cash expenses other than depreciation and amortisation	37,976	842	-	38,818
Capital expenditure	242,815	1,435	-	244,250

4. PROPERTY, PLANT AND EQUIPMENT

31 December 2023	Balance as at 1.1.2023 RM'000	Additions RM'000	Disposals RM'000	Written off RM'000	Reclassi- fication RM'000	Exchange differences RM'000	Balance as at 31.12.2023 RM'000
At cost							
Freehold land	95,304	-	-	-	-	-	95,304
Leasehold land	13,152	-	-	-	-	-	13,152
Buildings	45,319	389	-	-	9,530	-	55,238
Furniture, fittings and equipment	516,760	90,059	(1,851)	(4,220)	-	355	601,103
Motor vehicles	47,342	9,680	(735)	-	-	5	56,292
Renovations	167,481	26,300	(196)	(1,303)	-	118	192,400
Signboards	52,590	7,680	(10)	(946)	-	15	59,329
Capital work-in-progress	59,058	113,041	-	-	(9,530)	-	162,569
	997,006	247,149	(2,792)	(6,469)	-	493	1,235,387

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4. PROPERTY, PLANT AND EQUIPMENT (continued)

31 December 2023	Depreciation charge for the financial year		Disposals	Written off	Exchange differences	Balance as at 31.12.2023
	Balance as at 1.1.2023	for the financial year				
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Accumulated depreciation						
Leasehold land	270	142	-	-	-	412
Buildings	3,803	1,342	-	-	-	5,145
Furniture, fittings and equipment	168,902	56,642	(542)	(1,782)	116	223,336
Motor vehicles	24,067	8,806	(562)	-	3	32,314
Renovations	99,810	25,163	(62)	(787)	91	124,215
Signboards	17,829	5,491	(1)	(466)	5	22,858
	314,681	97,586	(1,167)	(3,035)	215	408,280

31 December 2022	Balance as at 1.1.2022		Disposals	Written off	Exchange differences	Balance as at 31.12.2022
	Balance as at 1.1.2022	Additions				
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At Cost						
Freehold land	70,538	24,766	-	-	-	95,304
Leasehold land	13,152	-	-	-	-	13,152
Buildings	45,301	18	-	-	-	45,319
Furniture, fittings and equipment	414,211	110,303	(3,053)	(4,965)	264	516,760
Motor vehicles	36,324	11,784	(770)	-	4	47,342
Renovations	139,310	30,461	(354)	(2,035)	99	167,481
Signboards	43,995	9,544	(123)	(837)	11	52,590
Capital work-in-progress	4,738	54,320	-	-	-	59,058
	767,569	241,196	(4,300)	(7,837)	378	997,006

31 December 2022	Depreciation charge for the financial year		Disposals	Written off	Exchange differences	Balance as at 31.12.2022
	Balance as at 1.1.2022	for the financial year				
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Accumulated depreciation						
Leasehold land	128	142	-	-	-	270
Buildings	2,653	1,150	-	-	-	3,803
Furniture, fittings and equipment	124,707	47,577	(720)	(2,742)	80	168,902
Motor vehicles	17,876	6,795	(608)	-	4	24,067
Renovations	77,478	23,775	(101)	(1,419)	77	99,810
Signboards	13,502	4,788	(17)	(447)	3	17,829
	236,344	84,227	(1,446)	(4,608)	164	314,681

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4. PROPERTY, PLANT AND EQUIPMENT (continued)

	Group	
	2023 RM'000	2022 RM'000
Carrying amounts		
Freehold land	95,304	95,304
Leasehold land	12,740	12,882
Buildings	50,093	41,516
Furniture, fittings and equipment	377,767	347,858
Motor vehicles	23,978	23,275
Renovations	68,185	67,671
Signboards	36,471	34,761
Capital work-in-progress	162,569	59,058
	827,107	682,325

- (a) All items of property, plant and equipment excluding right-of-use assets are initially measured at cost. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the subsequent costs would flow to the Group and the cost of the asset could be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment excluding right-of-use assets are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable.

Each part of an item of property, plant and equipment excluding right-of-use assets with a cost that is significant in relation to the total cost of the asset and which has a different useful life, is depreciated separately.

After initial recognition, property, plant and equipment excluding right-of-use assets are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

- (b) Depreciation is calculated to write off the cost of the assets to their residual values on a straight-line basis over their estimated useful lives. The estimated useful lives represent common life expectancies applied in the industry within which the Group operates. The principal annual depreciation rates are as follows:

Buildings	2%
Furniture, fittings and equipment	10% - 20%
Motor vehicles	20%
Renovations	20%
Signboards	10%

Freehold land has unlimited useful life and is not depreciated. Capital work-in-progress is not depreciated until such time when the asset is available for use.

At the end of each reporting period, the carrying amount of an item of property, plant and equipment excluding right-of-use assets is assessed for impairment when events or changes in circumstances indicate that its carrying amount may not be recoverable. A write down is made if the carrying amount exceeds the recoverable amount.

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment. If expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate.

The carrying amount of an item of property, plant and equipment excluding right-of-use assets is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the carrying amount is included in profit or loss.

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4. PROPERTY, PLANT AND EQUIPMENT (continued)

- (c) The Group made the following cash payments to purchase property, plant and equipment:

	Group	
	2023 RM'000	2022 RM'000
Additions of property, plant and equipment	247,149	241,196
Other payables	(16,563)	(25,487)
Financed by hire purchase creditors	(1,767)	(1,346)
Cash payments on purchase of property, plant and equipment	228,819	214,363

- (d) The carrying amount of capital work-in-progress includes an amount of RM89,495,000 (2022: RM41,251,000) relating to the new warehouse of the Group.

- (e) Included in the Group's property, plant and equipment are right-of-use assets as follows:

	Balance as at 1.1.2023 RM'000	Additions RM'000	Disposals RM'000	Balance as at 31.12.2023 RM'000
31 December 2023				
At cost				
Leasehold land	13,152	-	-	13,152
Motor vehicles	6,183	1,767	(735)	7,215
	19,335	1,767	(735)	20,367

	Balance as at 1.1.2023 RM'000	Depreciation charge for the financial year RM'000	Disposals RM'000	Balance as at 31.12.2023 RM'000
31 December 2023				
Accumulated depreciation				
Leasehold land	270	142	-	412
Motor vehicles	3,793	883	(562)	4,114
	4,063	1,025	(562)	4,526

	Balance as at 1.1.2022 RM'000	Additions RM'000	Disposals RM'000	Balance as at 31.12.2022 RM'000
31 December 2022				
At cost				
Leasehold land	13,152	-	-	13,152
Motor vehicles	5,371	1,346	(534)	6,183
	18,523	1,346	(534)	19,335

	Balance as at 1.1.2022 RM'000	Depreciation charge for the financial year RM'000	Disposals RM'000	Balance as at 31.12.2022 RM'000
31 December 2022				
Accumulated depreciation				
Leasehold land	128	142	-	270
Motor vehicles	3,508	726	(441)	3,793
	3,636	868	(441)	4,063

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4. PROPERTY, PLANT AND EQUIPMENT (continued)

- (e) Included in the Group's property, plant and equipment are right-of-use assets as follows: (continued)

	Group	
	2023 RM'000	2022 RM'000
Carrying amounts		
Leasehold land	12,740	12,882
Motor vehicles	3,101	2,390
	15,841	15,272

Leasehold land for which the Group has land title amounted to RM12,740,000 (2022: RM12,882,000) and the motor vehicles are under hire purchase arrangements.

- (f) The right-of-use assets are initially measured at cost, which comprise the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date of the leases.

After initial recognition, right-of-use assets are stated at cost less accumulated depreciation and accumulated impairment losses, if any, and adjusted for any re-measurement of the lease liabilities.

- (g) The right-of-use assets are depreciated on the straight-line basis over the earlier of the estimated useful lives of the right-of-use assets or the end of the lease term. The principal depreciation periods are as follows:

Leasehold land	over the period of 93.5 years
Motor vehicles	over the period of 5 years

- (h) Certain freehold land and buildings of the Group have been pledged as securities to banks for bank borrowings granted to the Group as disclosed in Note 15 to the financial statements with carrying amounts as follows:

	Group	
	2023 RM'000	2022 RM'000
Freehold land	19,075	19,075
Buildings	34,076	28,366
	53,151	47,441

5. INTANGIBLE ASSETS

31 December 2023	Balance as at 1.1.2023 RM'000	Additions RM'000	Disposals RM'000	Balance as at 31.12.2023 RM'000
	At cost			
Computer software	15,079	3,343	(238)	18,184

31 December 2023	Balance as at 1.1.2023 RM'000	Amortisation charge for the financial year RM'000	Disposals RM'000	Balance as at 31.12.2023 RM'000
	Accumulated amortisation			
Computer software	8,120	2,500	(88)	10,532

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5. INTANGIBLE ASSETS (continued)

31 December 2022	Balance as at 1.1.2022 RM'000	Additions RM'000	Disposals RM'000	Balance as at 31.12.2022 RM'000
At cost				
Computer software	12,230	3,054	(205)	15,079

31 December 2022	Balance as at 1.1.2022 RM'000	Amortisation charge for the financial year RM'000	Disposals RM'000	Balance as at 31.12.2022 RM'000
Accumulated amortisation				
Computer software	6,028	2,162	(70)	8,120

	Group	
	2023 RM'000	2022 RM'000
Carrying amounts		
Computer software	7,652	6,959

- (a) Intangible assets represent computer software, which is not integral to hardware of the Group and can be separately identified. Computer software is amortised over its estimated useful life of five (5) years using the straight-line method.
- (b) The Group made the following cash payments to purchase intangible assets:

	Group	
	2023 RM'000	2022 RM'000
Additions of intangible assets	3,343	3,054
Other payables	(684)	(285)
Cash payments on purchase of intangible assets	2,659	2,769

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6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Right-of-use assets

	Group	
	2023	2022
	RM'000	RM'000
Cost		
As at 1 January	1,863,256	1,537,868
Additions	124,480	303,392
Reassessments and modifications	62,902	19,790
Exchange differences	2,822	2,206
As at 31 December	2,053,460	1,863,256
Accumulated depreciation		
As at 1 January	(631,797)	(480,574)
Depreciation charge for the year	(203,547)	(179,781)
Reassessments and modifications	15,083	29,345
Exchange differences	(1,107)	(787)
As at 31 December	(821,368)	(631,797)
Carrying amounts	1,232,092	1,231,459

The right-of-use assets represent non-cancellable operating lease agreements entered into by the Group for the use of retail outlets and warehouses. The leases are mainly for an initial lease period of three (3) years with options to renew every three (3) years up to a total of fifteen (15) years.

(b) Lease liabilities

	Group	
	2023	2022
	RM'000	RM'000
Non-current		
Lease liabilities	1,123,075	1,129,083
Current		
Lease liabilities	199,064	178,337
	1,322,139	1,307,420

The movements of lease liabilities during the financial year are as follows:

	Group	
	2023	2022
	RM'000	RM'000
As at 1 January	1,307,420	1,115,618
Interest charged for the year	58,487	54,105
Additions	121,097	298,184
Reassessments and modifications	74,407	47,490
Rent concessions	-	(1,420)
Exchange differences	1,817	1,494
Payments of:		
- Principal	(182,602)	(153,946)
- Interest expense	(58,487)	(54,105)
As at 31 December	1,322,139	1,307,420

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6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

- (c) The Group recognises a right-of-use asset and a lease liability at the commencement date of the contract for all leases excluding short-term leases or leases for which the underlying asset is of low value, conveying the right to control the use of an identified asset for a period of time.

The Group determines the lease term as the non-cancellable period of a lease, together with both:

- periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and
- periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Group considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

- (d) The right-of-use asset is initially recorded at cost, which comprises:
- the amount of the initial measurement of the lease liability;
 - any lease payments made at or before the commencement date of the lease, less any lease incentives received;
 - any initial direct costs incurred by the Group; and
 - an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the lessor.

Subsequent to the initial recognition, the right-of-use asset is measured at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability.

The right-of-use asset is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

- (e) The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the incremental borrowing rate of the Group, after taking into consideration the effect of increasing overnight policy rate ("OPR"). Subsequent to the initial recognition, the Group measures the lease liability by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect lease payments made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.
- (f) In the previous financial year, variable lease payments arising from COVID-19 related rent concessions recognised in other operating income were RM1,420,000. The Group and the Company had early adopted Amendment to MFRS 16 and elected to apply the practical expedient to all rent concessions relating to leases with similar characteristics and in similar circumstances. Consequently, the Group and the Company did not recognise changes in these lease payments as lease modifications and instead, recognised these as variable lease payments in profit or loss.
- (g) The Group determines the lease term of a lease as the non-cancellable period of the lease, together with periods covered by an option to extend or to terminate the lease if the Group is reasonably certain to exercise the relevant options. Management has considered the relevant facts and circumstances that create an economic incentive for the Group to either exercise the option to extend the lease, or to exercise the option to terminate the lease. Any differences in expectations from the original estimates would impact the carrying amounts of the lease liabilities of the Group. The lease payments are discounted using the annual incremental borrowing rates of the Group ranging from 3.63% to 5.75% (2022: 3.63% to 5.75%).

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6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

- (h) The Group determines the discount rates for leases based on the incremental borrowing rates of the Group, after taking into consideration the effect of increasing OPR. Significant judgements are required to be exercised by management in determining the appropriate discount rate for the respective leases based on prevailing market borrowing rates over similar lease terms, of similar value as the respective right-of-use assets in a similar economic environment.

The Group determines the lease term of a lease as the non-cancellable period of the lease, together with periods covered by an option to extend or to terminate the lease if the Group is reasonably certain to exercise the relevant options. Management is required to exercise significant judgements in considering the relevant facts and circumstances that create an economic incentive for the Group to either exercise the option to extend the lease, or to exercise the option to terminate the lease.

Any differences in expectations from the original estimates would impact the carrying amounts of the lease liabilities of the Group.

- (i) The table below summarises the maturity profile of the lease liabilities of the Group at the end of each reporting period based on contractual undiscounted repayment obligations as follows:

Group	Within 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000	Total RM'000
31 December 2023				
Lease liabilities	252,631	894,856	394,370	1,541,857
31 December 2022				
Lease liabilities	226,916	835,972	444,445	1,507,333

- (j) The following are amounts recognised in profit or loss:

	Group	
	2023 RM'000	2022 RM'000
Represented by:		
Depreciation charges of right-of-use assets (included in other operating expenses)	203,547	179,781
Interest expense on lease liabilities (included in finance costs)	58,487	54,105
Gain on reassessments and modifications of leases (included in other operating income)	(2,123)	(1,678)
Expense relating to short-term leases and leases of low-value assets (included in administrative expenses and other operating expenses)	17,730	14,079
	277,641	246,287

- (k) The following are total cash outflows for leases as a lessee:

	Group	
	2023 RM'000	2022 RM'000
Included in net cash from operating activities:		
Payment relating to short-term leases and low-value assets	17,730	14,079
Included in net cash used in financing activities:		
Interest paid in relation to lease liabilities	58,487	54,105
Payment of lease liabilities	182,602	153,946
Total cash outflows for leases	258,819	222,130

- (l) The Group has lease contracts that include extension and termination options. These options are negotiated by the Group to provide flexibility in managing the leased-asset portfolio and align with the business needs of the Group.

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6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

(m) The following are the undiscounted potential future rental payments that are not included in the lease terms:

Group	Within 5 years RM'000	More than 5 years RM'000	Total RM'000
31 December 2023			
Extension options expected not to be exercised	2,673	698,519	701,192
31 December 2022			
Extension options expected not to be exercised	4,563	610,228	614,791

(n) The possibility for the Group to exercise the termination options is unlikely after taking into consideration of relevant facts and circumstances including past experience, cost and economic incentive that will be involved to exercise the termination options.

7. INVESTMENTS IN SUBSIDIARIES

	Company	
	2023 RM'000	2022 RM'000
At cost		
- unquoted shares	188,262	184,345

(a) Details of the subsidiaries are as follows:

Name of company	Country of incorporation/ Principal place of business	Effective equity interest		Principal activities
		2023 %	2022 %	
Mr D.I.Y. (Kuchai) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products and mass merchandise
Mr. D.I.Y. (M) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products and mass merchandise
Mr D.I.Y. (KK) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products and mass merchandise
Mr. D.I.Y. (H) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products and mass merchandise
Mr D.I.Y. (Johor) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products and mass merchandise
Mr. D.I.Y. (EM) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products and mass merchandise
Mr D.I.Y. Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products and mass merchandise
Mr D.I.Y. Ecommerce (M) Sdn. Bhd.	Malaysia	100	100	Retail sale of any kind of products over the internet

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7. INVESTMENTS IN SUBSIDIARIES (continued)

(a) Details of the subsidiaries are as follows: (continued)

Name of company	Country of incorporation/ Principal place of business	Effective equity interest		Principal activities
		2023 %	2022 %	
Mr. D.I.Y. Trading Sdn. Bhd.	Malaysia	100	100	Trading of home improvement products, mass merchandise, groceries and related business and activities
Mr D.I.Y. Management Sdn. Bhd. ("MDM") #	Malaysia	95	95	Property investment and letting of properties
Mr D.I.Y. Kids Sdn. Bhd.	Malaysia	100	100	Retail sale of games and toys
MRD (Central) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products, mass merchandise and groceries
MRD (Northern) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products, mass merchandise and groceries
MRD (Southern) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products, mass merchandise and groceries
MRD (East Coast) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products, mass merchandise and groceries
MRD (EM) Sdn. Bhd.	Malaysia	100	100	Retail of home improvement products, mass merchandise and groceries
Mr D.I.Y. Management Two Sdn. Bhd.	Malaysia	100	100	Property investment and letting of properties
Mr. D.I.Y. (B) Sdn. Bhd. ("MD(B)") *	Brunei	100	100	Retail of home improvement products and mass merchandise
Mr. D.I.Y. Pro Sdn. Bhd.	Malaysia	100	100	Retail of hardware and related products and supplies
Gula Lima Sdn. Bhd. ®	Malaysia	100	-	Investment holding

The shareholders representing the remaining 5% equity interest in MDM had waived all their present and future rights, title, interest in and to all dividends declared, distributed or paid by MDM. Consequently, the Group has consolidated MDM based on 100% ownership.

* Audited by a member firm of BDO International.

® Statutory audit not required as at 31 December 2023 as the subsidiary was newly incorporated during the current financial year.

- (b) On 29 March 2023, the Company subscribed for additional 2,599,998 ordinary shares in Mr. D.I.Y. Pro Sdn. Bhd at RM1 per ordinary share, which amounted to RM2,599,998.
- (c) On 15 September 2023, the Company had incorporated a new subsidiary known as Gula Lima Sdn. Bhd. with a paid-up share capital of RM2 comprising 2 ordinary shares.
- (d) During the current financial year, the Company had capitalised RM1,317,000 (2022: RM2,994,000) as investments in subsidiaries for ESOS share options expenses in relation to employees of the respective subsidiaries.
- (e) In the previous financial year, the Company subscribed for additional 100,000 ordinary shares in MRD (Northern) Sdn. Bhd., MRD (Southern) Sdn. Bhd. and MRD (East Coast) Sdn. Bhd. at RM1 per ordinary share for each of the subsidiaries respectively, by way of capitalisation of advances granted to the subsidiaries, which amounted to RM100,000 for each of the subsidiaries.
- (f) In the previous financial year, the Company had incorporated a new subsidiary known as Mr. D.I.Y. Pro Sdn. Bhd. with a paid-up share capital of RM2 comprising 2 ordinary shares.

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8. INVESTMENTS IN ASSOCIATES

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Unquoted shares, at cost	24,020	1,620	1,620	1,620
Share of post-acquisition reserves, net of dividends received	10,231	8,247	-	-
	34,251	9,867	1,620	1,620

- (a) The associates are accounted for using the equity method in the consolidated financial statements.
- (b) The details of the associates are as follows:

Name of company	Country of incorporation/ Principal place of business	Effective equity interest		Principal activities
		2023 %	2022 %	
Associate of Mr D.I.Y. Group (M) Berhad				
Qube Apps Solutions Sdn. Bhd. ("Qube")	Malaysia	30	30	Providing computer consultancy services, software developers and trading of related products
Associate of Gula Lima Sdn. Bhd.				
FDPlas Sdn. Bhd. ("FDP")**	Malaysia	20	-	Investment holding

Audited by firms of auditors other than BDO PLT.

* Equity accounted based on management accounts for the financial year ended 31 December 2023.

- (c) On 30 November 2023, Gula Lima Sdn. Bhd., a wholly-owned subsidiary of the Company, has entered into a sale and purchase agreement to acquire an interest in FDP.
- (d) On 27 December 2023, Gula Lima Sdn. Bhd. completed the Tranche 1 acquisition by acquiring 1,000,000 ordinary shares in FDP at an acquisition price of RM22,400,000.
- (e) The financial statements of Qube are conterminous with that of the financial year of the Group. The most recent available financial statements of the associate are used by the Group in applying the equity method of accounting. The share of results of the associate of the Group for the financial years ended 31 December 2023 and 31 December 2022 are based on audited financial statements.
- (f) FDP has a financial year end of 30 June, which is not conterminous with the Group. The unaudited financial statements of FDP for financial period ended 31 December 2023 have been used in applying the equity method of accounting. The use of the unaudited financial statements is not expected to have any significant effects on the consolidated financial statements of the Group.
- (g) The summarised financial information of the associates is as follows:

2023	Qube RM'000	FDP RM'000	Total RM'000
Assets and liabilities			
Non-current assets	6,789	49,015	55,804
Current assets	38,803	39,157	77,960
Non-current liabilities	(1,647)	(11,153)	(12,800)
Current liabilities	(9,477)	(12,880)	(22,357)
Net assets	34,468	64,139	98,607
Results			
Revenue	65,680	1,555	67,235
Profit for the financial year/period	12,083	157	12,240
Total comprehensive income	12,083	157	12,240

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8. INVESTMENTS IN ASSOCIATES (continued)

(g) The summarised financial information of the associates is as follows: (continued)

2022	Qube RM'000	Total RM'000
Assets and liabilities		
Non-current assets	6,727	6,727
Current assets	27,119	27,119
Non-current liabilities	(2,814)	(2,814)
Current liabilities	(3,177)	(3,177)
Net assets	27,855	27,855
Results		
Revenue	49,529	49,529
Profit for the financial year	13,417	13,417
Total comprehensive income	13,417	13,417

2023	Qube RM'000	FDP RM'000	Total RM'000
Cash flows from operating activities	13,078	4,487	17,565
Cash flows used in investing activities	(1,062)	(6,738)	(7,800)
Cash flows (used in)/from financing activities	(6,850)	118	(6,732)
Net increase/(decrease) in cash and cash equivalents	5,166	(2,133)	(3,033)

2022	Qube RM'000	Total RM'000
Cash flows from operating activities	7,657	7,657
Cash flows used in investing activities	(983)	(983)
Cash flows used in financing activities	(7,654)	(7,654)
Net decrease in cash and cash equivalents	(980)	(980)

(h) The reconciliation of net assets of the associates to the carrying amount of the investments in associates is as follows:

2023	Qube RM'000	FDP RM'000	Total RM'000
Share of net assets of the Group	10,340	12,828	23,168
Goodwill	1,511	9,572	11,083
Carrying amount in the consolidated statements of financial position	11,851	22,400	34,251
Share of results of the Group			
Share of profit of the Group	3,625	-	3,625
Share of total comprehensive income of the Group	3,625	-	3,625
Other information			
Dividends received	1,641	-	1,641

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8. INVESTMENTS IN ASSOCIATES (continued)

- (h) The reconciliation of net assets of the associates to the carrying amount of the investments in associates is as follows: (continued)

2022	Qube RM'000	Total RM'000
Share of net assets of the Group	8,356	8,356
Goodwill	1,511	1,511
Carrying amount in the consolidated statements of financial position	9,867	9,867
Share of results of the Group		
Share of profit of the Group	4,025	4,025
Share of total comprehensive income of the Group	4,025	4,025
Other information		
Dividends received	2,051	2,051

9. DEFERRED TAX

The deferred tax assets are made up of the following:

	Group	
	2023 RM'000	2022 RM'000
As at 1 January	8,225	5,568
Recognised in profit or loss (Note 26)	4,770	2,663
Exchange differences	(9)	(6)
As at 31 December	12,986	8,225
Presented after appropriate offsetting:		
Deferred tax assets, net	20,963	17,064
Deferred tax liabilities, net	(7,977)	(8,839)
As at 31 December	12,986	8,225

- (a) The components of deferred tax assets and deferred tax liabilities during the financial year prior to offsetting are as follows:

Deferred tax assets of the Group

	Leases RM'000	Others RM'000	Total RM'000
As at 1 January 2023	26,694	28,702	55,396
Recognised in profit or loss	4,215	1,719	5,934
Exchange differences	25	-	25
As at 31 December 2023 prior to offsetting	30,934	30,421	61,355
Offsetting			(40,392)
As at 31 December 2023			20,963

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9. DEFERRED TAX (continued)

- (a) The components of deferred tax assets and deferred tax liabilities during the financial year prior to offsetting are as follows: (continued)

Deferred tax assets of the Group (continued)

	Leases RM'000	Others RM'000	Total RM'000
As at 1 January 2022			
Recognised in profit or loss	20,911	14,970	35,881
Exchange differences	5,765	13,732	19,497
	18	-	18
As at 31 December 2022 prior to offsetting	26,694	28,702	55,396
Offsetting			(38,332)
As at 31 December 2022			17,064

Deferred tax liabilities of the Group

	Property, plant and equipment RM'000	Total RM'000
As at 1 January 2023	47,171	47,171
Recognised in profit or loss	1,164	1,164
Exchange differences	34	34
As at 31 December 2023, prior to offsetting	48,369	48,369
Offsetting		(40,392)
As at 31 December 2023		7,977
As at 1 January 2022	30,313	30,313
Recognised in profit or loss	16,834	16,834
Exchange differences	24	24
As at 31 December 2022, prior to offsetting	47,171	47,171
Offsetting		(38,332)
As at 31 December 2022		8,839

- (b) Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2023 RM'000	2022 RM'000
Unutilised tax losses		
- Expires by 31 December 2033	5,902	-
- Expires by 31 December 2032	5,274	5,274
- Expires by 31 December 2031	6,145	6,145
- Expires by 31 December 2030	1,055	1,055
- Expires by 31 December 2029	2,598	2,598
- Expires by 31 December 2028	3,290	3,290
Unabsorbed capital allowances	7,021	5,530
	31,285	23,892

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9. DEFERRED TAX (continued)

(b) (continued)

The Group has assessed the likelihood of sufficient future profits available to recover the amounts of deductible temporary differences. Deferred tax assets of certain subsidiaries have not been recognised in respect of these items as it is not probable that future taxable profits of the subsidiaries would be available against which the deductible temporary differences could be utilised. Unutilised tax losses of the subsidiaries incorporated in Malaysia can be carried forward up to 10 consecutive years of assessment immediately following the year of assessment under the tax legislation of Inland Revenue Board.

The amount and availability of these items to be carried forward up to the periods as disclosed above are subject to the agreement of the local tax authority.

10. INVENTORIES

	Group	
	2023	2022
	RM'000	RM'000
At cost		
Finished goods	1,082,035	1,096,618
At net realisable value		
Finished goods	2,361	3,107
	1,084,396	1,099,725

- (a) During the financial year, inventories of the Group recognised as cost of sales amounted to RM2,346,611,000 (2022: RM2,296,294,000).
- (b) The amounts of inventory losses, inventories written off, inventories written down and reversal of inventories written down recognised as cost of sales during the financial year are as follows:

	Group	
	2023	2022
	RM'000	RM'000
Inventory losses	24,863	17,208
Inventories written off	15,839	16,017
Inventories written down	3,525	2,473
Reversal of inventories written down	(2,473)	-
	41,754	35,698

- (c) Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.
- (d) Cost is determined using the weighted average method. The cost comprises all costs of purchase plus other costs incurred in bringing the inventories to their present location and condition.

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11. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Non-current assets					
Other receivables					
Amounts owing by subsidiaries	(b)	-	-	121,163	102,061
Less: Impairment losses		-	-	₹	₹
		-	-	121,163	102,061
Current assets					
Trade receivables					
Third parties		11,466	6,999	-	-
Amount owing by a related party		900	485	-	-
	(c)	12,366	7,484	-	-
Less: Impairment losses		₹	₹	-	-
		12,366	7,484	-	-
Other receivables					
Other receivables		182	628	-	-
Amounts owing by subsidiaries	(d)	-	-	64,163	84,852
Deposits		72,479	64,685	5	4
		72,661	65,313	64,168	84,856
Less: Impairment losses		₹	₹	₹	₹
		72,661	65,313	64,168	84,856
Total current trade and other receivables, excluding prepayments					
		85,027	72,797	64,168	84,856
Prepayments	(g)	21,611	61,536	579	108
Total current trade and other receivables		106,638	134,333	64,747	84,964
Total trade and other receivables		106,638	134,333	185,910	187,025

& The expected credit loss amount is negligible.

- (a) Trade and other receivables excluding prepayments are classified as financial assets and measured at amortised cost. Included in deposits of the Group are security and utility deposits on leases of RM52,267,000 (2022: RM50,086,000), which are amortised through accretion of discount at annual rates of 3.63% to 5.75% (2022: 3.63% to 5.75%) over the lease term.
- (b) Non-current amounts owing by subsidiaries represent unsecured advances, which are either non-interest bearing or bear interest at 3.00% (2022: 2.75%) per annum. The advances together with the interest receivable thereon are not repayable within the next twelve (12) months. The carrying amount of non-current amounts owing by subsidiaries approximates its fair value as its interest rate is priced at reasonable approximation of the market interest rate as at the end of the reporting period.
- (c) Trade receivables are non-interest bearing and the normal credit terms granted by the Group are 30 days (2022: 30 days). They are recognised at their original invoice amounts, which represent their fair values on initial recognition.
- (d) Current amounts owing by subsidiaries represent unsecured advances, which are either non-interest bearing or bear interest at 3.00% (2022: 2.75%) per annum and repayable within the next twelve (12) months.

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11. TRADE AND OTHER RECEIVABLES (continued)

- (e) Interest rate profile of the amounts owing by subsidiaries at the end of each reporting period is as follows:

	Company	
	2023 RM'000	2022 RM'000
Floating rate	184,801	186,200

- (f) Sensitivity analysis of interest rate for the amounts owing by subsidiaries at the end of each reporting period, assuming all other variables remain constant, is as follows:

	Company			
	2023 Profit/(Loss) RM'000	2023 Equity RM'000	2022 Profit/(Loss) RM'000	2022 Equity RM'000
Effects of 50 basis point changes				
Floating rate	702	-	708	-

- (g) Included in prepayments of the Group are advance payments to suppliers for purchase of goods of RM8,963,000 (2022: RM44,933,000).
- (h) Impairment for trade receivables is recognised based on the simplified approach using the lifetime expected credit losses ("ECL").

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

The Group considers historical credit loss experience and observable data such as current changes and future forecasts in economic conditions to estimate the amount of expected impairment loss. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

During this process, the probability of non-payment by the trade receivables is adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised within administrative expenses in the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectable, the gross carrying value of the asset would be written off against the associated impairment.

Individual assessment of impairment of trade receivables are separately assessed when it is probable that cash due will not be received in full.

Significant judgement is required in determining the probability of default by trade receivables and appropriate forward looking information.

- (i) The ageing analysis of trade receivables of the Group are as follows:

Group	Gross carrying amount RM'000	Impairment losses RM'000	Balance RM'000
2023			
Current	12,366	-	12,366
2022			
Current	7,467	-	7,467
Past Due			
- 1 to 30 days	17	-	17
	7,484	-	7,484

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11. TRADE AND OTHER RECEIVABLES (continued)

- (j) Impairment for other receivables and amounts owing by subsidiaries as well as deposits are recognised based on the three-stage general approach within MFRS 9 using the forward looking expected credit loss model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those in which the credit risk has not increased significantly since initial recognition of the financial asset, twelve-month expected credit losses along with gross interest income are recognised. For those in which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. As at the end of each reporting period, the Group and the Company assess whether there has been a significant increase in credit risk for financial assets by comparing the risk for default occurring over the expected life with the risk of default since initial recognition. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while twelve-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the twelve months after the end of the reporting period. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group defined significant increase in credit risk based on operating performance of the receivables, changes to contractual terms, payment trends and past due information.

The Group considers a receivable as credit impaired when one or more events that have a detrimental impact on the estimated cash flow have occurred, which includes debtors who are in significant financial difficulties or have defaulted on payments.

The probabilities of non-payment by other receivables and amounts owing by subsidiaries are adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the twelve-month or lifetime expected credit loss.

Significant judgement is required in determining the probabilities of default by other receivables and amounts owing by subsidiaries, appropriate forward looking information and significant increase in credit risk.

- (k) A write off of deposits amounting to RM241,000 (2022: Nil) was made by the Group during the financial year.
- (l) No expected credit loss is recognised arising from trade and other receivables as the amounts are negligible.
- (m) As at the end of each reporting period, trade and other receivables of the Group and of the Company are not secured by any collaterals and are not subject to significant risk of concentration except for amounts owing by subsidiaries of RM185,326,000 (2022: RM186,913,000) of the Company. The Group did not renegotiate the terms of any trade receivables during the each of the reporting period.
- (n) The currency exposure profiles of trade and other receivables, excluding prepayments are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Ringgit Malaysia	82,866	70,938	185,331	186,917
Brunei Dollar	1,261	1,251	-	-
United States Dollar	-	123	-	-
Singapore Dollar	900	485	-	-
	85,027	72,797	185,331	186,917

Sensitivity analysis for foreign currency risk at the end of each reporting period is not presented as changes in exchange rates would not materially affect the profit or loss and equity of the Group.

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12. CASH AND BANK BALANCES

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash and bank balances	136,182	97,834	3,835	1,531
Deposits with licensed banks	96,139	40,009	80,022	40,009
	232,321	137,843	83,857	41,540

- (a) Cash and bank balances are classified as financial assets and measured at amortised cost.
- (b) Deposits with licensed banks of the Group and of the Company have maturity periods ranging from 31 to 33 days (2022: 7 days).
- (c) The currency exposure profile of the cash and bank balances is as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Ringgit Malaysia	221,485	125,635	83,857	41,540
Brunei Dollar	9,890	11,767	-	-
United States Dollar	900	388	-	-
Singapore Dollar	28	3	-	-
Chinese Yuan	1	1	-	-
Euro	2	2	-	-
Hong Kong Dollar	-	2	-	-
Indian Rupee	15	15	-	-
Philippines Peso	-	18	-	-
Vietnamese Dong	-	12	-	-
	232,321	137,843	83,857	41,540

Sensitivity analysis for foreign currency risk at the end of each reporting period is not presented as changes in exchange rates would not materially affect the profit or loss and equity of the Group.

- (d) For the purpose of the statements of cash flows, cash and cash equivalents comprise the following as at the end of each reporting period:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash and bank balances	136,182	97,834	3,835	1,531
Deposits with licensed banks	96,139	40,009	80,022	40,009
	232,321	137,843	83,857	41,540
Less:				
Bank overdraft (Note 15)	(19,340)	(22,969)	-	-
Cash and cash equivalents included in the statements of cash flows	212,981	114,874	83,857	41,540

- (e) Weighted average effective interest rate of deposits with licensed banks of the Group and of the Company as at the end of each reporting period is as follows:

	Group		Company	
	2023 %	2022 %	2023 %	2022 %
Fixed rate	3.30	2.75	3.30	2.75

Sensitivity analysis for fixed rate instruments at the end of each reporting period is not presented as fixed rate instruments are not affected by changes in interest rates.

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12. CASH AND BANK BALANCES (continued)

- (f) No expected credit loss is recognised arising from the cash and bank balances and deposits with licensed banks as the probability of default by these financial institutions is negligible.

13. SHARE CAPITAL

	Note	Group and Company			
		Number of ordinary shares		Amount	
		2023 '000	2022 '000	2023 RM'000	2022 RM'000
Ordinary shares					
Issued and fully paid with no par value					
At beginning of financial year		9,430,983	6,280,460	316,689	303,412
Issued during the financial year:					
- pursuant to ESOS	(b)	12,366	8,357	15,975	13,277
- Bonus Issue	(c)	-	3,142,166	-	-
		9,443,349	9,430,983	332,664	316,689

- (a) The owners of the Company are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the Company's residual assets.
- (b) During the financial year, the issued and paid-up share capital of the Company was increased from 9,430,982,742 ordinary shares to 9,443,348,892 ordinary shares by way of issuance of 12,366,150 new ordinary shares pursuant to the following:
- 12,219,900 options exercised under the Employees' Share Option Scheme ("ESOS") at exercise price of RM1.07 each for cash totalling RM13,075,293; and
 - 146,250 options exercised under the ESOS at exercise price of RM2.32 each for cash totalling RM339,300.
- (c) In the previous financial year, the issued and paid-up share capital of the Company was increased from 6,280,460,100 ordinary shares to 9,430,982,742 ordinary shares by way of issuance of 3,150,522,642 new ordinary shares pursuant to the following:
- 3,872,600 options exercised under the Employees' Share Option Scheme ("ESOS") at exercise price of RM1.60 each for cash totalling RM6,196,160;
 - 4,483,750 options exercised under the ESOS at exercise price of RM1.07 each for cash totalling RM4,797,612; and
 - 3,142,166,292 ordinary shares pursuant to the bonus issue exercise undertaken by the Company on the basis of 1 new ordinary share for every 2 existing ordinary shares held by the shareholders of the Company.

14. RESERVES

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Non-distributable:					
Merger reserve	(a)	(117,450)	(117,450)	-	-
Foreign currency translation reserve	(b)	2,408	1,189	-	-
Share options reserve	(c)	6,037	7,281	6,037	7,281
		(109,005)	(108,980)	6,037	7,281
Distributable:					
Retained earnings		1,521,573	1,225,148	120,034	89,403
		1,412,568	1,116,168	126,071	96,684

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14. RESERVES (continued)

- (a) The merger reserve represents the excess of the consideration paid over the share capital of MDM and MD(B) as at the acquisition dates under the pooling of interest method of accounting as follows:

	MDM RM'000	MD(B) RM'000	Total RM'000
Consideration paid	13,111	104,842	117,953
Less: Share capital as at acquisition date	(500)	(3)	(503)
Merger reserve	12,611	104,839	117,450

- (b) The foreign currency translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of a foreign operation whose functional currency is different from that of the presentation currency of the Group.

The sensitivity of the equity of the Group to a 5% strengthening or weakening of foreign currency against the respective functional currency of its entity, with all other variables held constant, would have equally increased or decreased the equity of the Group by approximately RM977,000.

- (c) On 20 November 2019, the Company established an Employees' Share Option Scheme ("ESOS") for the granting of ESOS to eligible Directors and employees of the Group. The ESOS was implemented on 22 October 2020.

The ESOS is administered by the Nomination and Remuneration Committee and governed by the By-Laws of the ESOS.

The salient features of the ESOS are as follows:

- (i) The total number of new ordinary shares in the Company, which may be made available under the ESOS shall not exceed in aggregate 5% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at any one time during the duration of the ESOS;
- (ii) The ESOS shall be in force for a period of five (5) years from the effective date and is renewable for a period of up to five (5) years immediately from the expiry of first five (5) years;
- (iii) Subject to the discretion of the Nomination and Remuneration Committee, an employee or a Director of the Group who fulfils the relevant conditions of the By-Laws of the ESOS shall be eligible to participate in the ESOS ("Eligible Person");
- (iv) The number of the options to be offered to an Eligible Person in accordance with the ESOS shall be determined based on, inter alia, the Eligible Person's position, ranking, performance, contribution, seniority, length of service, fulfilment of the relevant eligibility criteria, and/or such other matters as the Nomination and Remuneration Committee deems fit and the offer shall be valid for acceptance by an Eligible Person for a period of thirty (30) days from the date of offer;
- (v) Subject to any adjustments made under the By-Laws of the ESOS and pursuant to the listing requirements of Bursa Malaysia Securities Berhad, the exercise price shall be:
 - a. In respect of any offer which is made in conjunction with the listing of the Company, the final price paid by investors for the ordinary shares issued by the Company under its retail offering pursuant to its initial public offering;
 - b. In respect of any offer which is made subsequent to the listing of the Company, as determined by the Nomination and Remuneration Committee and shall be based on the five (5)-day volume weighted average market price of the ordinary shares of the Company immediately preceding the date of the offer, with a discount, if any, provided always that such discount is not more than ten percent (10%), if deemed appropriate, or such other percentage of discount as may be permitted by any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities as amended from time to time during the option period; and
- (vi) The aggregate number of ordinary shares in the Company, which a grantee can subscribe under his/her options in a particular year of the ESOS shall at times be subject to a maximum of twenty-five percent (25%) of the total number of ordinary shares in the Company comprising the options held by such grantee. Any remaining unexercised options for any particular year will be accumulated in the following year.

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14. RESERVES (continued)

(c) (continued)

On 24 June 2022, the exercise price of the option granted under the ESOS had been adjusted following the issuance of new ordinary shares in Mr D.I.Y. Group (M) Berhad pursuant to the bonus issue exercise undertaken by the Company on the basis of 1 new ordinary share for every 2 existing ordinary shares held by the shareholders of Mr D.I.Y. Group (M) Berhad. The details of the adjusted exercise prices are shown in the table below:

Grant No.	Date of offer/ Before Bonus Shares (RM)	After Bonus Shares (RM)
First	1.60	1.07
Second	3.47	2.32

Details of the ESOS options granted are as follows:

	Exercise Price RM	Date of offer	[----- Number of options over ordinary shares -----] Movements during the [----- financial year -----]				Outstanding as at end of the financial year	Exercisable as at end of the financial year
			Balance as at beginning of the financial year	Adjustments (Bonus Issue) ^a	Grant	Exercised		
31 December 2023								
First Grant	1.07	23.10.2020	54,003,000	-	-	(12,178,450) ^d	41,824,550	24,312,050
Second Grant	2.32	29.03.2021	292,500	-	-	-	292,500	146,250
31 December 2022								
First Grant	1.07	23.10.2020	42,744,600	-	19,532,400	(8,274,000) ^b	54,003,000	18,978,000
Second Grant	2.32	29.03.2021	292,500	-	146,250	(146,250) ^c	292,500	-

^a Adjustments made pursuant to the issuance of new ordinary shares in Mr D.I.Y. Group (M) Berhad ("Bonus Shares") following the bonus issue exercise undertaken by the Mr D.I.Y. Group (M) Berhad on the basis of 1 new ordinary share for every 2 existing ordinary shares held by the shareholders of Mr D.I.Y. Group (M) Berhad ("Bonus Issue").

^b Including 110,450 ESOS options exercised but ordinary shares not allotted as at 31 December 2022.

^c Solely represented by ESOS options exercised but ordinary shares not allotted as at 31 December 2022.

^d Including 69,000 ESOS options exercised but ordinary shares not allotted as at 31 December 2023.

(i) Contractual life of the above ESOS options granted are as follows:

	Contractual life of options
First Grant	5 years
Second Grant	4.6 years

(ii) The vesting conditions of the above ESOS options granted are as follows:

a. The options divided into 4 tranches, which separately vest on 23 October 2021, 23 October 2022, 23 October 2023 and 23 October 2024.

b. Exercisable options cap at 25% of options offered for each vesting date.

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14. RESERVES (continued)

(c) (continued)

Details of the ESOS options granted are as follows: (continued)

Fair value of share options was estimated by the Group using the Black-Scholes-Merton option pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of share options measured at grant date and the assumptions used are as follows:

	Granted on 23 October 2020	Granted on 29 March 2021
Share price (RM)	1.07	2.57
Exercise price (RM)	1.07	2.32
Fair value of share options (RM)		
- First tranche, which vested on 23 October 2021	0.23	0.74
- Second tranche, which vested on 23 October 2022	0.20	0.67
- Third tranche, which vested on 23 October 2023	0.16	0.58
- Fourth tranche, which vests on 23 October 2024	0.11	0.45
Risk free rate of interest (%)	3.96	3.24
Expected dividend yield (%)	1.31	0.58
Expected volatility (%)	23.42	30.10
Expected life (years)	1 to 4	1 to 4

Expenses arising from the share options granted are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Recognition of share option expenses	1,317	2,994	1,317	2,994
Less: Capitalised as investments in subsidiaries (Note 7)	-	-	(1,317)	(2,994)
Share option expenses	1,317	2,994	-	-

15. BORROWINGS

	Group	
	2023 RM'000	2022 RM'000
Non-current liabilities		
Secured		
Hire purchase creditors	3,790	3,153
Term loans	7,645	8,666
	11,435	11,819
Current liabilities		
Unsecured		
Revolving credits	170,000	290,000
Secured		
Bank overdraft	19,340	22,969
Hire purchase creditors	738	651
Term loans	978	4,850
	191,056	318,470

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15. BORROWINGS (continued)

	Note	Group	
		2023 RM'000	2022 RM'000
Total borrowings			
Bank overdraft	12	19,340	22,969
Revolving credits		170,000	290,000
Hire purchase creditors	16	4,528	3,804
Term loans	17	8,623	13,516
		202,491	330,289

- (a) Borrowings are classified as financial liabilities and measured at amortised cost.
- (b) The bank overdraft, revolving credits and term loans of the Group are guaranteed by the Company and its subsidiaries.
- (c) The bank overdraft and term loans of the Group are secured as follows:
- Legal charges over certain freehold land and buildings of the Group as disclosed in Note 4 to the financial statements; and
 - Assignment and charge over rental proceeds of certain properties of the Group.
- (d) Borrowings of the Group are denominated in Ringgit Malaysia.
- (e) The following table sets out the carrying amounts, the weighted average effective interest rates as at the end of each reporting period and the remaining maturities of the borrowings of the Group that are exposed to interest rate risk:

Group	Weighted average effective interest rate per annum %	Within 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000	Total RM'000
31 December 2023						
Fixed rates						
Hire purchase creditors	5.89	738	720	1,826	1,244	4,528
Floating rates						
Bank overdraft	5.21	19,340	-	-	-	19,340
Revolving credits	5.26	170,000	-	-	-	170,000
Term loans	4.56	978	1,038	3,470	3,137	8,623
31 December 2022						
Fixed rates						
Hire purchase creditors	5.68	651	655	1,521	977	3,804
Floating rates						
Bank overdraft	4.40	22,969	-	-	-	22,969
Revolving credits	4.75	290,000	-	-	-	290,000
Term loans	3.74	4,850	989	3,315	4,362	13,516

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15. BORROWINGS (continued)

- (f) Sensitivity analysis of interest rate for the floating rate instruments at the end of each reporting period, assuming all other variables remain constant, is as follows:

	Group			
	2023	2022		
	Profit/(Loss) RM'000	Equity RM'000	Profit/(Loss) RM'000	Equity RM'000
Effects of 50 basis point changes				
Floating rate instruments	752	-	1,240	-

Sensitivity analysis for fixed rate borrowings as at the end of each reporting period is not presented as fixed rate instruments are not affected by changes in interest rates.

- (g) The table below summarises the maturity profile of the borrowings of the Group at the end of each reporting period based on contractual undiscounted repayment obligations as follows:

Group	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
31 December 2023				
Bank overdraft	19,340	-	-	19,340
Revolving credits	170,000	-	-	170,000
Hire purchase creditors	974	3,102	1,322	5,398
Term loans	1,391	5,563	3,314	10,268
	191,705	8,665	4,636	205,006
31 December 2022				
Bank overdraft	22,969	-	-	22,969
Revolving credits	290,000	-	-	290,000
Hire purchase creditors	836	2,614	1,035	4,485
Term loans	5,651	7,964	4,705	18,320
	319,456	10,578	5,740	335,774

- (h) Hire purchase creditors that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value, are as follows:

Group	2023		2022	
	Carrying amount RM'000	Fair value RM'000	Carrying amount RM'000	Fair value RM'000
Hire purchase creditors	4,528	4,303	3,804	3,594

Fair values of the hire purchase creditors are estimated by discounting future contracted cash flows at the current market interest rate available to the Group for similar financial instruments.

Fair value of the hire purchase creditors of the Group are categorised as Level 2 in the fair value hierarchy. There is no transfer between levels in the hierarchy during the financial year.

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15. BORROWINGS (continued)

- (i) Reconciliation of liabilities arising from financing activities

The table below details changes in borrowings of the Group arising from financing activities, including both cash and non-cash changes. Borrowings arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the statements of cash flows of the Group as cash flows from financing activities.

Group	Hire purchase creditors RM'000	Revolving credits RM'000	Term loans RM'000
As at 1 January 2023	3,804	290,000	13,516
Cash flows	(1,043)	(120,000)	(4,893)
Non-cash flows:			
Purchase of property, plant and equipment	1,767	-	-
As at 31 December 2023	4,528	170,000	8,623
As at 1 January 2022	3,269	170,000	18,306
Cash flows	(811)	120,000	(4,790)
Non-cash flows:			
Purchase of property, plant and equipment	1,346	-	-
As at 31 December 2022	3,804	290,000	13,516

16. HIRE PURCHASE CREDITORS

	Group	
	2023 RM'000	2022 RM'000
Minimum hire-purchase payment:		
- not later than one (1) year	974	836
- later than one (1) year and not later than five (5) years	3,102	2,614
- later than five (5) years	1,322	1,035
	5,398	4,485
Less: Future interest charges	(870)	(681)
Present value of hire purchase creditors	4,528	3,804
Repayable as follows:		
Non-current liabilities	3,790	3,153
Current liabilities	738	651
	4,528	3,804

17. TERM LOANS

	Group	
	2023 RM'000	2022 RM'000
Secured		
Term loan I is repayable by 180 equal monthly instalments of RM38,635 each commencing September 2015	2,806	3,133
Term loan II is repayable by 180 equal monthly instalments of RM77,269 each commencing December 2015	5,817	6,463
Term loan III is repayable by 60 equal monthly instalments of RM191,288.67 each commencing January 2019	-	2,178
Term loan IV is repayable by 60 equal monthly instalments of RM153,030.93 each commencing January 2019	-	1,742
	8,623	13,516

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18. PROVISION FOR RESTORATION COSTS

	Group	
	2023	2022
	RM'000	RM'000
Non-current		
Provision for restoration costs	22,331	20,344
Current		
Provision for restoration costs	900	437
	23,231	20,781

- (a) Provision for restoration costs is recognised in respect of the obligation of the Group to restore leased retail outlets to its original state upon the expiry of tenancy agreements. This provision comprises estimates of reinstatement costs for retail outlets upon termination of tenancy.
- (b) A reconciliation of the provision for restoration costs are as follows:

	Group	
	2023	2022
	RM'000	RM'000
As at 1 January	20,781	20,984
Recognised in right-of-use assets	2,265	2,886
Recognised in profit or loss	1,122	902
Reversal of provision for restoration costs	(947)	(4,000)
Exchange differences	10	9
As at 31 December	23,231	20,781

- (c) The Group estimates provision for restoration costs based on historical costs incurred per square feet of rent area. The estimated provision for restoration costs is reviewed periodically and is updated if expectations differ from previous estimates due to changes in cost factors. Where expectations differ from the original estimates, the differences would impact the carrying amount of provision for restoration costs of the Group.

19. TRADE AND OTHER PAYABLES

		Group		Company	
	Note	2023	2022	2023	2022
		RM'000	RM'000	RM'000	RM'000
Trade payables					
Third parties		64,350	51,199	-	-
Amounts owing to associates		1,652	-	-	-
	(b)	66,002	51,199	-	-
Other payables and accruals					
Third parties		33,855	42,110	198	598
Amounts owing to associates	(c)	1,160	848	-	-
Accruals		88,194	79,331	187	223
Financial guarantee contracts	(d)	-	-	-	48
		123,209	122,289	385	869
		189,211	173,488	385	869

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19. TRADE AND OTHER PAYABLES (continued)

- (a) Trade and other payables are classified as financial liabilities and measured at amortised cost.
- (b) Trade payables are non-interest bearing and the normal credit terms granted to the Group ranged from 14 to 60 days (2022: 14 to 60 days) from the date of invoice.
- (c) The amounts owing to associates are non-trade in nature, unsecured, interest free and repayable within the next twelve (12) months.
- (d) Financial guarantee contracts issued by the Company are those contracts that require payments to be made to reimburse the holders for losses they incur because the specified debtors fail to make payments when due in accordance with the terms of the debt instruments.

Financial guarantee contracts are recognised as financial liabilities at the time the guarantees are issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with the expected loss model under MFRS 9 and the amount initially recognised less amortisation.

The fair value of financial guarantees is classified as Level 3 in the fair value hierarchy and is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations. The movement in financial guarantee contracts consists of fair value changes of financial guarantee contracts recognised in profit or loss amounting to a fair value gain of RM48,000 (2022: fair value gain of RM517,000).

The nominal amounts of financial guarantees provided by the Company are as follows:

	Company	
	2023 RM'000	2022 RM'000
Bank facilities granted to subsidiaries	-	3,920

Maturity profile of financial guarantee contracts of the Company at the end of previous reporting period based on contractual undiscounted repayment obligations was repayable upon any default by the subsidiaries in respect of the guaranteed bank facilities.

- (e) The currency exposure profiles of trade and other payables are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Ringgit Malaysia	188,849	172,688	385	869
Brunei Dollar	315	754	-	-
United States Dollar	47	38	-	-
Singapore Dollar	-	8	-	-
	189,211	173,488	385	869

Sensitivity analysis for foreign currency risk at the end of each reporting period is not presented as changes in exchange rates would not materially affect the profit or loss and equity of the Group.

- (f) Maturity profile of trade and other payables of the Group and of the Company at the end of each reporting period based on contractual undiscounted repayment obligations is repayable within one (1) year.

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20. CAPITAL COMMITMENTS

	Group	
	2023	2022
	RM'000	RM'000
Capital expenditure in respect of purchase of property, plant and equipment		
- Approved but not contracted for	202,646	194,545
- Contracted but not provided for	60,375	135,045
	263,021	329,590

21. REVENUE

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Revenue from contracts with customers				
Sales of goods	4,359,289	3,985,842	-	-
Other revenue				
Dividend income from:				
- subsidiaries	-	-	290,427	220,500
- an associate	-	-	1,641	2,051
	-	-	292,068	222,551

(a) Sales of goods

Revenue from sales of goods is recognised at a point in time when control of the goods has been transferred to the customer, which coincides with the delivery of goods and acceptance by customers.

Disaggregation of revenue from contracts with customers has been presented in the operating segments as disclosed in Note 3 to the financial statements, which has been presented based on geographical location from which the sale transactions originated. No revenue was recognised over time.

(b) Dividend income

Dividend income is recognised when the right to receive payment is established.

22. OTHER OPERATING EXPENSES

Included in other operating expenses of the Group are as follows:

	Group	
	2023	2022
	RM'000	RM'000
Amortisation of intangible assets	2,500	2,162
Depreciation of:		
- property, plant and equipment	96,254	83,041
- right-of-use assets	203,547	179,781
Employee benefits	535,217	414,953
Property, plant and equipment written off	3,434	3,229
Utilities expenses	101,538	79,708

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23. FINANCE COSTS

	Group	
	2023 RM'000	2022 RM'000
Interest expense on:		
- bank overdraft	1,091	955
- revolving credits	9,035	6,557
- hire purchase creditors	242	182
- term loans	482	618
- lease liabilities	58,487	54,105
Unwinding of discount on provision for restoration costs	1,122	902
	70,459	63,319

24. PROFIT BEFORE TAX

Other than those disclosed elsewhere in the financial statements, profit before tax is arrived at:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
After charging:				
Auditors' remuneration				
Statutory audit				
- BDO PLT	570	538	75	70
- Member firm of BDO PLT	33	29	-	-
Non-statutory audit				
- BDO PLT	83	119	12	21
- Affiliate and member firm of BDO PLT	149	172	3	18
Realised loss on foreign exchange	624	353	7	4
Unrealised loss on foreign exchange	327	-	-	-
And crediting:				
Accretion of discount from deposits for leases	2,224	1,951	-	-
Interest income from:				
- amounts owing by subsidiaries	-	-	4,850	3,478
- others	4,573	2,016	2,239	973
Fair value gain on financial guarantee contracts	-	-	48	517
Gain on disposal of property, plant and equipment	181	200	-	-
Gain on reassessments and modifications of leases	2,123	1,678	-	-
Realised gain on foreign exchange	790	807	-	-
Unrealised gain on foreign exchange	-	5	-	-
Rental income	24	17	-	-

Interest income

Interest income is recognised as it accrues, using the effective interest method.

Rental income

Rental income is recognised on a straight-line basis over the lease term of an ongoing lease.

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25. EMPLOYEE BENEFITS

The total amounts of employee benefits included in administrative expenses and other operating expenses during the financial year are as follows:

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Wages, salaries and bonuses		525,347	410,299	507	446
Contributions to defined contribution plan		48,440	38,552	-	-
Share options under ESOS	14(c)	1,317	2,994	-	-
Other employee benefits		45,418	32,978	123	124
		620,522	484,823	630	570

Included in employee benefits of the Group and of the Company are Directors' remuneration as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Directors of the Company:				
Fees	507	446	507	446
Salaries and bonuses	1,953	1,955	-	-
Contributions to defined contribution plan	309	309	-	-
Share options under ESOS	69	158	-	-
Other employee benefits	268	271	123	124
	3,106	3,139	630	570
Directors of subsidiaries:				
Fees	103	92	-	-
Salaries and bonuses	941	945	-	-
Contributions to defined contribution plan	85	88	-	-
Share options under ESOS	38	87	-	-
Other employee benefits	137	143	-	-
	1,304	1,355	-	-
	4,410	4,494	630	570

The estimated money value of benefits-in-kind for the Directors of subsidiaries are RM2,400 (2022: RM4,800).

26. INCOME TAX EXPENSE

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Current tax expense based on profit for the financial year:				
- current year	198,560	170,875	1,696	1,064
- (over)/under provision in prior years	(1,292)	204	-	19
	197,268	171,079	1,696	1,083
Deferred tax (Note 9)				
- relating to origination and reversal of temporary differences	(5,276)	3,001	-	-
- under/(over) provision in prior prior years	506	(5,664)	-	-
	(4,770)	(2,663)	-	-
	192,498	168,416	1,696	1,083

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26. INCOME TAX EXPENSE (continued)

- (a) The Malaysian income tax is calculated at the statutory tax rate of 24% (2022: 24%) of the estimated taxable profits for the fiscal years.
- (b) Tax expense for the taxation authorities in Brunei is calculated at the rate prevailing in that jurisdiction.
- (c) The numerical reconciliations between the tax expense and the product of accounting profit multiplied by the applicable tax rates of the Group and of the Company are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Profit before tax	753,173	641,365	296,577	225,202
Tax at the Malaysian statutory tax rate of 24%	180,761	153,928	71,178	54,048
Tax effects in respect of:				
Non-deductible expenses	13,809	12,060	628	552
Non-taxable income	(2,255)	(1,851)	(70,110)	(53,536)
Tax incentives and allowance	-	(242)	-	-
Utilisation of deferred tax assets previously not recognised	-	(1,608)	-	-
Different tax rate in foreign jurisdiction	(805)	(373)	-	-
Deferred tax assets not recognised	1,774	1,748	-	-
Effect of Cukai Makmur	-	10,214	-	-
	193,284	173,876	1,696	1,064
(Over)/Under provision of tax expense in prior years	(1,292)	204	-	19
Under/(Over) provision of deferred tax in prior years	506	(5,664)	-	-
	192,498	168,416	1,696	1,083

- (d) Tax on each component of other comprehensive income is as follows:

	Before tax RM'000	Tax effect RM'000	After tax RM'000
Items that may be reclassified subsequently to profit or loss			
31 December 2023			
Foreign currency translation	1,219	-	1,219
31 December 2022			
Foreign currency translation	968	-	968

- (e) The Finance Act 2021 gazetted on 31 December 2021 enacts the special one-off tax known as "Cukai Makmur" be imposed on non-SME companies that generate high income during the COVID-19 pandemic period for year of assessment 2022. A company with chargeable income for the first RM100 million is taxed at 24% and the remaining chargeable income is taxed at a one-off rate of 33%.

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27. EARNINGS PER SHARE

(a) Basic

Basic earnings per ordinary share for the financial year ended are calculated by dividing earnings for the financial year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2023	2022
Profit for the financial year attributable to the owners of the Company (RM'000)	560,675	472,949
Weighted average number of ordinary shares in issue ('000)	9,436,027	9,425,950
Basic earnings per ordinary share (sen)	5.94	5.02

(b) Diluted

Diluted earnings per ordinary share for the financial year ended are calculated by dividing earnings for the financial year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year adjusted for the effects of dilutive potential ordinary shares.

	Group	
	2023	2022
Profit for the financial year attributable to the owners of the Company (RM'000)	560,675	472,949
Weighted average number of ordinary shares in issue ('000)	9,436,027	9,425,950
Effect in dilution of share options ('000)	18,419	32,104
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	9,454,446	9,458,054
Diluted earnings per ordinary share (sen)	5.93	5.00

28. DIVIDENDS

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Interim single tier dividend of:				
RM0.0090 per ordinary share	-	56,543	-	56,543
RM0.0070 per ordinary share	-	43,989	-	43,989
RM0.0060 per ordinary share	-	56,561	-	56,561
RM0.0050 per ordinary share	-	47,147	-	47,147
RM0.0060 per ordinary share	56,595	-	56,595	-
RM0.0060 per ordinary share	56,601	-	56,601	-
RM0.0080 per ordinary share	75,519	-	75,519	-
RM0.0080 per ordinary share	75,535	-	75,535	-
	264,250	204,240	264,250	204,240

On 23 February 2024, the Company declared an interim single tier dividend of RM0.01 per ordinary share amounted to RM94,465,998 in respect of the financial year ended 31 December 2023, which was paid on 22 March 2024. The dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2024.

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

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29. RELATED PARTY DISCLOSURES

(a) Identities of related parties

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

The Company has controlling related party relationship with its subsidiaries and its holding companies.

Related parties of the Group include:

- (i) Direct subsidiaries and associates as disclosed in Notes 7 and 8 to the financial statements respectively;
 - (ii) Companies in which certain Directors have financial interests; and
 - (iii) Key management personnel who are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Company, and certain members of the senior management of the Group.
- (b) In addition to the transactions detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year.

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Subsidiaries:				
Interest income	-	-	4,850	3,478
Associates:				
Purchases of equipment and computer software	7,323	8,146	-	-
Purchases of goods	6,295	4,784	-	-
Companies in which certain Directors have financial interests:				
Sales of goods	18,851	21,945	-	-
Management fees income	14,818	6,996	-	-

The related party transactions described above were carried out in the ordinary course of business and have been established under negotiated and mutually agreed terms.

(c) Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director of the Group and of the Company.

The remuneration of the Directors and other members of key management during the financial year are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Directors' fees	610	538	507	446
Salaries and bonuses	6,102	5,304	-	-
Contributions to defined contribution plan	779	689	-	-
Share options under ESOS	214	469	-	-
Other benefits	675	635	123	124
Estimated money value of benefits-in-kind	7	10	-	-
	8,387	7,645	630	570

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30. CAPITAL AND FINANCIAL RISK MANAGEMENT**(a) Capital management**

The primary objective of the capital management of the Group is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objective, policies or processes during the financial years ended 31 December 2023 and 31 December 2022.

The Group monitors capital utilisation on the basis of gearing ratio and net gearing ratio. Gearing ratio represents total borrowings divided by total capital whereas net gearing ratio represents total borrowings less cash and bank balances divided by total capital. Total capital represents equity attributable to the owners of the Company. The gearing ratio and net gearing ratio as at 31 December 2023 and 31 December 2022 are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Total borrowings	202,491	330,289	-	-
Less: Cash and bank balances	(232,321)	(137,843)	(83,857)	(41,540)
	(29,830)	192,446	(83,857)	(41,540)
Equity attributable to the owners of the Company	1,745,232	1,432,857	458,735	413,373
Gearing ratio (%)	12%	23%	**	**
Net gearing ratio (%)	**	13%	**	**

** The gearing ratio and net gearing ratio for the Company are not presented as the Company does not have borrowings as at the end of each reporting period.

** The net gearing ratio for the Group is not presented as the Group is in a net cash position as at the end of the reporting period.

Pursuant to the requirements of Practice Note No. 17/2005 of the Bursa Malaysia Securities Berhad, the Group is required to maintain a consolidated shareholders' equity of more than 25% of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40.0 million. The Company has complied with this requirement for the financial year ended 31 December 2023.

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

(b) Financial risk management

The financial risk management objective of the Group is to optimise value creation for shareholders whilst minimising the potential adverse impact arising from liquidity and cash flow risk, interest rate risk, credit risk and foreign currency risk.

The Directors of the Group review and agree policies and procedures for the management of these risks, which are executed by the management of the Group. It is, and has been the policy of the Group, throughout the current and previous financial year that no derivatives shall be undertaken.

The following sections provide details regarding the exposure of the Group to the above mentioned financial risks and the objectives, policies and processes for the management of these risks.

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30. CAPITAL AND FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk management (continued)

(i) Liquidity and cash flow risk

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all operating, investing and financing needs are met. In executing its liquidity risk management strategy, the Group measures and forecasts its cash commitments and maintains a level of cash and cash equivalents deemed adequate to finance the activities of the Group.

The Group is actively managing its operating cash flows to ensure all commitments and funding needs are met. Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.

The analysis of financial instruments by remaining contractual maturities has been disclosed in Notes 6, 15 and 19 to the financial statements.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the financial instruments of the Group would fluctuate because of changes in market interest rates. The exposure of the Group to interest rates risk arises primarily from their floating interest rate borrowings. The Group does not use derivative financial instruments to hedge this risk.

The interest rate profile and sensitivity analysis of interest rate risk have been disclosed in Notes 11, 12 and 15 to the financial statements.

(iii) Credit risk

Credit risk refers to the risk that a counterparty would default on its contractual obligations resulting in financial loss to the Group.

Cash deposits and trade receivables could give rise to credit risk, which requires the loss to be recognised if a counterparty fails to perform as contracted. It is the policy of the Group to only deal with creditworthy counterparties. The exposure and the creditworthiness of the counterparties of the Group are continuously monitored to ensure that the Group is exposed to minimal credit risk.

The primary exposure of the Group to credit risk arises through its trade and other receivables. The trading terms of the Group with their trade receivables are mainly for a period of 30 days. The Group seeks to maintain strict control over its outstanding receivables including deposits to minimise credit risk. In addition, receivable balances are monitored on an ongoing basis to mitigate the exposure of the Group to bad debts.

At the end of each reporting period, the maximum exposure to credit risk of the Group is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The credit risk concentration profile of the trade and other receivables has been disclosed in Note 11 to the financial statements.

(iv) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument would fluctuate because of changes in foreign exchange rate.

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the functional currencies of the operating entities. Exposure in foreign currency is monitored on an ongoing basis and the Group endeavours to keep the net exposure at an acceptable level.

The foreign currency profile and sensitivity analysis have been disclosed in Notes 11, 12, 14 and 19 to the financial statements.

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31. ADOPTION OF MFRSs AND AMENDMENTS TO MFRSs**31.1 New MFRSs adopted during the financial year**

The Group and the Company adopted the following Standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board (“MASB”) during the financial year:

Title	Effective Date
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>Disclosure of Accounting Policies</i>	1 January 2023
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
Amendments to MFRS 112 <i>International Tax Reform – Pillar Two Model Rules</i>	Refer paragraph 98M of MFRS 112

Adoption of the above Standards and Amendments did not have any material effect on the financial performance or position of the Group and the Company.

31.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2024

The following are Standards of the MFRS Framework that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been early adopted by the Group and the Company:

Title	Effective Date
Amendments to MFRS 16 <i>Lease Liability in a sale and leaseback</i>	1 January 2024
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to MFRS 101 <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to MFRS 107 and MFRS 7 <i>Supplier Finance Arrangements</i>	1 January 2024
Amendments to MFRS 121 <i>Lack of Exchangeability</i>	1 January 2025
Amendments to MFRS 10 and MFRS 128 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred

The Group and the Company are in the process of assessing the impact of implementing these Standards, since the effects would only be observable for the future financial years.

32. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

- (a) On 5 January 2023, Mr D.I.Y. Management Two Sdn. Bhd., a wholly-owned subsidiary of the Company, entered into Sale and Purchase Agreements with Y5 Development Sdn. Bhd. and U & Location Sdn. Bhd., which are companies in which a Director has financial interests, to purchase 80 units of foreign workers quarters under the PAPA project for total purchase consideration of RM13.2 million for the purpose of accommodation for foreign workers. The above acquisition has yet to be completed as at the date of this report.
- (b) On 5 February 2024, Gula Lima Sdn. Bhd., a wholly-owned subsidiary of the Company, completed a further acquisition by acquiring for additional 500,000 ordinary shares in FDP at an acquisition price of RM11,200,000. Accordingly, the Group’s equity interests in FDP increased from 20% to 30%.

LIST OF PROPERTIES

No.	Address	Description / Existing use	Approx. Land Area / Built-up area (square feet)	Date of Acquisition (A) / Revaluation (R)	Tenure / Date of Expiry of Lease	Net Book Value (RM million)	Age of building
1.	HS(M) 20699 - 20700 PT 56540 - 56541 Town of Ceras, Batu 12, Jalan Sungai Besi-Cheras, District of Hulu Langat, State of Selangor. / Lot 1851A and 1851B, Jalan KPB 6, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor.	Warehouse and office comprising two adjoining units of individually-designed one and a half storey semi-detached factories	85,000 / 66,000	14.09.2022 (R)	Freehold	10.7	11 years
2.	HSM 22403 – HSM 22404, PT 59992 – PT59993, Town of Ceras, Batu 12, Jalan Sungai Besi-Cheras, District of Hulu Langat, State of Selangor. / Lot. 1907, Jalan KPB 11, Kawasan Perindustrian Kg. Baru Balakong, 43300 Seri Kembangan, Selangor.	Warehouse and office comprising two adjoining units of semi-detached buildings with basement parking, four storeys of office building and four storeys of the back area allocated for warehousing use	74,000 / 211,000	30.07.2020 (R)	Freehold	42.5	3 years
3.	HSM 22488 – HSM 22489, PT 60162 – PT 60163, Mukim of Ceras, Batu 13, Jalan Ceras, District of Hulu Langat, State of Selangor. / Lot 2279, Jalan KPB 12B, Kawasan Perindustrian Balakong, 43300 Seri Kembangan, Selangor.	CPC issued, CCC in progress PT60162 – Four storey Warehouse PT60163 – Single storey warehouse with three storey office building	PT60162 – 126,846/ 284,783 PT60163 – 134,992/ 86,929	PT60163 – 22.01.2023 (R)	Freehold	128.9	< 1 year
4.	Geran Mukim 391, Lot 1836, Mukim Ceras, Daerah Hulu Langat Selangor. / Lot 1836, Jalan KPB 6, Kawasan Perindustrian Balakong, Kg Baru Balakong, 43300 Seri Kembangan, Selangor.	Industrial land with double story factory erected	80,300 / 33,180	05.08.2020 (A)	Freehold	21.0	12 years
5.	HS (D) 172069, PT59504, Pekan Ceras, Daerah Ulu Langat, Negeri Selangor.	Industrial land	85,340	14.09.2020 (A)	Leasehold 11.09.2114	12.7	N/A

LIST OF PROPERTIES

No.	Address	Description / Existing use	Approx. Land Area / Built-up area (square feet)	Date of Acquisition (A) / Revaluation (R)	Tenure / Date of Expiry of Lease	Net Book Value (RM million)	Age of building
6.	Geran 252099, Lot 4285, Pekan Cheras, Daerah Ulu Langat, Negeri Selangor. / No. 29, Jalan Kesuma, Taman Bukit Belimbing, 43300 Seri Kembangan, Selangor.	Double storey terrace house	1,076	16.01.2021 (R)	Freehold	0.3	15 years
7.	PN 36695, Lot 56249, Mukim and District Kuala Lumpur, Wilayah Persekutuan KL. / No. 32, Jalan Sri Permaisuri 9, Bandar Sri Permaisuri, Cheras, 56000 Kuala Lumpur.	Three storey shop office	1,539	06.09.2022 (R)	Leasehold 06.08.2102	2.3	19 years
8.	PN 36696, Lot 56250, Mukim Kuala Lumpur, District Kuala Lumpur, Wilayah Persekutuan KL. / No. 34, Jalan Sri Permaisuri 9, Bandar Sri Permaisuri, Cheras, 56000 Kuala Lumpur.	Three storey shop office	1,539	06.09.2022 (R)	Leasehold 06.08.2102	2.3	19 years
9.	PN 36697, Lot 56251, Mukim and District Kuala Lumpur, Wilayah Persekutuan KL. / No. 36, Jalan Sri Permaisuri 9, Bandar Sri Permaisuri, Cheras, 56000 Kuala Lumpur.	Three storey shop office	1,539	06.09.2022 (R)	Leasehold 06.08.2102	2.3	19 years
10.	HS (M) 23143, PT60808, Mukim Ceras, Daerah Hulu Langat, Negeri Selangor.	Industrial land	171,300	01.04.2022 (A)	Freehold	25.0	N/A

ANALYSIS OF SHAREHOLDINGS

AS AT 29 MARCH 2024

Total number of issued shares : 9,447,658,092
 Class of shares : Ordinary Shares
 Voting Rights : One (1) vote for each ordinary share held

DISTRIBUTION OF SHAREHOLDINGS

(as per Records of Depositors)

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	670	4.87	24,376	*
100 – 1,000	3,866	28.10	1,791,144	0.02
1,001 – 10,000	6,676	48.53	26,065,086	0.28
10,001 – 100,000	1,749	12.71	53,019,779	0.56
100,001 to less than 5% of issued shares	795	5.78	4,866,757,707	51.51
5% and above of issued shares	1	0.01	4,500,000,000	47.63
Total	13,757	100.00	9,447,658,092	100.00

Notes:

* Negligible

PUBLIC SHAREHOLDING SPREAD

Public shareholding spread is 38.16% pursuant to the definition under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

(as per Register of Substantial Shareholders)

Name of Substantial Shareholder	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Bee Family Limited	4,809,544,150	50.91	-	-
Employees Provident Fund Board	535,383,750	5.67	-	-
Yeh Family (PTC) Ltd.	-	-	4,809,544,150 ⁽¹⁾	50.91
WEI Future Capital (PTC) Ltd.	-	-	4,809,544,150 ⁽¹⁾	50.91
Managecorp Limited	-	-	4,809,544,150 ⁽²⁾	50.91
Tan Yu Yeh	67,155,750	0.71	4,809,544,150 ⁽³⁾	50.91
Tan Yu Wei	17,786,250	0.19	4,809,544,150 ⁽⁴⁾	50.91

Notes:

⁽¹⁾ Deemed interested by virtue of its interest in Bee Family Limited, applying Section 8(4) of the Companies Act 2016 ("the Act").

⁽²⁾ Deemed interested by virtue of its interest in Bee Family Limited, through its shareholdings held in Yeh Family (PTC) Ltd. and WEI Future Capital (PTC) Ltd. Managecorp Limited is acting in its capacity as trustee for a trust settled by Tan Yu Yeh and Tan Yu Wei in respect of Yeh Family (PTC) Ltd. and WEI Future Capital (PTC) Ltd., respectively, in each case, applying Section 8(4) of the Act.

⁽³⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his interest in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽⁴⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his interest in WEI Future Capital (PTC) Ltd., applying Section 8(4) of the Act.

ANALYSIS OF SHAREHOLDINGS AS AT 29 MARCH 2024

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DIRECTORS' SHAREHOLDINGS

(as per Register of Directors' Shareholding)

Name of Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Dato' Azlam Shah bin Alias	750,000	0.01	-	-
Tan Yu Yeh	67,155,750	0.71	4,809,544,150 ⁽¹⁾	50.91
Ong Chu Jin Adrian	57,521,909	0.61	-	-
Ng Ing Peng	330,000	*	-	-
Leng Choo Yin	467,500	*	150,000 ⁽²⁾	*
Dato' Hamidah binti Naziadin	100,000	*	-	-

Notes:

⁽¹⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his interest in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽²⁾ Deemed interested by virtue of the shares held by her spouse, applying Section 59(11)(c) of the Act.

* Negligible

DIRECTORS' INTEREST IN RELATED CORPORATIONS

Yeh Family (PTC) Ltd. – ultimate holding company

Name of Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Yu Yeh	-	-	1,000 ⁽¹⁾	100

Bee Family Limited – holding company

Name of Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Yu Yeh	-	-	54,237 ⁽²⁾	54.24

Mr D.I.Y. Management Sdn. Bhd. – subsidiary company⁽³⁾

Name of Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Yu Yeh	446,000	4.46	-	-

Notes:

⁽¹⁾ Deemed interested by virtue of his interest in Yeh Family (PTC) Ltd., through Managecorp Limited acting in its capacity as trustee for a trust settled by him in respect of Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽²⁾ Deemed interested by virtue of his interest in Yeh Family (PTC) Ltd., applying Section 8(4) of the Act.

⁽³⁾ Mr D.I.Y. Management Sdn. Bhd. ("MDM") is a 95% owned subsidiary of the Company and the remaining 5% equity interests is held by individual shareholders (including Tan Yu Yeh), all of whom have waived all the present and future rights, title, interest in and to all dividends declared, distributed or paid by MDM.

DIRECTORS' INTEREST IN OPTIONS OVER ORDINARY SHARES

Name of Director	No. of Options Granted under Employees' Share Option Scheme ("ESOS")	No. of Options Exercised since the implementation of ESOS
Tan Yu Yeh	2,475,000	1,856,250
Ong Chu Jin Adrian	1,245,000	933,750

SHAREHOLDINGS OF KEY SENIOR MANAGEMENT

Name of Key Senior Management	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Tan Yu Wei	17,786,250	0.19	4,809,544,150 ⁽¹⁾	50.91
Gan Sau Liang	885,000	0.01	22,200 ⁽²⁾	*
Lim Chen Hwee	230,000	*	-	-
Soo Sze Yang	-	-	-	-
Hoe Lye Peng	138,500	*	-	-
Lau Boon Teck	-	-	-	-

Notes:

⁽¹⁾ Deemed interested by virtue of his interest in Bee Family Limited, through his interest in WEI Future Capital (PTC) Ltd., applying Section 8(4) of the Act.

⁽²⁾ Deemed interested by virtue of the shares held by his spouse, applying Section 59(11)(c) of the Act.

* Negligible

KEY SENIOR MANAGEMENT INTEREST IN OPTIONS OVER ORDINARY SHARES

Name of Key Senior Management	No. of Options Granted under ESOS	No. of Options Exercised since the implementation of ESOS
Tan Yu Wei	2,115,000	1,586,250
Gan Sau Liang	363,000	265,500
Lim Chen Hwee	935,000	270,000
Soo Sze Yang	-	-
Hoe Lye Peng	1,010,000	300,000
Lau Boon Teck	1,020,000	210,000

ANALYSIS OF SHAREHOLDINGS AS AT 29 MARCH 2024

LIST OF THIRTY (30) LARGEST SHAREHOLDERS

No.	Name of Shareholders	No. of Shares	%
1.	Cartaban Nominees (Asing) Sdn. Bhd. <i>Exempt An For Standard Chartered Bank Singapore Branch (SG PVB CL AC)</i>	4,500,000,000	47.63
2.	Tan Yew Teik	370,799,647	3.92
3.	Citigroup Nominees (Tempatan) Sdn. Bhd. <i>Employees Provident Fund Board</i>	291,828,425	3.09
4.	Citigroup Nominees (Asing) Sdn. Bhd. <i>UBS AG Singapore For Bee Family Limited</i>	287,844,150	3.05
5.	Amanahraya Trustees Berhad <i>Amanah Saham Bumiputera</i>	230,000,000	2.43
6.	Tan Gaik Hoon	217,967,071	2.31
7.	Gan Choon Leng	197,320,321	2.09
8.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. <i>Exempt An For CGS International Securities Singapore Pte. Ltd. (Retail Clients)</i>	165,503,164	1.75
9.	Chong Swee Lee	164,573,314	1.74
10.	Citigroup Nominees (Tempatan) Sdn. Bhd. <i>Employees Provident Fund Board (Islamic)</i>	124,917,775	1.32
11.	Tan Lee Lee	84,094,080	0.89
12.	Tan Lee Ling	83,805,000	0.89
13.	Cimsec Nominees (Tempatan) Sdn. Bhd. <i>CIMB For Tan Yew Hock (PB)</i>	82,916,464	0.88
14.	Cartaban Nominees (Asing) Sdn. Bhd. <i>Exempt An For State Street Bank & Trust Company (West CLT OD67)</i>	76,794,500	0.81
15.	Permodalan Nasional Berhad	73,557,300	0.78
16.	Tan Yu Yeh	67,155,750	0.71
17.	Citigroup Nominees (Asing) Sdn. Bhd. <i>CB Spore GW For Government of Singapore (GIC C)</i>	61,654,250	0.65
18.	Tan Yew Hock	54,700,000	0.58
19.	CIMB Group Nominees (Asing) Sdn. Bhd. <i>Exempt An For DBS Bank LTD (SFS)</i>	54,605,612	0.58
20.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. <i>Pledged Securities Account For Toh Lay Fan (Penang-CL)</i>	52,487,776	0.56
21.	HSBC Nominees (Asing) Sdn. Bhd. <i>JPMCB NA For Vanguard Total International Stock Index Fund</i>	50,890,600	0.54
22.	HSBC Nominees (Asing) Sdn. Bhd. <i>JPMCB NA For Vanguard Emerging Markets Stock Index Fund</i>	48,791,950	0.52
23.	Lembaga Tabung Haji	47,312,200	0.50
24.	Citigroup Nominees (Tempatan) Sdn. Bhd. <i>Urusharta Jamaah Sdn. Bhd. (2)</i>	44,439,399	0.47
25.	Citigroup Nominees (Asing) Sdn. Bhd. <i>Exempt An For Citibank New York (Norges Bank 19)</i>	42,666,400	0.45
26.	HSBC Nominees (Asing) Sdn. Bhd. <i>HSBC BK Plc for PUTM Bothwell Emerging Markets Equity Fund</i>	36,817,900	0.39
27.	Cartaban Nominees (Tempatan) Sdn. Bhd. <i>PBTB For Takafulink Dana Ekuiti</i>	36,095,800	0.38
28.	Maybank Nominees (Tempatan) Sdn Bhd <i>Maybank Private Wealth Management For Ong Chu Jin Adrian (PW-M01218)</i>	35,863,159	0.38
29.	Amanahraya Trustees Berhad <i>Public Ittikal Sequel Fund</i>	35,641,900	0.38
30.	HSBC Nominees (Asing) Sdn. Bhd. <i>JPMCB NA For JPMorgan Asean Fund (BK Eastasia TST)</i>	30,556,800	0.32

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of MR D.I.Y. GROUP (M) BERHAD will be conducted virtually through live streaming from the Broadcast Venue at VE Hotel & Residence Kuala Lumpur, Achieve Room, Level M3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and via online meeting platform on the TIIH Online website at <https://tiih.online> on Wednesday, 5 June 2024 at 2.00 p.m. for the purpose of considering and if thought fit, to pass the following resolutions, with or without modifications:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
2. To re-elect the following Directors who retire by rotation in accordance with Clause 130 of the Company's Constitution and being eligible, offer themselves for re-election:-
 - (i) Tan Yu Yeh Resolution 1
 - (ii) Leng Choo Yin Resolution 2
 (Please refer to Explanatory Note 2)
3. To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors for an amount up to RM700,000 for the period from 1 July 2024 until the next Annual General Meeting to be held in 2025. Resolution 3
(Please refer to Explanatory Note 3)
4. To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration. Resolution 4
(Please refer to Explanatory Note 4)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

5. **ORDINARY RESOLUTION**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING IN NATURE

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("the Group") to enter into the following recurrent related party transactions as set out in Section 2.5 of the Circular to Shareholders dated 26 April 2024, which are of revenue and/or trading in nature, and are necessary for the Group's day-to-day operations, undertaken in the ordinary course of business at arm's length basis and on normal commercial terms, which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company:-

 - (i) Provision of procurement services, financial reporting services, consultancy services and ad-hoc services by the Group to Mr. D.I.Y. International Holding Ltd. ("MDIH") and its subsidiaries, associated companies and corporations controlled by MDIH. Resolution 5
 - (ii) Sale of goods by Mr. D.I.Y. Trading Sdn. Bhd., a wholly owned subsidiary of the Company, to Mr D.I.Y. Trading (Singapore) Pte. Ltd. for the purpose of its retail operations in Singapore. Resolution 6

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (ii) the expiration of the period within which the AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) the resolution is revoked or varied by a resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(Please refer to Explanatory Note 5)

NOTICE OF ANNUAL GENERAL MEETING

6. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By order of the Board

WONG MUN SIN
(MAICSA 7025509)
(SSM PC No. 202008000876)
 Company Secretary

Dated : 26 April 2024
 Selangor Darul Ehsan

NOTES:

1. The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act 2016 ("Act") together with essential individuals in accordance with Note 1.2 of the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. Shareholders/proxy(ies) will not be allowed to attend the 13th Annual General Meeting ("AGM") in person at the Broadcast Venue.

Shareholders/proxy(ies) are to attend, speak (including posing questions via real time submission of typed texts or prior to the AGM) and vote (collectively, "participate") remotely at the 13th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details and notes below in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 28 May 2024. Only members whose names appear on this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint proxy/proxies to attend and vote on his/her behalf via RPV.
3. A member, including an Authorised Nominee, may appoint not more than two (2) proxies to attend and vote instead of the member or Authorised Nominee at the meeting on the same occasion.

An Exempt Authorised Nominee (which holds ordinary shares in the Company for the Omnibus Account) may appoint one or more proxies to attend on the same occasion. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint in respect of each Omnibus Account the Exempt Authorised Nominee holds.

Where a member, an Authorised Nominee or an Exempt Authorised Nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.

4. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at a meeting.
5. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 13th AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details.
6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Share Registrar of the Company **not later than Tuesday, 4 June 2024 at 2.00 p.m.:**

(i) In hard copy form

The hardcopy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor, via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online website.

7. The lodging of a completed Proxy Form does not preclude a member from participating and voting at the AGM. Should you subsequently decide to participate at the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at is.enquiry@my.tricorglobal.com, **not later than Monday, 3 June 2024 at 2.00 p.m.**
8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
9. The resolutions set out in the Notice of 13th AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

EXPLANATORY NOTES

- (1) *Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon*

The audited financial statements are laid at the AGM in accordance with Section 340(1)(a) of the Act for discussion only and no shareholders’ approval is required. Hence, they will not be put for voting.

- (2) *Resolutions 1 to 2: Re-election of Directors*

Clause 130 of the Constitution of the Company provides that at each AGM, one-third of the Directors are subject to retirement by rotation such that each Director shall retire from office once in every three (3) years. The Directors who retire from office shall be eligible for re-election. Hence, 2 out of 6 Directors of the Company are to retire and shall be eligible for re-election at the 13th AGM.

Tan Yu Yeh and Leng Choo Yin are retiring and being eligible, have offered themselves for re-election at the 13th AGM. Both the retiring Directors will abstain from deliberation and voting on the resolution in respect of his/her re-election at the AGM.

Based on the results of the annual Board Effectiveness Evaluation (“BEE”) conducted on the retiring Directors, the Nomination and Remuneration Committee (“NRC”) and the Board (save for the retiring Directors) collectively agreed that both the retiring Directors had met the qualification of directors vis-à-vis character, experience, integrity, competence and time committed as prescribed in Chapter 2.20A of the MMLR of Bursa Securities and possess the relevant qualities to effectively discharge their respective roles as Directors.

As part of the BEE, both the retiring Directors had also undertaken and satisfied the fit and proper assessment pursuant to the Fit & Proper Policy adopted, via self-declaration and peer assessment. Leng Choo Yin, being the Independent Director, has also met the independence criteria as prescribed in the MMLR of Bursa Securities and remained independent in exercising her judgment and in carrying out her duties as Independent Director.

The NRC and the Board have affirmed and endorsed the re-election of both the retiring Directors for recommendation to the shareholders of the Company for approval as the Board believes that the Company is able to leverage on the expertise and experience of the retiring Directors as follows:-

Retiring Directors subject to re-election	Justifications
Tan Yu Yeh	<p>He is the founder of the business and has been supporting the growth of the Group’s business since 2005 as a Director, shareholder and adviser. He has been leading the Management of the Group since 2014.</p> <p>He is responsible for various operational aspects of the business and setting the overall Group business strategy and direction.</p>
Leng Choo Yin	<p>She holds a Bachelor of Arts Degree (Hons) and possesses qualifications in chartered financial planning, trust and estate planning, and investment-link life insurance.</p> <p>She has over 25 years of experiences in financial management and private banking. In a directorship role, she brings to the Company, a wealth of management experience, corporate network and financial investment discipline.</p> <p>She also has added responsibilities as the Chairman of the NRC and a member of the Audit and Risk Management Committee (“ARMC”) of the Company.</p>

NOTICE OF ANNUAL GENERAL MEETING

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(3) *Resolution 3 – Directors’ Fees and Benefits*

Pursuant to Section 230(1) of the Act, Paragraph 7.24 of the MMLR of Bursa Securities and Clause 112 of the Constitution of the Company, any fees and benefits payable to the directors shall be approved at a general meeting.

The amount of Directors’ fees and benefits payable to the Non-Executive Directors (“NEDs”) of the Company as members of the Board and Board Committees of the Company is based on the remuneration framework as set out on page 42 of the Corporate Governance Overview Statement of this 2023 Annual Report.

In determining the estimated total amount of Directors’ fees and benefits payable to the NEDs of an amount up to RM700,000 from 1 July 2024 until the next AGM in June 2025 to seek approval from the shareholders, the Board has considered the above remuneration framework including the number of scheduled and non-scheduled meetings of Board, Board Committees and general meetings, the possibility of appointment of a NED on the Board and Board Committee, and a provisional sum as contingency for other allowances associated to and to facilitate the NEDs in discharging their duties as Directors. The proposed amount to seek approval at this AGM remains the same as the amount approved by shareholders at the last AGM in 2023.

The proposed Resolution 3, if passed, will authorise the Company to pay the Directors’ fees and benefits to NEDs on a monthly basis in arrears and/or as and when incurred, since the NEDs have discharged their responsibilities and rendered their services to the Company throughout the period.

(4) *Resolution 4 – Re-appointment of Auditors*

The Board, through the ARMC, had conducted an assessment on the suitability, objectivity and independence of BDO PLT in respect of the financial year ended 31 December 2023. The Board was satisfied with the performance of BDO PLT and recommended the re-appointment of BDO PLT as Auditors of the Company to hold office until the conclusion of the next AGM in 2025 in accordance with Section 271 of the Act.

(5) *Resolutions 5 to 6 – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading in Nature (“Proposed RRPTs”)*

The Proposed RRPTs, if approved, will allow the Group to enter into recurrent related party transactions of a revenue or trading in nature with its related parties as set out in Section 2.5 of the Circular to Shareholders dated 26 April 2024 in accordance with the MMLR of Bursa Securities without the necessity to convene separate general meetings to seek shareholders’ approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. For further details, please refer to the Circular to Shareholders dated 26 April 2024, which is circulated together with the Annual Report 2023.

STATEMENT ACCOMPANYING NOTICE OF 13TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DIRECTOR SEEKING FOR ELECTION AT 13TH ANNUAL GENERAL MEETING

No director seeks for election at 13th Annual General Meeting.

ADMINISTRATIVE DETAILS

THIRTEENTH ANNUAL GENERAL MEETING OF MR D.I.Y. GROUP (M) BERHAD

Date	Time	Online Meeting Platform
Wednesday, 5 June 2024	2.00 p.m.	TIIH Online website at https://tiih.online with Remote Participation and Voting facilities

Broadcast Venue

VE Hotel & Residence Kuala Lumpur, Achieve Room, Level M3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

MODE OF MEETING

The 13th Annual General Meeting (“AGM”) of the Company will be conducted virtually through live streaming from the Broadcast Venue and via online meeting platform on the **TIIH Online website** at <https://tiih.online> as authorised by the Constitution of the Company and in line with the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“SC Guidance”) on 7 April 2022 and Principle C of the Malaysian Code on Corporate Governance 2021, which encourages companies to continue leveraging technology in conducting general meeting to facilitate remote shareholders participation.

The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Company Act 2016 together with essential individuals in accordance with Note 1.2 of the SC’s Guidance. Shareholders/proxies/corporate representatives are only allowed to participate and vote at the 13th AGM remotely via live streaming and online voting using RPV facilities via **TIIH Online website** at <https://tiih.online>.

GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only shareholders whose names appear on the ROD as at 28 May 2024 shall be entitled to attend, speak and vote at the 13th AGM or appoint proxies to attend and/or vote on his/her behalf.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (including posing questions via real time submission of typed texts or prior to the 13th AGM) and vote (collectively, “participate”) remotely at the 13th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online website** at <https://tiih.online>.

PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys are to follow the requirements and procedures to participate in the 13th AGM remotely using RPV as set out below:-

Procedures	Action
BEFORE THE DAY OF AGM	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.

ADMINISTRATIVE DETAILS

Procedures	Action
BEFORE THE DAY OF AGM	
(b) Register to participate remotely	<ul style="list-style-type: none"> • Registration is open from 10.00 a.m. Friday, 26 April 2024 until such time before the voting session ends of the 13th AGM on Wednesday, 5 June 2024. • Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 13th AGM to ascertain their eligibility to participate in the 13th AGM using the RPV based on the General Meeting ROD as at 28 May 2024. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) MDGM 13TH AGM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select “Register for Remote Participation and Voting”. • Review your registration and proceed to register. • TIIH system will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting RODs as at 28 May 2024, the system will send you an e-mail by 4 June 2024 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for the approval of new user of TIIH Online as well as the registration for RPV in order that you can login to TIIH Online and participate in the 13th AGM remotely).</i></p>
ON THE DAY OF THE AGM (5 June 2024)	
(c) Login to TIIH Online	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the 13th AGM at any time from 1.00 p.m. i.e. 1 hour before the commencement of the 13th AGM on Wednesday, 5 June 2024 at 2.00 p.m.
(d) Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAM MEETING) MDGM 13TH AGM” to engage in the proceedings of the 13th AGM remotely. <p>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to questions submitted by remote participants during the 13th AGM.</p>
(e) Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 2.00 p.m. on Wednesday, 5 June 2024 until a time when the Chairman announces the end of the voting session of the 13th AGM. • Select the corporate event: “(REMOTE VOTING) MDGM 13TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f) End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the 13th AGM, the Live Streaming will end.

Note to users of the RPV:

1. Should your application to join the 13th AGM be approved, we will make available to you the rights to join the live streamed 13th AGM and to vote remotely. Your login to **TIIH Online** on the day of the 13th AGM will indicate your attendance/presence at the virtual 13th AGM.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed of the 13th AGM or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY

- If you are unable to attend the 13th AGM via RPV on 5 June 2024, you may appoint not more than two (2) proxies to attend and vote at the 13th AGM via RPV. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint for each Omnibus Account.

- Kindly submit the duly executed proxy forms in a hard copy form or by electronic means in the following manner and must be received by the Share Registrar of the Company, Tricor, **not later than Tuesday, 4 June 2024 at 2.00 p.m.:-**
 - The hard copy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - The proxy form can be electronically lodged with Tricor via TIIH Online at <https://tiih.online>. Kindly refer to the procedure for Electronic Lodgement of Proxy Form, item (i) & (ii) below.
- Representatives of corporate shareholders (corporate representatives) or Attorneys appointed by power of attorney must deposit their original certificate of appointment of corporate representative/power of attorney to Tricor **not later than Tuesday, 4 June 2024 at 2.00 p.m.** to participate via RPV in the 13th AGM.

Shareholders who have appointed a proxy or attorney or corporate representative to participate at the 13th AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge proxy form electronically via Tricor's **TIIH Online website** are summarised below:

Procedures	Action
i. Steps for Individual Shareholders	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"> You should have registered as user with TIIH Online under Procedures for RPV, item (a) above.
(b) Proceed with submission of Proxy Form	<ul style="list-style-type: none"> Go to https://tiih.online and login with your user name (i.e. email address) and password. Select the corporate event: "MDGM 13TH AGM - Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(s) appointment. Print proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders	
(c) Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(d) Proceed with submission of Proxy Form	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online. Select the corporate exercise name: "MDGM 13TH AGM: Submission of Proxy Form". Agree to the Terms & Conditions and Declaration. Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxies by inserting the required data. Submit the proxy appointment file. Login to TIIH Online, select corporate exercise name: "MDGM 13TH AGM: Submission of Proxy Form". Proceed to upload the duly completed proxy appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record.

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POLL VOTING

- The voting at the 13th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 13th AGM at 2.00 p.m. but before the end of the voting session, which will be announced by the Chairman of the 13th AGM. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from **TIIH Online website** at <https://tiih.online>.
- Upon completion of the voting session for the 13th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

SUBMISSION OF QUESTIONS FOR THE 13TH AGM

(i) Prior to 13th AGM

Shareholders may submit questions in relation to the agenda items of the 13th AGM prior to the meeting via Tricor's **TIIH Online website** at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically **not later than Monday, 3 June 2024 at 2.00 p.m.** The responses to the relevant questions will be shared at the 13th AGM.

(ii) During the 13th AGM

Shareholders may use the **Query Box** facility to submit questions real time (in the form of typed text) during the 13th AGM. The Board will endeavor to answer the relevant questions at the 13th AGM or by email after the meeting.

RECORDING OR PHOTOGRAPHY

Strictly **no unauthorised recording or photography** of the proceedings of the 13th AGM are allowed.

ANNUAL REPORT AND CIRCULAR TO SHAREHOLDERS

The following documents are available for downloading from our corporate website at www.mrdiy.com or by scanning the QR code:

1. Annual Report 2023
2. Circular to Shareholders
3. Corporate Governance Report 2023
4. Sustainability Report 2023
5. Notice of the 13th AGM
6. Proxy Form
7. Administrative Details



SCAN HERE

In an effort to support green environment, we encourage shareholders to refer to the electronic copy of the abovementioned documents. You may request for a printed copy of the abovementioned documents at <https://tiih.online> by selecting "Request for Annual Report/Circular" under the "Investor Services" or through telephone/e-mail to our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. as given below.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
 Fax Number : +603-2783 9222
 Email : is.enquiry@my.tricorglobal.com
 Contact persons : Mr. Jake Too : +603-2783 9285
 En. Aiman : +603-2783 9262



Always Low Prices

MR D.I.Y. GROUP (M) BERHAD
[Company No. 201001034084 (918007-M)]
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.	No. of Shares Held	Contact No.

I/We* _____
(FULL NAME IN CAPITAL LETTERS)

Company No./NRIC No./Passport No. _____
of _____
(FULL ADDRESS)

being a Member of **MR D.I.Y. GROUP (M) BERHAD** hereby appoint the following person(s) as my/our proxy:-

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

and / or (delete as appropriate)

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

or failing him/her*, the Chairman of the meeting as my/our* proxy to vote for me/us* and on my/our* behalf at the 13th Annual General Meeting ("AGM") of the Company to be conducted virtually through live streaming from the Broadcast Venue at VE Hotel & Residence Kuala Lumpur, Achieve Room, Level M3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and via online meeting platform on the TIH Online website at <https://tiih.online> on Wednesday, 5 June 2024 at 2.00 p.m. and at any adjournment thereof.

No.	Ordinary Resolution	For	Against
1.	To re-elect Tan Yu Yeh as Director of the Company.		
2.	To re-elect Leng Choo Yin as Director of the Company.		
3.	To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors for an amount up to RM700,000 for the period from 1 July 2024 until the next Annual General Meeting to be held in 2025.		
4.	To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration.		
	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading in Nature :-		
5.	i) Provision of procurement services, financial reporting services, consultancy services and ad-hoc services by the Company and/or its subsidiaries to Mr. D.I.Y. International Holding Ltd. ("MDIH") and its subsidiaries, associated companies and corporations controlled by MDIH.		
6.	ii) Sale of goods by Mr. D.I.Y. Trading Sdn. Bhd. to Mr D.I.Y. Trading (Singapore) Pte. Ltd. for its retail operations in Singapore.		

(Please indicate with an "X" in the space provided above how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.)

Signed this _____ day of _____ 2024

Signature of Shareholder(s) or Common Seal

NOTES:

1. The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act 2016 together with essential individuals in accordance with Note 1.2 of the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. Shareholders/proxy(ies) will not be allowed to attend the 13th AGM in person at the Broadcast Venue.

Shareholders/proxy(ies) are to attend, speak (including posing questions via real time submission of typed texts or prior to the AGM) and vote (collectively, "participate") remotely at the 13th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Details and notes below in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 28 May 2024. Only members whose names appear on this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint proxy/proxies to attend and vote on his/her behalf via RPV.
3. A member, including an Authorised Nominee, may appoint not more than two (2) proxies to attend and vote instead of the member or Authorised Nominee at the meeting on the same occasion.

An Exempt Authorised Nominee (which holds ordinary shares in the Company for the Omnibus Account) may appoint one or more proxies to attend on the same occasion. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint in respect of each Omnibus Account the Exempt Authorised Nominee holds.

Where a member, an Authorised Nominee or an Exempt Authorised Nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.

4. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at a meeting.
5. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 13th AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Details.

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Affix Stamp

The Share Registrar

c/o: Tricor Investor & Issuing House Services Sdn. Bhd.

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur, Malaysia

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6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Share Registrar of the Company **not later than Tuesday, 4 June 2024 at 2.00 p.m.:**
 - (i) In hard copy form
The hardcopy proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) By electronic form
The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor, via TIIH Online website at <https://tiah.online>. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online website.
7. The lodging of a completed Proxy Form does not preclude a member from participating and voting at the AGM. Should you subsequently decide to participate at the AGM, please submit a notice of revocation in writing to the Share Registrar of the Company, Tricor, at the above address or via email at is_enquiry@my.tricorglobal.com, **not later than Monday, 3 June 2024 at 2.00 p.m.**
8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
9. The resolutions set out in the Notice of 13th AGM will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 13th AGM and/or any adjournment thereof, a Member of the Company:-

- (a) consents to the processing of the Member's personal data by the Company for:
 - processing and administration of proxies and representatives appointed for the 13th AGM;
 - preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and
 - the Company's compliance with any applicable laws, listing rules, regulations, codes and/or guidelines (collectively, the "Purposes").
- (b) undertakes and warrants that he or she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes.

(Note: the term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act 2010)



MR D.I.Y. GROUP (M) BERHAD

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