NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE FIRST QUARTER ENDED 31 MARCH 2022 PART A: EXPLANATORY NOTES PURSUANT TO MFRS 134

A1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with MFRS 134, "Interim Financial Reporting" issued by the Malaysian Accounting Standards Board ("MASB") and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and Issuers Communication No. 1/2017 – Guidance on Disclosures in Notes to Quarterly Report issued by Bursa Securities. This interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 December 2021.

A2. Adoption of Revised Financial Reporting

The accounting policies and presentation adopted for the interim financial statements are consistent with those adopted for the annual financial statements for the year ended 31 December 2021, except for the adoption of the following Amendments and Annual improvement to Standards that came into effect for periods beginning on or after 1 January 2022:-

Amendments to MFRS 3: Reference to the Conceptual Framework

Amendments to MFRS 116: Property, Plant and Equipment – Proceeds before Intended Use

Amendments to MFRS 137: Onerous Contracts – Cost of Fulfilling a Contract

Annual Improvements to MFRS Standards 2018 – 2020

The initial applications of the above do not have any material financial impacts to the financial statements of the Group.

The following Standards were issued but not yet effective and have not been adopted by the Group:

MFRSs and IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
Amendments to MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 17: Initial Application of MFRS 17 and MFRS 9 Comparative	
Information	1 January 2023
Amendments to MFRS 101: Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101: Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 112: Deferred Tax related to Assets and Liabilities arising	
from a Single Transaction	1 January 2023
Amendments to MFRS 108: Definition of Accounting Estimates	1 January 2023

A3. Auditors' Report on Preceding Annual Financial Statements

The preceding annual financial statements of the Group were reported on without any qualification.

A4. Comments about Seasonal or Cyclical Factors

The business of the Group is not affected by any significant seasonal or cyclical factors.

A5. Changes in Estimates

There was no significant change in estimates of amounts reported in prior financial years which have a material effect in the current quarter and period ended 31 March 2022.

A6. Unusual Items due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flow during the current quarter and period ended 31 March 2022.

A7. Dividend

No dividend was paid during the quarter and period ended 31 March 2022. The proposed dividend payment in the current quarter ended 31 March 2022 is disclosed in Note B12.

A8. Valuation of Property, Plant and Equipment

The Group did not revalue any of its property, plant and equipment for the current quarter and period ended 31 March 2022.

A9. Debt and Equity Securities

There was no issuance, cancellation, repurchase, resale and repayment of debt and equity security during the current quarter and period ended 31 March 2022.

A10. Segmental Information

The Group operates primarily in the semiconductor industry. Geographical segmental information is as follows:

Current Year Year-To-Date 31 March 2022	Asia RM'000	Europe RM'000	USA RM'000	Others RM'000	Group RM'000
Revenue	166,665	50,242	18,358	6,339	241,604
Segment assets	1,313,017	65,631	2,145	-	1,380,793
Capital expenditure	61,485				61,485
Preceding Year Year-To-Date 31 March 2021	Asia RM'000	Europe RM'000	USA RM'000	Others RM'000	Group RM'000
Revenue	144,925	44,802	11,616	4,311	205,654
Segment assets	765,611	49,641	6,265	-	821,517
Capital expenditure	24,829	16			24,845

A11. Changes in the Composition of the Group

There were no changes in the composition of the Group for the current quarter and period ended 31 March 2022.

A12. Capital Commitments

Capital commitments authorised but not provided for in the financial statements are as follows:

	As at 31 March 2022 RM'000	As at 31 December 2021 RM'000
Purchase of property, plant and equipment	101,396	91,059

A13. Changes in Contingent Liabilities or Contingent Assets

There were no contingent liabilities or contingent assets as at 31 March 2022.

A14. Significant Events During the Reporting Period

The significant events during the current quarter and period ended 31 March 2022 are as follows:

D&O proposes to undertake the following multiple proposals and the details are set out in Part B of the Circular, which is circulated together with the Company's 2021 Annual Report, to seek shareholders' mandate in the forthcoming 18th Annual General Meeting:

(a) Proposed establishment of an employees' share option scheme ("ESOS" or "Scheme") of up to 2% of the total number of issued shares of D&O at any point in time during the duration of the Scheme ("Proposed ESOS")

The Proposed ESOS entails the granting of options to subscribe for new ordinary shares in D&O ("D&O Shares" or "Shares") to eligible executive directors and employees of D&O and its subsidiaries ("D&O Group" or "Group") (excluding dormant subsidiaries, if any) who meet the criteria of eligibility for participation in the Proposed ESOS as set out in the by-laws ("Eligible Persons") to subscribe for new D&O Shares ("ESOS Options"). For avoidance of doubt, non-executive directors of the Company are not eligible to participate in the Proposed ESOS.

The maximum number of new D&O Shares, which may be allotted and issued pursuant to the Proposed ESOS shall not exceed in aggregate 2% of the total number of issued shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Proposed ESOS.

(b) Proposed share buy-back of up to 10% of the issued shares of D&O through Bursa Securities in accordance with Section 127 (1) of the Companies Act, 2016 ("Proposed Share Buy-Back")

The Board proposes to seek the authority from the shareholders to purchase up to 10% of its issued shares through stockbroker(s) to be appointed at a later date. The Proposed Share Buy-Back is subject to compliance with Sections 112, 113 and 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

Pursuant to Paragraph 12.07(3) of the Listing Requirements, the approval from the shareholders for the Proposed Share Buy-Back would be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the forthcoming annual general meeting ("AGM") to be convened and shall be valid until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first.

(c) Proposed issuance and allotment of new ordinary shares in wholly-owned subsidiaries of D&O, namely Dominant Electronics Sdn Bhd ("DESB") and Dominant Technologies Sdn Bhd ("DTSB") to Tay Kheng Chiong and Low Tek Beng ("Proposed Allotment of Shares")

The Subsidiaries, namely DESB and DTSB had on 31 March 2022, entered into 2 respective conditional subscription agreements for the issue and allotment of new ordinary shares in the respective Subsidiaries to the following parties:

(i) DESB

Tay Kheng Chiong and Low Tek Beng for the proposed issue and allotment of 583,691 new ordinary shares in DESB at an issue price of RM0.38 per DESB Share; and

A14. Significant Events During the Reporting Period (Cont'd)

- (c) <u>Proposed issuance and allotment of new ordinary shares in wholly-owned subsidiaries of D&O, namely Dominant Electronics Sdn Bhd ("DESB") and Dominant Technologies Sdn Bhd ("DTSB") to Tay Kheng Chiong and Low Tek Beng ("Proposed Allotment of Shares")(Cont'd)</u>
 - (ii) DTSB

Tay Kheng Chiong and Low Tek Beng for the proposed issue and allotment of 841,092 new ordinary shares in DTSB at an issue price of RM0.38 per DTSB Share.

A15. Significant Event After the Reporting Period

There was no significant event subsequent to the end of the financial period reported up to 18 May 2022.

A16. Significant Related Party Transaction

The Group carried out the following significant transactions with related parties during the current quarter and period ended 31 March 2022.

	Current Year Quarter Ended 31 March 2022 RM'000	Preceding Year Quarter Ended 31 March 2021 RM'000
Purchases	64,336	59,052
Rental	59	57

NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE FIRST QUARTER ENDED 31 MARCH 2022 PART B: ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

B1. Operating Segment review

1Q Year-on-Year Earnings Performance Review

	Current Year Quarter Ended 31 March 2022 (RM mil)	Preceding Year Quarter Ended 31 March 2021 (RM mil)	% Change
Revenue			
- Automotive	233.65	202.47	15.4%
- Non-Automotive	7.95	3.18	150.0%
	241.60	205.65	17.5%
Gross Profit	67.43	61.35	9.9%
Gross margin	27.9%	29.8%	
Net other (expense)/ income	(1.81)	(3.38)	-46.4%
Distribution expenses	(2.38)	(2.20)	8.2%
Administrative expenses	(15.23)	(14.02)	8.6%
R&D expenses	(8.16)	(5.55)	47.0%
Finance costs	(0.70)	(0.53)	32.1%
Share of results of Joint Venture	#	#	
PBT	39.15	35.67	9.8%
Income Tax	(5.19)	(5.94)	-12.6%
Net Profit	33.96	29.73	14.2%
# - Amount less than RM10,000			
Significant other (expense)/income items			
Loss on foreign exchange	(0.54)	(1.89)	-71.4%
(Loss)/Gain on derivatives	(0.60)	1.18	-150.8%
ESOS	-	(0.73)	NM
Interest income	1.28	0.11	1,064%
Inventory impairment	(2.08)	(2.05)	1.5%

Group revenue rose 17.5% year-on-year to RM241.6 million, underpinned by a 15.4% growth in Automotive Segment revenue to RM233.7 million. During the current quarter, production was intermittently disrupted by Covid-19 cases amongst our employees which resulted in a decline in overall production efficiency.

Gross profit rose 9.9% to RM67.4 million on the back of higher revenue. Gross profit margin came in lower at 27.9%, compared to 29.8% registered in the same period last year, on lower average capacity utilisation across all manufacturing platforms.

Pre-tax profit grew 9.8% year-on-year to RM39.2 million as higher R&D expenses was largely offset by lower net other expenses [breakdown as provided in the table above].

Net profit rose 14.2% to RM34.0 million as a result of lower effective tax rate on reinvestment allowances in the current quarter.

B1. Operating Segment review (Cont'd)

Changes in key Balance Sheet items during the 3-months period

	As At 31 March 2022 (RM mil)	As At 31 December 2021 (RM mil)	Explanation
Non-Current Assets Property, Plant and Equipment	420.52	372.75	RM61.5 million was spent on capital expenditure to expand production capacity, improve machine efficiencies and quality control and plant automation, partially offset by a RM13.7 million depreciation charge for the period.
Current Assets Inventories	342.42	305.64	Increase was due to higher holding of input materials aimed at lowering supply interruption risks, and an increase in semi-finished goods inventory as a result of intermittent production disruption due to Covid-19 cases amongst employees and strict close contact isolation policy.
Trade Receivables	251.76	224.62	Increase was due to Shanghai lockdown in March 2022 which resulted in customers unable to arrange for payment on time.
Current Liabilities Trade Payables	254.13	244.75	The increase was mainly attributable to an increase in raw material purchases and CAPEX spending to support higher production output.

Cash flow analysis for 3-month period ended 31 March 2022

Before changes in working capital, the Group generated a positive RM56.6 million cash flow from its operations. Including changes in working capital, interest and income tax payments, the Group's cash flow from operating activities turned negative RM13.6 million. During the current quarter, net working capital increased sharply by RM64.4 million mainly as a result of higher receivable and inventories as explained above. A higher net working capital was to support an increasing sales revenue base, lower supply chain disruption risk and the result of momentary delay in trade receivable collection in China due to Covid-19 lockdown in March 2022.

In the same period, the Group spent RM61.5 million on capital expenditure as explained above. The cash outflow from operating and investing activities were partially financed by banking facilities. Consequently, total borrowing increased by RM53.2 million, while total cash reduced by RM21.4 million. Accordingly, net cash position for the Group declined from RM104.3 million on 31 December 2021 to RM29.7 million at 31 March 2022.

B2. Material Changes In The Quarterly Result As Compared To The Result of The Preceding Quarter

	Current Year	Preceding Year	
	Quarter Ended	Quarter Ended	
	31 March 2022	31 December 2021	% Change
	(RM mil)	(RM mil)	
Revenue			
- Automotive	233.65	250.08	-6.6%
- Non-Automotive	7.95	7.60	4.6%
	241.60	257.68	-6.2%
Gross Profit	67.43	76.25	-11.6%
Gross margin	27.9%	29.6%	
Net Other Expense	(1.81)	(3.06)	-40.8%
Distribution expenses	(2.38)	(3.41)	-30.2%
Administrative expenses	(15.23)	(16.16)	-5.8%
R&D expenses	(8.16)	(8.98)	-9.1%
Finance costs	(0.70)	(0.63)	11.1%
Share of results of Joint Venture	#	#	%
PBT	39.15	44.01	-11.0%
Income Tax	(5.19)	(0.91)	470.3%
Net Profit	33.96	43.10	-21.2%
# - Amount less than RM10,000			
Significant other (expense)/income iter	ms		
(Loss)/Gain on foreign exchange	(0.54)	3.20	-116.9%
(Loss)/Gain on derivatives	(0.60)	1.06	-156.6%
Inventory impairment	(2.08)	(6.03)	-65.5%
Interest income	1.28	0.42	204.8%
Unutilised leave	-	(0.51)	NM

Group turnover registered a 6.2% decline quarter-on-quarter to RM241.6 million. Performance in the first quarter is typically affected by a shorter operating period due to the Lunar New Year holidays.

Gross profit declined 11.6% to RM67.4 million on lower revenue and gross margin. Gross margin fell from 29.6% to 27.9% mainly as a result of lower capacity utilisation rate. Pre-tax profit declined 11.0% to RM39.2 million. Net profit after tax fell at a sharper rate of 21.2% to RM34.0 million due to higher effective tax rate.

B3. Commentary on Prospects

While the world's consumer market sentiment is softening due to geopolitical conflict between Ukraine and Russia, lockdown in China and etc, we are still seeing a reasonably strong order trend moving forward and the design-in trend remains in a healthy mode. Barring any unforeseen circumstances, management remains optimistic to deliver year-on-year double digit revenue and earnings growth in the remaining quarters of 2022.

B4. Profit Forecast or Profit Guarantee

The Group did not issue any profit forecast or profit guarantee.

B5. Income Tax Expense

	Current Year Quarter Ended 31 March 2022 RM'000	Preceding Year Quarter Ended 31 March 2021 RM'000
Current tax	2,804	5,781
Deferred tax	2,385	162
	5,189	5,943

The effective tax rate for the current quarter and period ended 31 March 2022 was lower than the Malaysia statutory tax rate of 24% mainly due to capital allowances and reinvestment allowances.

B6. Borrowings

The Group's borrowings are as follows:

	1	As at 31 March 2022					
		Long	term	Short term		Total borrowings	
		Foreign	RM	Foreign RM		Foreign	RM
		denomination RM'000					
	Exchange						
Secured:	rate*						
Term loan							
-USD	4.21	58,159	_	46,983	-	105,142	-
-RM	_	-	22,260		6,181	_	28,441
Revolving credit			,		,		,
-USD	4.21	-	_	29,442	-	29,442	-
-RM	_	-	_		5,000	_	5,000
Bankers acceptances					,		,
-USD	4.21	-	_	64,478	-	64,478	_
		58,159	22,260	140,903	11,181	199,062	33,441
Sub-total			80,419	ĺ	152,084		232,503

		As at 31 December 2021						
		Long	term	Short	Short term		Total borrowings	
		Foreign denomination RM'000	RM denomination RM'000	Foreign denomination RM'000	RM denomination RM'000	Foreign denomination RM'000	RM denomination RM'000	
	Exchange							
Secured:	rate*							
Term loan								
-USD	4.17	49,708	_	38,302	-	88,010	-	
-RM	-	-	11,331	-	4,970	-	16,301	
Revolving credit								
-USD	4.17	-	-	13,745	-	13,745	-	
-RM	-	-	-	-	5,000	-	5,000	
Bankers acceptances								
-USD	4.17		-	55,987	-	55,987	-	
		49,708	11,331	108,034	9,970	157,742	21,301	
Sub-total		·	61,039		118,004		179,043	

^{*}The foreign exchange rate used is expressed on the basis of one unit of foreign currency to Ringgit Malaysia equivalent for the translation of the foreign currency balances at the end of the reporting period.

B7. Earnings per Share

1. <u>Basic</u>

Continuing operations Profit after taxation (RM'000) 33,963 Non-controlling interests (RM'000) (3,464)	29,735
	29 735
Non-controlling interests (RM'000) (3,464)	27,733
	(3,230)
Profit attributable to Owners of the Company (RM'000) 30,499	26,505
Effect of new ordinary shares issued under ESOS ('000)	,153,943
Weighted average number of ordinary shares for the period ('000) 1,237,142 1	,164,189
Basic earnings per share (sen) 2.47	2.28
Quarter Year C Ended Er 31 March 31 M	eding Quarter ided Aarch 021
Profit attributable to Owners of the Company (RM'000) (as above) 30,499	26,505
Weighted average number of ordinary shares for the period ('000) (as above) Weighted average number of shares deemed to have been issued under ESOS at no consideration ('000) Weighted average number of shares deemed to have been issued under ICPS at no consideration	164,189 16,815
occi issued under ict s at no consideration	377,074
(*000) 377.074	
Weighted average number of ordinary shares for	558,078

B8. Detailed Disclosure for Statement of Comprehensive Income

	Current Year Quarter Ended 31 March 2022 RM'000	Preceding Year Quarter Ended 31 March 2021 RM'000
After crediting:		
Interest income	1,276	113
After debiting:		
Amortisation of intangible assets	308	296
Depreciation	13,704	10,833
Depreciation on right-of-use assets	331	272
Interest expense	600	422
Interest expense on lease liabilities	15	20
Inventories written down	2,075	2,049
Property, plant and equipment written off	-	6
Loss on foreign exchange	543	1,891
Fair value loss/(gain) on derivatives	604	(1,180)

The company and the group do not have the following items for the respective period:

- a) gain or loss on disposal of quoted investments; and
- b) gain or loss on marketable securities

B9. Derivatives

As at 31 March 2022, the contract amount, fair value and maturity tenor of the outstanding forward foreign currency contracts are as follows:

	As At 31 March 2022		
	Contract/	Fair Value of the	
	Nominal Amount	Statement of	
		Financial Position	
		Asset/(Liability)	
	RM'000	RM'000	
Forward Foreign Currency Contracts – Less than 1 year	81,375	298	

The Group entered into forward foreign currency contracts to hedge against its future receipt of trade receivable denominated in RMB and the US Dollar. The settlement dates of the outstanding forward foreign currency contracts at the end of the reporting period range between 1 and 10 months.

There is no significant change in the credit risk, market risk and liquidity risk associated with the derivatives, the cash requirements of the derivatives and the risk management objectives and policies on financial derivatives since the previous financial year ended 31 December 2021.

B10. Corporate Proposals

There was no corporate proposal announced before the end of period but not completed as at 18 May 2022, the latest practicable date which is not earlier than 7 days from the date of issue of these financial statements except as those mentioned in Note A14.

B11. Status of Utilisation of Proceeds

The Company received proceeds from the Private Placement of RM216,370,000 from the issuance of 38,500,000 D&O Shares at the issue price of RM5.62 per Placement Shares. The proceeds have been utilised in the following manner as at 31 March 2022:

Details	Proposed Utilisation RM'000	Proposed Utilisation (Revised) RM'000 (Note 1)	Actual Utilisation RM'000	Unutilised Proceeds RM'000	Intended timeframe of utilisation from the listing date of the Placement Shares (1.12.2021)
1. Capital expenditure	202,985	214,008	-	214,008	Within 4 years
2. Estimated expenses relating to the Proposed Private Placement	2,220	2,362	2,362	-	
1 iaccincit	205,205	216,370	2,362	214,008	

(Note 1)

Revised following the actual receipt of proceeds of RM216,370,000

Pending utilisation, the funds have been placed in interest bearing fixed deposit accounts with licensed financial institution.

B12. Dividend

(a) Ordinary Share

The Board of Directors proposes a first interim dividend of 0.78 sen per ordinary share for the financial year ending 31 December 2022. The entitlement and payment dates of the proposed dividend are 15 June 2022 and 30 June 2022 respectively. The proposed dividend has not been included as a liability in these financial statements.

(b) Irredeemable Convertible Preference Shares ("ICPS")

The Board of Directors proposes a first interim dividend of 0.78 sen per ICPS share for the financial year ending 31 December 2022, based on the terms of the ICPS. The entitlement and payment dates of the proposed dividend are 15 June 2022 and 30 June 2022 respectively. The proposed dividend has not been included as a liability in these financial statements.

(c) Total dividend declared

The total dividend declared to-date for the current financial year is 0.78 sen (31 March 2021: 0.75 sen) per ordinary share and 0.78 sen (31 March 2021: 0.75 sen) per ICPS.

B13. Material Litigation

The Group is not involved in any material litigation as at the date of this report.

B14. Authorisation for Issue

The Board of Directors of D&O approved this interim financial report announcement to the Bursa Securities at the Board meeting held on 24 May 2022.