



ANNUAL REPORT 2024



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Huang Junli, Christopher,  
*Chairman*  
Seow Jun Hao David  
Poh Kai Ren, Daniel  
Tan Tong Loong Royston

## REGISTERED OFFICE

8 Tuas Drive 1  
Singapore 638675  
Tel : (65) 6578 7338  
Website: [www.fuyucorp.com](http://www.fuyucorp.com)

## EXECUTIVE DIRECTOR

Seow Jun Hao David

## SHARE REGISTRAR

Boardroom Corporate &  
Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07, Keppel Bay Tower  
Singapore 098632

## NON-EXECUTIVE DIRECTORS

Huang Junli, Christopher  
Poh Kai Ren, Daniel  
Tan Tong Loong Royston

## EXTERNAL AUDITORS

Baker Tilly TFW LLP  
600 North Bridge Road  
#05-01 Parkview Square  
Singapore 188778

## AUDIT COMMITTEE

Poh Kai Ren, Daniel,  
*Chairman*  
Huang Junli, Christopher  
Tan Tong Loong Royston

Audit Partner: Guo Shuqi  
Since financial year 2023

## PRINCIPAL BANKERS

DBS Bank Ltd  
Malayan Banking Berhad  
Oversea-Chinese Banking  
Corporation Limited  
The Bank of East Asia, Limited

## NOMINATING COMMITTEE

Tan Tong Loong Royston,  
*Chairman*  
Huang Junli, Christopher  
Poh Kai Ren, Daniel

## INVESTOR RELATIONS

Fu Yu Corporation Limited  
Tel: (65) 6578 7393  
Daisy Ong  
Email: [ir@fuyucorp.com](mailto:ir@fuyucorp.com)

## REMUNERATION COMMITTEE

Huang Junli, Christopher,  
*Chairman*  
Tan Tong Loong Royston  
Poh Kai Ren, Daniel

WeR1 Consultants Pte. Ltd.  
1 Raffles Place  
#02-01 One Raffles Place Mall  
Suite 332 Singapore 048616  
Tel: (65) 6721 7161  
Isaac Tang  
Email: [fuyu@wer1.net](mailto:fuyu@wer1.net)

## COMPANY SECRETARY

Janet Tan

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## COMPANY PROFILE

**The Group's flagship  
Smart Factory  
in Singapore is  
one of Asia's most  
advanced precision  
manufacturing  
facilities.**

Fu Yu Corporation Limited (“**Fu Yu**”, and together with its subsidiaries, the “**Group**”) is Singapore’s oldest and one of Asia’s largest manufacturers of high-end precision plastic and metal components and products. Established in 1978, Fu Yu has been listed on the Mainboard of the Singapore Exchange (SGX: F13) since 14 June 1995.

Backed by more than 45 years of operating knowledge, Fu Yu provides vertically-integrated manufacturing services to an international, diverse and loyal customer base across the life sciences, medical, consumer, automotive and industrial sectors.

Headquartered in Singapore, the Group operates 6 strategic manufacturing sites across Singapore, Malaysia, and China, and has more than 1.5 million square feet of production floor capacity.

The Group’s flagship Smart Factory in Singapore is one of Asia’s most advanced precision manufacturing facilities. Capable of manufacturing complex mould inserts, high precision tooling, and 3D metal printing, the Smart Factory also features a 100K-class cleanroom for manufacturing and assembling biomedical products.

To enhance its value add to customers and build mutually beneficial long-term partnerships, the Group provides a one-stop solution for its customers’ manufacturing needs, including product design, tooling design and fabrication, production, assembly and testing.

In 2023, the Group launched Fu Yu Biomedical, focusing on the development of high-precision devices, life sciences products, and consumables within the Medical Technology and Biotechnology sectors.

Fuelled by an unyielding dedication to sustainable practices, Fu Yu’s relentless pursuit of excellence ensures precision engineering while fostering a greener, more responsible footprint in every aspect of its operations.



## VISION

To be the best in manufacturing through our commitment to quality, operational excellence, and continuous improvement.

## MISSION

To redefine the standards of precision engineering for our customers, through innovations and excellence.

# 5 CORE VALUES

**Safety** is our top priority. We take all necessary preventive measures to ensure a safe working environment for our employees.

**Quality** is our focus. We manufacture products of exceptional quality and always strive to exceed our customers' expectations.

**Integrity** lies at the heart of our company. This guides us to be ethical and honest in all our interactions and decisions.

**Sustainability** is embedded in our practices and products. We are committed to a better world for our future generations.

**Continuous improvement** is in our DNA. We strive for operational excellence and are always looking for ways to improve our performance as a team.



# CHAIRMAN'S MESSAGE



**Mr Christopher Huang**  
Independent Non-Executive Chairman

## DEAR SHAREHOLDERS,

A year ago, I presented you a roadmap as we emerged from the ravages of a pandemic that had disrupted supply chains and business stability.

On behalf of the Board of Directors (the “**Board**”), I am pleased to report that for the financial year ended 31 December 2024 (“**FY2024**”), we have advanced that strategic transformation significantly in areas of technology (particularly for our Smart Factory), new products and services, and customer traction.

Significantly for shareholders, our core manufacturing segment recorded, for the first time in more than a decade, a sharp improvement compared to FY2023. It is a testament to the early successes of our strategy to focus on what we do best – high-precision manufacturing.

## FY2024 FINANCIAL PERFORMANCE

For FY2024, revenue from our continuing operations (manufacturing) grew by 10.5% to S\$114.9 million from S\$103.9 million in FY2023.

The higher topline was due to higher order volumes from existing customers, as well as new projects secured in the biomedical and consumer segments. These project wins were achieved through advanced tooling with high precision and the introduction of our New Product Introduction (“**NPI**”) team – both of which were only possible after our strategic transformation.

While our China operations contributed 27.9% of total manufacturing revenue, a reduction of 7.1 percentage points (“**ppt**”) from FY2023, the Singapore and Malaysia operations gained 20.9 ppt to S\$46.2 million and 24.9 ppt to S\$36.6 million, respectively.

Outpacing revenue growth, our gross profit increased 27.5% to S\$15.5 million in FY2024 compared to a year earlier. Accordingly, our FY2024 gross profit margin improved to 13.5% from 11.7% in FY2023. Earnings Before Interest, Taxation, Depreciation, and Amortisation (EBITDA) increased more than 14-fold to S\$8.5 million from S\$0.6 million, while the FY2024 net loss from our continuing operations has narrowed sharply to S\$1.2 million from S\$7.6 million.

Excluding a one-off non-cash impairment of S\$0.6 million on the property, plant, and equipment of a subsidiary in China due to its recoverable amount being below its carrying value, net loss for continuing operations for FY2024 would have been even lower at S\$0.6 million in FY2024.

We also recorded net operating cash inflow of S\$3.6 million in FY2024, compared to net operating cash outflow of S\$4.5 million in FY2023. This was mainly due to profit before tax for FY2024 and a decrease in inventories and trade and other receivables, offset by a reduction in trade and other payables.



# CHAIRMAN'S MESSAGE

Our balance sheet remains healthy, with net cash of S\$55.5 million as at 31 December 2024, equivalent to 7.3 cents per share. Our net asset value per ordinary share stood at 17.87 cents as at 31 December 2024 compared to 18.16 cents a year ago.

## FORWARD STRATEGIES

Our NPI team has proven that we can add value in the early stages of the business cycle, giving new customers – particularly those in higher-margin product categories – the confidence that we can scale up production while maintaining quality.

As a result, we secured new projects across a broad spectrum of industries, including medical devices, drone technology, and smart appliances, reflecting our growing reputation as a trusted manufacturing partner for innovative, high-performance products. Our refreshed customer base now includes global leaders in wound care and personal hygiene, autonomous drone systems, and next-generation coffee machines.

During FY2024, we began offering high-precision tooling and end products from our Smart Factory at 9 Tuas Drive 1 in Singapore. This affirms our position as one of Asia's most advanced precision manufacturing facilities.

Capable of manufacturing complex mould inserts and high-precision 3D metal printing for rapid prototyping, the Smart Factory also features a 100K-class cleanroom for manufacturing and assembling biomedical products. With over 9,348 sqm of usable space, the Smart Factory's shopfloor layout has been optimised for workflow and equipped with Industry 4.0 machinery.

As part of our commitment to sustainability, we recently installed solar panels on the rooftops of our facilities in Johor and Penang. Together with the solar panels on our Singapore facilities, we can generate a total of up to 3,233 MWh of renewable energy, which will power on-site operations.

Subsequent to FY2024, we also completed Enterprise Singapore's prestigious Scale-Up SG Programme. We are one of only a handful of high-growth local companies selected to join the programme to enable participants to scale on a global level, and sharpen our focus on our key segments.

## FU YU SUPPLY CHAIN SOLUTIONS

As shareholders are aware, Fu Yu incurred a S\$3.3 million one-off non-cash impairment of the remaining goodwill in Fu Yu Supply Chain Solutions Pte Ltd ("**FYSCS**") in the last quarter of FY2024. We have decided to cease all business activities in our supply chain arm and reallocate resources to our core manufacturing business.

The Board is also investigating the past affairs of FYSCS, having received an internal audit report in August 2024, which highlighted weaknesses within FYSCS's risk management process.

We would like to reiterate that these investigations are isolated solely to FYSCS, and do not impact our continuing operations. Fu Yu upholds the highest standards of corporate governance and will keep all shareholders updated as and when there are material developments on this matter.

## CONCLUSION AND OUTLOOK

Amid geopolitical uncertainty, more customers seek to source production away from China. As a Singapore-headquartered and Singapore Exchange-listed company with production in three countries, we can offer geographical flexibility in a business environment fraught with geopolitical uncertainty. Therefore, revenue contribution by location will continue to evolve over the next few years.

While the operating landscape is expected to remain challenging, I believe Fu Yu is clearly on a growth trajectory that is in line with the five pillars of transformation unveiled in FY2023. Already, our order book at the end of FY2024 has increased 20% year-on-year, as we recorded higher order volumes and interest in increasing order volumes from existing customers.



# CHAIRMAN'S MESSAGE

As several high-precision projects that had been gestating for several months are now ready for mass production, we are working hard to realise the revenue increase even as we step up efforts to engage new customers. Owing to the relatively 'sticky' nature of projects involving high-precision tooling, I am confident that they will translate into long-term sustainable revenue.

Over FY2024, we also completed most of the testing for our Enterprise Resource Planning (ERP) integrated cloud-based IT platform. From this year, we seek to increase automation levels of our toolroom such that production can continue overnight and even on weekends. This can reduce downtime by 40% compared to a typical facility.

Lastly, we are stabilising high-precision products at the 5-micron precision level and moving up the value chain to produce even higher levels of precision.

## APPRECIATION

On behalf of the Board, I would like to thank our new customers for their trust in the new and improved Fu Yu. To our existing customers, business partners, suppliers, and partners, thank you for your contributions over the years. Your support drives us to continue delivering innovative solutions.

I would also like to express my gratitude to my fellow Board members, the Fu Yu management team and staff; your dedication and loyalty have brought us to where we are today, and I look forward to growing alongside everyone in the years to come.

Finally, I want to express my deep appreciation to our shareholders, who have supported us even as we navigate the challenging landscape. We will continue to innovate and remain committed to providing value to our customers and shareholders.

### **Mr Christopher Huang**

*Independent Non-Executive Chairman*

5 June 2025



# OPERATIONS REVIEW

## REVENUE

For the financial year ended 31 December 2024 ("FY2024"), the Group's overall revenue increased 0.5% to S\$191.3 million from S\$190.4 million in FY2023, driven by higher revenue contribution from the Group's continuing manufacturing operations of S\$114.9 million, a 10.5% increase from S\$103.9 million a year ago.

Revenue from the supply chain management services segment, which ceased business activities in the last quarter of FY2024, declined to S\$76.4 million in FY2024 from S\$86.4 million a year ago.

## GROSS PROFIT AND GROSS PROFIT MARGIN

Group-wide gross profit in FY2024 increased 27.8% to S\$17.0 million from S\$13.3 million in FY2023, outpacing revenue growth. Accordingly, overall gross profit margin increased to 8.9% in FY2024 compared to 7.0% a year ago.

Gross profit from the manufacturing segment increased 28.1% to S\$15.5 million in FY2024 from S\$12.1 million in FY2023, translating to a higher gross profit margin of 13.5% in FY2024 compared to 11.7% in FY2023.

The supply chain management services segment registered a gross profit and gross profit margin of S\$1.5 million in FY2024 (FY2023: S\$1.1 million) and 1.9% in FY2024 (FY2023: 1.3%), respectively.

## OTHER INCOME FROM CONTINUING OPERATIONS

Other income from continuing manufacturing operations remained consistent at S\$2.6 million.

## SELLING AND ADMINISTRATIVE EXPENSES FROM CONTINUING OPERATIONS

Selling and administrative expenses in FY2024 decreased 20.4% to S\$17.0 million from S\$21.6 million a year ago, mainly due to lower expenses relating to employee costs, travelling expenses, water and electricity charges and sundry expenses.

## OTHER INCOME/(EXPENSES) FOR CONTINUING OPERATIONS

The Group's continuing operations recorded a foreign exchange gain of S\$0.1 million in FY2024, compared to a foreign exchange loss of S\$0.1 million in FY2023.

The Group recognises foreign exchange gain or loss as a result of transactions denominated in foreign currencies, and the translation of receivables, cash and payables denominated in foreign currencies to the functional currencies of the respective companies in the Group as at each reporting date. As the Group is in a net US Dollar asset position, the appreciation of the US Dollar against the Singapore Dollar and Malaysia Ringgit contributed to the foreign exchange gain in FY2024.

## PROFITABILITY FROM CONTINUING OPERATIONS

Earnings Before Interest, Taxation, Depreciation, and Amortisation ("EBITDA") increased more than 14-fold to S\$8.5 million from S\$0.6 million, while the FY2024 net loss from continuing operations has narrowed sharply to S\$1.2 million from S\$7.6 million.

Excluding a one-off non-cash impairment of S\$0.6 million on the property, plant and equipment of a subsidiary in China due to its recoverable amount being below its carrying value, net loss for continuing operations for FY2024 would have been even lower at S\$0.6 million in FY2024.

## FINANCIAL POSITION

As at 31 December 2024, the Group maintained a sound financial position with net cash of S\$55.5 million.

Shareholders' equity stood at S\$136.2 million, equivalent to net asset value of 17.87 cents per share (based on the total number of issued shares of approximately 762.0 million shares), which included net cash of around 7.3 cents per share.

Total assets as at 31 December 2024 decreased to S\$173.8 million from S\$176.2 million as at 31 December 2023. The reduction was attributed mainly to decreases in cash and bank balances, deferred tax assets, tax recoverable pertaining mainly to tax benefits from LIA for the factory and impairment of goodwill.



# OPERATIONS REVIEW

The Group's total liabilities as at 31 December 2024 decreased to S\$37.6 million from S\$38.7 million as at 31 December 2023. This was due mainly to lower loans and borrowings and deferred tax liabilities.

The Group generated net operating cash inflow of S\$3.6 million in FY2024 compared to net cash operating outflow of S\$4.5 million in FY2023. This was mainly due to lower loss before tax for FY2024.

Capital expenditure for FY2024 stood at S\$6.9 million, which was mainly for the purchase of factory equipment, plant and machineries, partially offset by interest income.

Net cash generated from financing activities amounted to S\$0.3 million in FY2024, attributed mainly to the reduction in cash restricted in use.

As a result, the Group's cash and cash equivalents decreased to S\$55.5 million (including cash deposits pledged of S\$0.1 million) at the end of FY2024 compared to S\$60.3 million as at 31 December 2023.

## BUSINESS SEGMENT REVIEW

### MANUFACTURING BUSINESS

The manufacturing business recorded higher revenue, as the Group secured new projects and recorded higher order volumes. Higher sales from the Singapore and Malaysian operations offset a decline in the Group's operations in China.

#### Singapore

Sales from Singapore operations improved 20.9% to S\$46.2 million in FY2024 from S\$38.2 million a year ago, mainly due to higher sales in the medical and consumer segments. The Singapore segment's percentage contribution to total manufacturing sales grew to 40.2% in FY2024, compared to 36.8% in FY2023.

The Singapore segment recorded FY2024 profit before tax ("PBT") of S\$1.2 million, sharply reversing a loss before tax ("LBT") of S\$6.9 million in FY2023.

#### Malaysia

Meanwhile, revenue contribution from the Malaysia segment improved 24.9% to S\$36.6 million in FY2024 from S\$29.3 million a year ago, mainly due to higher demand for medical and consumer products. Contribution from Malaysia increased to 31.9% of the segment's revenue in FY2024 from FY2023's 28.2%.

PBT for the Malaysian segment grew to S\$4.3 million in FY2024 from S\$3.5 million in FY2023.

#### China

Slower business activities amid a slower-than-expected recovery in China's economy resulted in revenue contribution declining 11.8% to S\$32.1 million in FY2024 compared to S\$36.4 million in FY2023.

As a percentage of total sales from the manufacturing business, contribution from China accounted for 27.9% in FY2024 (FY2023: 35.0%).

The Group's operations in China recorded a LBT of S\$4.3 million in FY2024, compared to LBT of S\$3.8 million a year ago.

### SUPPLY CHAIN MANAGEMENT SERVICES - FU YU SUPPLY CHAIN SOLUTIONS PTE LTD ("FYSCS")

For FY2024, revenue from the supply chain management services segment decreased to S\$76.4 million from S\$86.4 million a year ago, making up 39.9% of the Group's total revenue in FY2024 (FY2023: 45.4%).

As the supply chain management services operations are based primarily in Singapore, there is no geographical breakdown for this business.

In the last quarter of FY2024, the Group ceased all business activities in FYSCS, so as to reallocate resources to its core manufacturing business.

# FINANCIAL HIGHLIGHTS

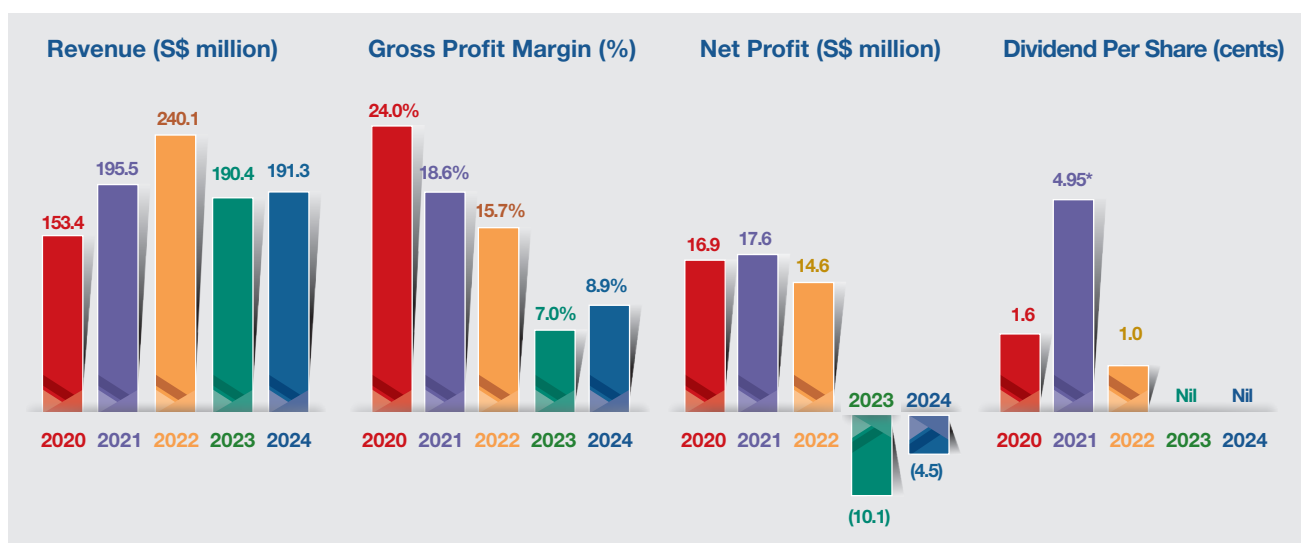
Financial year ended 31 December

INCOME STATEMENT SUMMARY			
(S\$ million)	FY2024	FY2023	Change
Revenue	114.9	103.9	10.5%
Gross Profit Margin	13.5%	11.7%	1.8 ppt
Profit/(Loss) from Continuing Operations, Before Tax	0.2	(8.1)	N.M
Operating Profit/(Loss) from Continuing Operations *	0.4	(7.3)	N.M
Loss from Continuing Operations	(1.2)	(7.6)	84.2%
Loss from Discontinued Operations	(3.3)	(2.5)	32.0%
Net Loss	(4.5)	(10.1)	55.5%
EBITDA from Continuing Operations	8.5	0.6	N.M
Earnings Per Share (Cents) from Continuing Operations	(0.2)	(1.0)	N.M

\* Profit/(Loss) Before Tax excluding foreign exchange impact & finance costs  
N.M - Not Meaningful

BALANCE SHEET SUMMARY		
(S\$ million)	As at 31 Dec 2024	As at 31 Dec 2023
Total Non-Current Assets	65.3	68.3
Total Current Assets	108.6	107.9
Total Non-Current Liabilities	8.7	7.9
Total Current Liabilities	29.0	30.9
Shareholders' Equity	136.2	137.4
Cash and bank balances	55.5	60.3
NAV per share (cents)	17.9	18.2

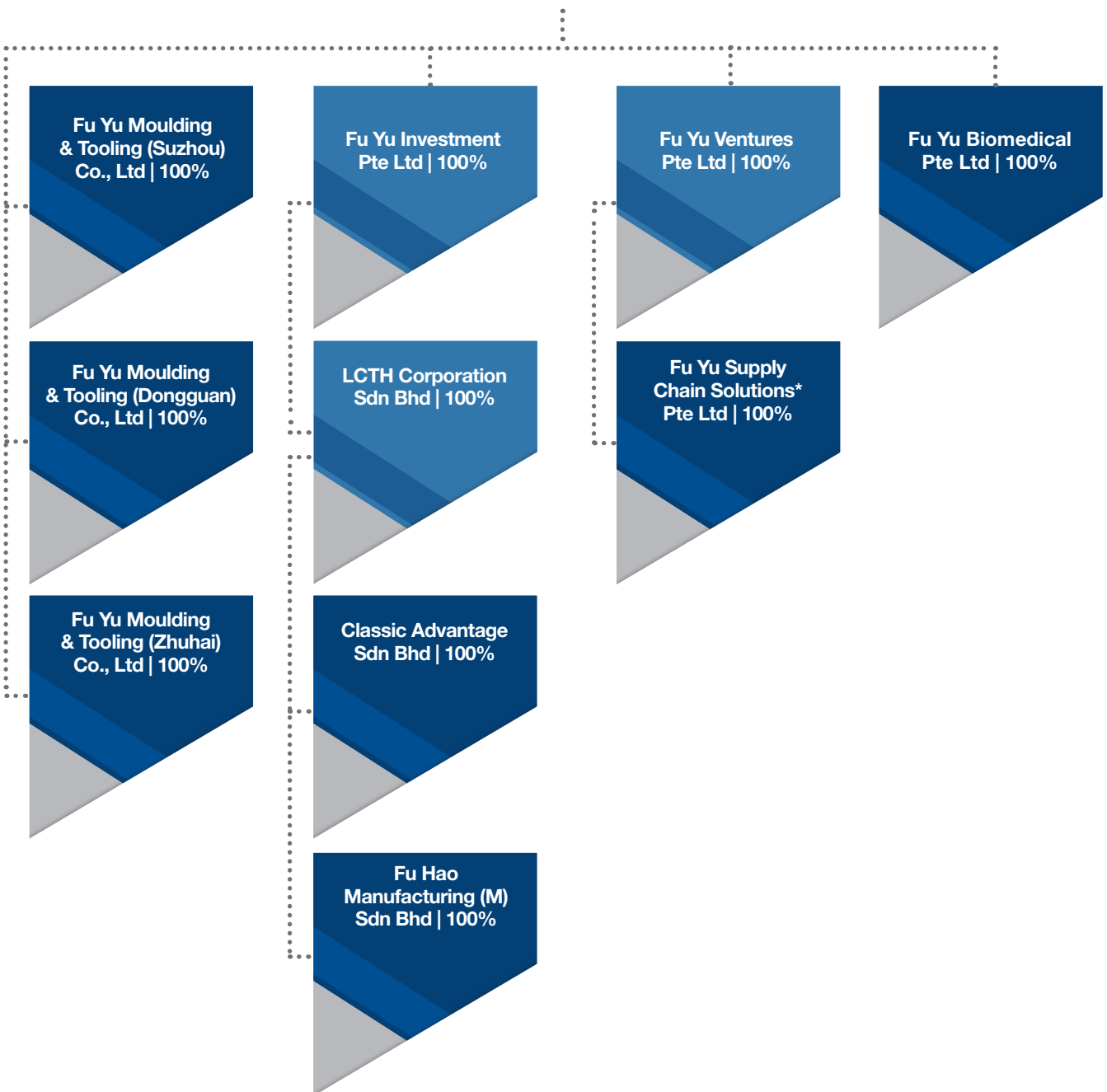
KEY FINANCIAL RATIOS		
	FY2024	FY2023
Gearing	Net Cash	Net Cash
Return on Equity	(3.3 %)	(7.4%)



\*Year 2021 included special dividend of 3.3 cents per share



# CORPORATE STRUCTURE



\* The Group has ceased all business activities in Fu Yu Supply Chain Solutions Pte Ltd in the last quarter of FY2024.



## BOARD OF DIRECTORS



**HUANG JUNLI, CHRISTOPHER**  
*Non-Executive Chairman, Independent Director*

Mr. Christopher Huang, 39, was appointed as Independent Non-Executive Director on 19 July 2021 and became Chairman of the Board on 4 October 2021. He was last re-elected on 20 April 2023 and will stand for re-election as a Director in the forthcoming Annual General Meeting (AGM). Mr. Huang serves as the Chairman of the Remuneration Committee and is a member of the Audit and Nominating Committees.

Currently, Mr. Huang is the Managing Director of CHP Law LLC, where he advises on various areas of law, specialising in the legal and tax aspects of cross-border commercial transactions, including transfer pricing. Prior to founding CHP Law LLC in April 2019, Mr. Huang led the tax practice group of Colin Ng & Partners LLP and CNP Tax and Advisory Pte Ltd. He joined Colin Ng & Partners LLP (now known as CNPLaw LLP) in April 2015 and was made Partner in 2018. Mr. Huang began his career as an accountant at Hastings Deering Australia Limited and has held positions such as Business Manager at Adcomp Technology Pte. Ltd., Tax Associate in the transfer pricing department of PricewaterhouseCoopers, and tax lawyer at VoskampLawyers.

Mr. Huang holds a dual degree in law (LL.B.) and Commerce (B.Com) from the University of Queensland (Australia). Additionally, he serves as an independent director of Aztech Global Ltd and Goodwill Entertainment Holding Limited, both companies are listed on SGX-ST. As of the date of this Annual Report, Mr. Huang does not hold any direct or indirect interest in the Company.



**POH KAI REN, DANIEL**  
*Non-Executive Director, Independent Director*

Mr. Daniel Poh, 38, was appointed as Independent Non-Executive Director of the Company on 4 October 2021. He was last re-elected on 25 April 2024. Mr. Poh serves as the Chairman of the Audit Committee and is a member of the Remuneration and Nominating Committees.

Currently, Mr. Poh is an executive director and investment partner at Hildrics Capital Pte. Ltd., a private equity fund manager registered with the Monetary Authority of Singapore. His focus lies in direct investments into mid-sized and established companies in Singapore, with selective ventures into other South-East Asian countries. He began his career as a Senior Associate at PwC Singapore in 2011, then joined Seavi Advent Private Equity Group in 2013, embarking on his journey in the direct investments sector across regions including Greater China and South-East Asia. He was appointed as an investment partner of Seavi Advent Private Equity Group in 2018.

Mr. Poh holds a Bachelor of Accountancy from Nanyang Technological University.

As of the date of this Annual Report, Mr. Poh does not hold any direct or indirect interest in the Company.



# BOARD OF DIRECTORS



**TAN TONG LOONG ROYSTON**  
*Non-Executive Director, Independent Director*



**SEOW JUN HAO DAVID**  
*Executive Director, Group Chief Executive Officer*

Mr. Royston Tan, 50, was appointed as Independent Non-Executive Director of the Company on 31 January 2022. He was last re-elected on 26 April 2022 and will stand for re-election as a Director in the forthcoming Annual General Meeting (AGM). Mr. Tan serves as the Chairman of the Nominating Committee and is a member of the Audit and Remuneration Committees.

Currently, Mr. Tan is the Director, Business-to-Business Payments at Mastercard International Inc., overseeing the Asia Pacific region. Previously, he was the General Manager of Singapore at Pine Labs Ltd., a fintech company specialising in launching omni-channel payment solutions for banks and networks across South-East Asia. Prior to that role, he held various leadership positions at American Express International Inc. in Singapore and Malaysia from 2018 to 2021. Mr. Tan brings rich experience in payments services, operations, and customer service. Additionally, Mr. Tan is also a founding advisor at Vita Verify, a start-up offering HR & Payroll services to SMEs in Singapore.

Mr. Tan holds a Bachelor of Business Studies from Nanyang Technological University.

As of the date of this Annual Report, Mr. Tan does not hold any direct or indirect interest in the Company

Mr. David Seow, 40, was appointed as an Executive Director of the Company on 18 January 2021. He was last re-elected on 20 April 2023.

Mr. Seow was appointed as the Group Managing Director on 2 August 2021 and redesignated as the Group Chief Executive Officer with effect from 16 September 2022. In his current role, Mr. Seow is responsible for developing and formulating the Group's overall direction, goals, and strategies. He leads the senior management to enhance operational efficiency and processes and optimise the financial position of the Group.

Previously, Mr. Seow was a Senior Banker and Vice President of Structured Trade & Commodity Finance at Société Générale's Singapore Branch from February 2011 to March 2020. Mr. Seow holds a Bachelor of Economics with a second major in Finance from Singapore Management University.

As of the date of this Annual Report, Mr. Seow holds a 1.18% direct interest in the Company. He has interest in 16,000,000 ordinary shares of the Company pursuant to share awards granted under the Fu Yu Restricted Share Plan ("RSP"). These shares will be released after the relevant vesting periods as determined by the Remuneration Committee or otherwise in accordance with the rules of the RSP.



## KEY EXECUTIVES



**LIM GEOK SIONG, JASON**  
*Chief Operating Officer*

Mr. Jason Lim, 52, joined the Group as Chief Operating Officer in February 2023. In this role, he is responsible for overseeing the internal operations of the Group.

With over 25 years of experience in precision engineering and tool fabrication, Mr. Lim brings invaluable expertise to the Group. Prior to joining the Group, he held several senior management roles overseeing the manufacturing operations of high-precision medical products, life science devices and consumer products. His most recent role was as Vice President of Group Tooling Operations at Univac Precision Engineering Pte. Ltd.

Mr. Lim holds a Bachelor of Technology in Mechanical Engineering from the National University of Singapore and a Master of Business Administration from the Singapore Management University. He currently serves on the Manufacturing Standards Committee of the Singapore Manufacturing Federation and is also a member of the Advisory Committee for the School of Mechanical & Aeronautical Engineering at Singapore Polytechnic.



**LOW SHENG, ADRIEL**  
*Deputy Chief Operating Officer*

Mr. Low, 39, joined the Group as Deputy Chief Operating Officer in February 2023. He plays an essential role in supporting the Chief Operating Officer with overseeing the internal operations of the Group.

Prior to joining the Group, Mr. Low held key positions at Citigroup Inc., United Overseas Bank Limited, and Oversea-Chinese Banking Corporation Limited (“OCBC”). His most recent role was as Executive Director at OCBC Bank Limited, where he spearheaded global balance sheet strategy and asset allocation across multiple regions, covering operations in Singapore, Malaysia, Indonesia, China, Hong Kong SAR, New York, London, Tokyo, and Sydney.

Mr. Low holds an Executive MBA (with distinction) from INSEAD. He also graduated summa cum laude from the University of Michigan, USA, where he majored in Industrial Operations Engineering and has a minor in Mathematics.



**ONG LIZHEN, DAISY**  
*Chief Financial Officer*

Ms. Daisy Ong, 42, joined the Group as Chief Financial Officer in January 2023. She is responsible for overseeing the Group’s financial and management accounting, treasury, taxation, risk management, investments, investor relations, corporate and regulatory compliance.

Ms. Ong brings over 19 years of experience in audit, accounting, investments, and finance with a Big Four accounting firm and public listed companies in construction, real estate, and manufacturing sectors which she held various leadership positions. Prior to joining the Group, she was the Chief Financial Officer of Allied Technologies Limited, a company formerly listed on the Singapore Exchange.

Ms. Ong holds a Bachelor of Accountancy from Nanyang Technological University and is a Chartered Accountant certified by Institute of Singapore Chartered Accountants.



## KEY EXECUTIVES



**TEH TUAN HOCK**

*General Manager of Fu Hao Penang*

Mr. Teh, 65, joined the Group in May 2003 as the Assistant General Manager of Fu Hao Penang, overseeing the entire operations of the subsidiary. He was promoted to General Manager in July 2007. Mr. Teh has been actively involved in developing new customers and diversifying product lines for Fu Hao Penang. He has also improved factory operations through Lean implementation since 2008. With the rollout of the Manufacturing Execution System (MES) under the Industry 4.0 roadmap, all the injection moulding machines in Fu Hao Penang are now linked, paving the way for the next phase: increasing automation, driving IoT, and enhancing digitisation to further improve plant performance and staff development.

Prior to joining the Group, Mr. Teh was the General Manager of Unipipes Malaysia Sdn Bhd, a plastic injection moulding factory in the northern region of Malaysia for 12 years. He graduated with a Bachelor of Science in Economics majoring in Industry & Trade, from the London School of Economics, United Kingdom. Mr. Teh also received training in Company-Wide Problem Solving from AOTS Japan.



**HOO LIANG HOCK**

*Country Head of China, General Manager of Fu Yu Dongguan and Zhuhai*

Mr. Hoo, 57, joined the Group in June 2019 as General Manager of Fu Yu Dongguan, overseeing in the operations of Fu Yu Dongguan. In line with the Group's strategy to rationalise operations in southern China, he has also been overseeing the operations of Fu Yu Zhuhai since June 2020. Mr. Hoo was appointed as the Country Head of China in July 2023 and is responsible for overseeing the operations in China.

Prior to joining the Group, Mr. Hoo held the positions of Assistant General Manager and General Manager in several plastic injection moulding companies in China, managing all aspects of operations including sales and marketing. He brings over 20 years of experience in the plastic injection moulding industry and holds a Diploma in Business Efficiency and Productivity (Supervisory Management) from the National Productivity Board. Mr. Hoo began his career as a shift supervisor at Sunningdale Singapore in 1990 and subsequently worked in companies such as Seagate, Hewlett Packard, and Wyeth Nutritional before relocating to China.



**BAI FENG**

*General Manager of Fu Yu Suzhou*

Mr. Bai, 56, joined the Group in July 2021 as General Manager of Fu Yu Suzhou, overseeing the operations of Fu Yu Suzhou.

Prior to joining the Group, Mr. Bai was the Operations Director (Asia) of Berry Global Inc where he oversaw its plants in China. Mr. Bai has more than 20 years of technical experience in the injection moulding industry. He began his career as a project engineer in Tianjin in 1990, and joined Sunningdale Singapore as a project manager in 1999. In 2003, Mr. Bai returned to his hometown in China to join Nolato Mobile Communication Polymers (Beijing) Co., Ltd as Tooling Director. Between 2007 and 2016, Mr. Bai served as General Manager in several US companies operating in China, managing overall factory operations.

He holds a Bachelor of Engineering in Mechanical Engineering from Tianjin University, and a Master of Science in Industrial and Systems Engineering from the National University of Singapore.



## OUR NETWORK

### SINGAPORE

#### **FU YU CORPORATION LIMITED HEADQUARTERS**

8 Tuas Drive 1, Singapore 638675  
Tel: (65) 6578 7338  
www.fuyucorp.com

#### **FU YU BIOMEDICAL PTE LTD**

8 Tuas Drive 1, Singapore 638675  
Tel: (65) 6578 7338

### MALAYSIA

#### **FU HAO MANUFACTURING (M) SDN BHD**

Plot 562 Mukim 1  
Jalan Perusahaan Baru 1 Perai III  
Perai Industrial Estate,  
13600 Perai Penang, Malaysia  
Tel: (604) 398 0500

#### **CLASSIC ADVANTAGE SDN BHD**

21 Jalan Teknologi 4  
Taman Teknologi Johor  
81400 Senai  
Johor Darul Takzim, Malaysia  
Tel: (607) 599 9980  
Fax: (607) 599 9982

### CHINA

#### **FU YU MOULDING & TOOLING (DONGGUAN) CO., LTD**

Jing Fu Road, Xin Cheng Industry Area  
Heng Li Town, Dongguan  
Guangdong, China 523477  
Tel: (86769) 8982 1818

#### **FU YU MOULDING & TOOLING (SUZHOU) CO., LTD**

89 Xing Nan Road  
Wuzhong Economic Skill  
Development Zone  
Suzhou, China 215128  
Tel: (86512) 6562 1838

#### **FU YU MOULDING & TOOLING (ZHUHAI) CO., LTD**

477 Jinhaian Road, Sanzao Town  
Jin Wan District,  
Zhuhai Guangdong, China 519040  
Tel: (86756) 7761 862



# AWARDS AND CERTIFICATIONS

## Corporate ISO and QS Certification for Fu Yu Group as at end of Year 2024

COMPANY	ISO 9001:2015	ISO 13485:2016	ISO 14001:2015	IATF 16949:2016
Fu Yu Corporation Limited	^	^	^	^
Classic Advantage Sdn Bhd	^	^	^	
Fu Hao Manufacturing (M) Sdn Bhd	^	^	^	
Fu Yu Moulding & Tooling (Dongguan) Co., Ltd.	^	^	^	^
Fu Yu Moulding & Tooling (Suzhou) Co., Ltd.	^	^	^	^
Fu Yu Moulding & Tooling (Zhuhai) Co., Ltd.	^	^	^	^



# SUSTAINABILITY REPORT

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## 1.1 Board Statement

On behalf of the Board of Directors (the “**Board**”) of Fu Yu Corporation Limited (“**Fu Yu**” or the “**Company**”, together with its subsidiaries, the “**Group**”), I am pleased to present the Sustainability Report for the financial year ended 31 December 2024 (“**FY2024**”).

As a leading provider of vertically integrated services in the design and manufacturing of precision plastic components, the Board is firmly committed to sustainable business practices, which are in line with the Group’s mission to redefine the standards of precision engineering for our customers, through innovation and excellence. In alignment with its strategic direction, the Group ceased all business activities in Fu Yu Supply Chain Solutions Pte Ltd (“**FYSCS**”), its supply chain services arm, in the last quarter of FY2024, to reallocate resources to its core manufacturing business.

The Board oversees the management and monitoring of the economic, environmental, social and governance (“**EESG**”) factors of the Company, and takes them into consideration in the determination of the Company’s strategic direction and policies. The Board has oversight of the EESG material factors which are reviewed annually and ensures that the factors are relevant and current for the business. The Board is also involved in the management and monitoring of these EESG factors through the Group’s Sustainability Steering Committee (“**SSC**”).

Acknowledging the growing significance of the impacts of climate change on business operations, the Board also has oversight over disclosures in line with Task Force on Climate-Related Financial Disclosures (“**TCFD**”) recommendations. A qualitative exercise was conducted in FY2023 to identify and assess climate-related physical and transition risks, as well as corresponding opportunities, along with assessing their financial impact and our strategic responses. The Group plans to finetune these findings with the use of scenario analysis in future reports.

The Group recognises the importance of setting targets on material topics to enable us to identify areas of improvement and provide a clear direction for the Group to work towards improving our sustainability efforts. A key effort we are making during FY2024 and in subsequent years is focused on achieving a robust compilation of Scope 3 GHG data.

The Group is committed to reducing our carbon emissions as part of our broader sustainability strategy. To achieve this, we are actively exploring and implementing cleaner energy solutions including transitioning to renewable energy sources such as solar power.

We aim to strengthen our sustainability disclosures over the years, to increase transparency, enhance our stakeholders’ trust and support their sustainability efforts.

On behalf of the Board

Mr Christopher Huang  
Independent Non-Executive Chairman  
5 June 2025



# SUSTAINABILITY REPORT

## 2.1 Our Business

Fu Yu is a strategic hub for advanced precision engineering and technological expertise that has a significant history dating back to 1978. Since its inception, the Group has grown to become one of the largest manufacturers of high-precision plastic parts and moulds in Asia. Today, the Group has established a strong presence in the region with manufacturing facilities located in Singapore, Malaysia and China. The Group was listed on the Main Board of the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 14 June 1995.

The Group offers a One-Stop Solution to customers through its vertically integrated services to build value, enhance customer experience and build mutually beneficial long-term partnerships.



### Product Design:

Fu Yu provides New Production Introduction (NPI) and Material Selection services. Our skilled engineers collaborate with customers to propose design enhancements that optimise manufacturability and performance. In addition, we also partner with customers on transition to eco-friendly alternatives, such as low-carbon or bio-natural resins.



### Tooling Design & Fabrication:

Fu Yu provides Innovative Expertise and Export Tooling services. Our team of experienced engineers leverages decades of tool-making expertise to create customised tools that improve efficiency, quality, and manufacturability. We also empower our customers by providing access to their customised moulds, with an option to purchase.



### Production:

- **Plastic Injection Moulding:** Our expertise enables us to expertly mould molten plastic into intricately crafted products across a variety of applications and materials.
- **Metal Injection Moulding:** Our unique capability, suitable for producing high-precision metal components in large volumes, allows us to shape metal into intricately crafted products, delivering top-notch quality, cost-efficiency, and precision-crafted products to our customers.



### Box Build Assembly:

Fu Yu provides comprehensive Secondary Processes and Product Assembly services, tailored to support your complete box-build requirements. Our extensive range of secondary processes is designed to seamlessly integrate with your project, ensuring a complete and efficient assembly solution.



### Supply Chain Solutions:

Fu Yu Supply Chain Solutions Pte Ltd<sup>1</sup>, a wholly-owned subsidiary of the Company, is engaged in the business of providing supply chain management services for commodity raw materials. The primary activities involve sourcing, shipping, and supplying commodities not only within the Fu Yu Group but also to customers across the region.

<sup>1</sup> The Group has ceased all business activities in Fu Yu Supply Chain Solutions Pte Ltd (“FYSCS”) in the last quarter of FY2024. The Sustainability Report for FY2024 includes data for FYSCS.



# SUSTAINABILITY REPORT

## 3.1 About the Report

### Scope of the Report

The scope of this report is inclusive of the sustainability aspects related to Fu Yu, emphasising non-financial performance and the associated management approach disclosures. The reporting period covers the timeframe from 1 January 2024 to 31 December 2024, with any exceptions specified. We have included the historical data for FY2022 and FY2023 for comparison where available. The report provides a thorough response to stakeholders' concerns regarding sustainability issues stemming from the Group's business operations (Refer to "Our Business", Annual Report Page 17), which collectively constitute 100% of the Group's revenue. It includes our headquarters in Singapore, the manufacturing entities in Singapore, Malaysia, and China and the supply chain management services entity in Singapore.

The Group's business operations include the following:

1. Fu Yu Corporation Limited ("**FYC**")
2. Fu Yu Supply Chain Solutions Pte Ltd ("**FYSCS**")<sup>1</sup>
3. Classic Advantage Sdn Bhd ("**CA**")
4. Fu Hao Manufacturing (M) Sdn Bhd ("**FHM**")
5. Fu Yu Moulding & Tooling (Dongguan) Co., Ltd ("**FYDG**")
6. Fu Yu Moulding & Tooling (Suzhou) Co., Ltd ("**FYSZ**")
7. Fu Yu Moulding & Tooling (Zhuhai) Co., Ltd ("**FYZH**")

For a comprehensive list of entities included in this report, please refer to **Appendix A**.

### Reporting Standards

The report is prepared in compliance with the SGX-ST Section B: Rules of the Mainboard Listing Rule 711A and 711B ("**Mainboard Rules**") which draws on the guidance set out by the SGX-ST Practice Note 7.6 Sustainability Reporting Guide (the "**SR Guide**").

This report has been prepared with reference to the Global Reporting Initiative ("**GRI**") Standards which is recognised as a comprehensive and globally accepted framework for sustainability reporting. Please refer to **Appendix B** for the GRI content index.

Furthermore, this report is prepared in accordance with the recommendations of the TCFD. We have adopted a phased approach in alignment with the recommendations in SGX-ST Practice Note 7.6 Sustainability Reporting Guide, focusing on specific areas of climate-related financial disclosures in our reporting. This approach enables us to address key aspects of climate risk and opportunities within the context of our operations and business activities. Please refer to **Appendix C** for the TCFD content index.

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<sup>1</sup> The Group has ceased all business activities in Fu Yu Supply Chain Solutions Pte Ltd ("**FYSCS**") in the last quarter of FY2024. The Sustainability Report for FY2024 includes data for FYSCS.



# SUSTAINABILITY REPORT

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## **Independent Verification**

The data and information provided within the report have not been verified by an independent third party. We have relied on internal data monitoring and verification to ensure accuracy.

## **Sustainability Contact**

The electronic version of this report can be accessed on the Company's website (<https://www.fuyucorp.com/>) under the section "Sustainability".

We welcome your views and feedback on our sustainability practices and reporting, please contact [sustainability@fuyucorp.com](mailto:sustainability@fuyucorp.com).

# SUSTAINABILITY REPORT

## 4.1 Highlights of Achievements

### Our Performance



Environment

- 113,623.0 GJ of electricity consumed, indicating a 2.5% decrease compared to FY2023.
- 89.1 MegaLiter of water consumed, indicating a 9.1% decrease compared to FY2023.
- 25.7% reduction in hazardous waste produced.



Social

- Zero forced labour or child labour.
- Zero workplace fatalities.
- Nearly 1:1 ratio of male and female employees.



Governance

- Zero confirmed incidents of corruption.
- Zero incidents of non-compliance with environmental laws and regulations resulting in significant fines or sanctions.
- Zero incidents of non-compliance with data protection laws.

### Our Business Memberships







Region	Entities	Membership
Singapore	FYC	<ul style="list-style-type: none"> <li>• Singapore Institute of Directors</li> <li>• Singapore Chinese Chamber of Commerce &amp; Industry</li> <li>• Singapore National Employers Federation</li> <li>• Singapore Business Federation</li> <li>• Singapore Precision Engineering and Technology Association</li> <li>• SIMTech Innovation Factory</li> </ul>
Malaysia	FHM	<ul style="list-style-type: none"> <li>• Federation of Malaysian Manufacturers</li> <li>• Malaysian Plastics Manufacturers Association</li> </ul>
Malaysia	CA	<ul style="list-style-type: none"> <li>• Federation of Malaysian Manufacturers</li> </ul>
China	FYSZ	<ul style="list-style-type: none"> <li>• Chamber of Commerce, SuZhou</li> </ul>



# SUSTAINABILITY REPORT

## United Nations Development Goals (“UNSDGs”)

Fu Yu’s support for UNSDG underscores its commitment to addressing global challenges. By aligning with these goals, we actively contribute to sustainable development efforts.

UNSDGs	How we support
<p><b>3</b> GOOD HEALTH AND WELL-BEING</p> 	<p>We contribute to <b>UNSDG Goal 3 – Good Health and Well-being</b> by prioritising the welfare of individuals within our premises through rigorous health and safety practices. Our commitment extends to emphasising the overall well-being of our employees and fostering a workplace culture that supports physical and mental health.</p>
<p><b>5</b> GENDER EQUALITY</p> 	<p>We support <b>UNSDG Goal 5 – Gender Equality</b> by eliminating discrimination in our recruitment process and offering equitable promotion opportunities to all genders.</p>
<p><b>8</b> DECENT WORK AND ECONOMIC GROWTH</p> 	<p>We contribute to the achievement of <b>UNSDG Goal 8 – Decent Work and Economic Growth</b> by generating economic value, resulting in the creation of high-quality job opportunities that offer competitive remuneration. This, in turn, supports the overall economic well-being of our society at the national level.</p>
<p><b>9</b> INDUSTRY, INNOVATION AND INFRASTRUCTURE</p> 	<p>We contribute to the achievement of <b>UNSDG Goal 9 – Industry, Innovation and Infrastructure</b> by consistently investing in innovative manufacturing methods. Our Industry 4.0 Smart Factory is equipped with cutting-edge automation which innovatively improves our production efficiency. Additionally, the integration of 3D printing and additive manufacturing technologies ensures the precise utilisation of materials, minimising waste and concurrently enhancing efficiency.</p>
<p><b>12</b> RESPONSIBLE CONSUMPTION AND PRODUCTION</p> 	<p>We contribute to the achievement of <b>UNSDG Goal 12 – Responsible Consumption and Production</b> by collaborating with both customers and suppliers, we facilitate the transition of our products to bio-based materials, aiming to minimise environmental impact. Additionally, we proactively explore automation opportunities in our processes to enhance productivity and efficiency.</p>
<p><b>13</b> CLIMATE ACTION</p> 	<p>We contribute to <b>UNSDG Goal 13 – Climate Action</b> by actively mitigating climate change through initiatives such as reducing fuel and electricity consumption, investing in the installation of solar panels to harvest renewable energy, and committing to contributing to sustainable and eco-friendly business model.</p>



# SUSTAINABILITY REPORT

## 5.1 Sustainability Strategy

### Sustainability Governance Structure

Incorporating sustainability into our corporate strategy and core values is essential for attaining long-term growth. The values we generate for our stakeholders—our people, the environment, and society at large—significantly impact our financial performance. To align with our sustainability goals and values more effectively, we have established an organisational structure dedicated to advancing these initiatives.

#### Sustainability Steering Committee (“SSC”)

Led by the senior management team, the SSC is responsible for developing sustainability objectives and strategies, as well as managing the overall sustainability performance, on behalf of the Board.

#### Board

The Board provides strategic direction and incorporates sustainability as part of the Group’s strategic formulation, including the approval and management of material EESG factors.

#### Sustainability Task Force (“STF”)

The STF is pivotal in driving sustainability initiatives throughout the organisation. It includes employees from various departments, ensuring a wide-ranging perspective and expertise in driving sustainability programs.





# SUSTAINABILITY REPORT

## Stakeholder Engagement

Fu Yu diligently considers the key concerns of its stakeholders when defining the reporting context. The table below provides a concise summary of these stakeholders' primary interests and outlines our strategies for engagement with them.

Stakeholders	Engagement Methods	Frequency	Key Topics of Interest	Responses
<b>Investors</b>	<ul style="list-style-type: none"> <li>Timely updates of financial results and announcements, business developments, press releases, and other relevant disclosures via SGXNet and the Company's website</li> <li>Regular results briefing</li> <li>Annual General Meeting ("AGM")</li> <li>Extraordinary General Meeting ("EGM")</li> </ul>	<ul style="list-style-type: none"> <li>Throughout the year</li> <li>At least twice a year</li> <li>Annually</li> <li>When required</li> </ul>	<ul style="list-style-type: none"> <li>Sustain profitability and enhance shareholder returns</li> <li>Transparent reporting</li> <li>Sound corporate governance practices</li> <li>Active portfolio management</li> </ul>	<ul style="list-style-type: none"> <li>Sustained growth in profit</li> <li>Periodic and transparent communication of financial and non-financial information</li> <li>Prompt response to feedback and queries</li> </ul>
<b>Customers</b>	<ul style="list-style-type: none"> <li>Customer satisfaction surveys/feedback</li> <li>Regular meetings and discussions with respective Project Managers</li> <li>Business review / Quality score review</li> <li>Regular visits to customers by management</li> <li>Regular after-sales follow-up</li> </ul>	<ul style="list-style-type: none"> <li>Annually</li> <li>Throughout the year</li> <li>Annually</li> <li>Throughout the year</li> <li>Throughout the year</li> </ul>	<ul style="list-style-type: none"> <li>Delivery of affordable, quality products and services</li> <li>Compliance with environmental laws and regulations</li> <li>Responsiveness to customers' requests and feedback</li> <li>Compliance with EESG material factors along the supply chain</li> <li>Protection of confidential information (includes the Personal Data Protection Act)</li> </ul>	<ul style="list-style-type: none"> <li>Yearly assessment by the third-party certification body to achieve certification for the quality standards (i.e. ISO14001, ISO9001, IATF16949, ISO13485)</li> <li>Project Managers respond to their customers promptly and meet their needs and quality standards</li> <li>Committed to providing the best quality promptly</li> <li>Conduct quality audits on customers' products</li> </ul>

# SUSTAINABILITY REPORT

Stakeholders	Engagement Methods	Frequency	Key Topics of Interest	Responses
<b>Employees</b>	<ul style="list-style-type: none"> <li>• Induction programme for new employees</li> <li>• Training and development programmes</li> <li>• Career development performance appraisals</li> <li>• Recreational and wellness activities such as dinner and dance, Corporate Social Responsibility (“CSR”) activities</li> <li>• Regular e-mailers and meetings</li> <li>• Site visits by senior and middle management to observe the work environment</li> <li>• Employee satisfaction surveys</li> </ul>	<ul style="list-style-type: none"> <li>• Throughout the year</li> <li>• Throughout the year</li> <li>• Half-yearly</li> <li>• Throughout the year</li> <li>• Throughout the year</li> <li>• Throughout the year</li> <li>• Annually</li> </ul>	<ul style="list-style-type: none"> <li>• Equitable remuneration</li> <li>• Fair and competitive employment practices and policies</li> <li>• Safe and healthy work environment</li> <li>• Employee development and well-being include career development and training opportunities</li> <li>• Update on the Group’s latest strategic developments</li> <li>• Employee empowerment</li> <li>• To maintain a work-life balance</li> <li>• Labour and human rights</li> </ul>	<ul style="list-style-type: none"> <li>• Employees’ concerns will be discussed by the management and improvement plans will be implemented</li> <li>• Assimilate new hires into the Group’s culture</li> <li>• Foster corporate conscience, corporate citizenship or responsible business</li> <li>• Biennially review of training needs analysis and competency framework across all job levels/ category</li> <li>• Foster teamwork and social interaction among employees</li> </ul>
<b>Communities</b>	<ul style="list-style-type: none"> <li>• Corporate volunteering includes CSR activities such as blood donation and cash donation to charitable organisations</li> <li>• Open feedback channels</li> </ul>	<ul style="list-style-type: none"> <li>• Annually</li> <li>• Throughout the year</li> </ul>	<ul style="list-style-type: none"> <li>• Contributions to communities of operations</li> <li>• Responsible and ethical business practices</li> <li>• Engagement with local communities</li> </ul>	<ul style="list-style-type: none"> <li>• Continue to render support to charitable organisations</li> <li>• Outreach community activities to serve the local community needs</li> </ul>
<b>Government and regulators</b>	<ul style="list-style-type: none"> <li>• Meetings and dialogue sessions</li> <li>• Membership in industry associations</li> </ul>	<ul style="list-style-type: none"> <li>• Throughout the year</li> <li>• Throughout the year</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with, and keeping abreast of ever-changing laws and regulations</li> <li>• Tax contribution</li> <li>• Government business support schemes</li> </ul>	<ul style="list-style-type: none"> <li>• Keep all relevant employees abreast with changes to statutory requirements</li> <li>• Comply with all applicable laws and regulations</li> <li>• Focus on building good relationships with the government and industry associations</li> </ul>



# SUSTAINABILITY REPORT

Stakeholders	Engagement Methods	Frequency	Key Topics of Interest	Responses
<b>Suppliers</b>	<ul style="list-style-type: none"> <li>Regular dialogue sessions with key suppliers and service providers</li> <li>Establish channels of communication</li> <li>Quality score review</li> <li>Quality on-company audits</li> <li>Supplier performance feedback</li> </ul>	<ul style="list-style-type: none"> <li>Throughout the year</li> <li>Throughout the year</li> <li>Annually</li> <li>Annually</li> <li>Throughout the year</li> </ul>	<ul style="list-style-type: none"> <li>Equitable treatment of suppliers</li> <li>Regular and punctual payment upon engagement of services</li> <li>Collaborative partnership for mutual growth</li> <li>Streamline procurement workflows and clearly defining expectations</li> <li>Good working relationship</li> </ul>	<ul style="list-style-type: none"> <li>Comply with contractual terms and ensure punctual payment for goods and services rendered</li> </ul>

## Materiality Assessment Approach

In 2016, the Group initiated its inaugural formal materiality assessment to examine, prioritise, and validate the EESG issues that significantly impact business operations and are of interest to key stakeholders. This assessment process is an ongoing endeavour, with an annual review conducted to ensure the continued relevance and importance of identified factors. In FY2024, we did a peer review to assess topics that help enhance our sustainability disclosures. We will be taking the peer review into consideration for future disclosures.

The Group's materiality assessment approach for EESG factors is outlined below:





# SUSTAINABILITY REPORT

## Our Material EESG Factors

Upon completing the latest review, it was determined that the EESG factors reported in FY2023 retained their relevance in FY2024. Our material factors are outlined below with the relevant GRI Specific Disclosure topics are mentioned below:

SUSTAINABILITY FOCUS AREAS	MATERIAL TOPICS	GRI TOPIC SPECIFIC DISCLOSURE
Economic Performance	Economic Performance	201-1
Our Environment	Energy	302-1, 302-3
	Emissions	305-1, 305-2, 305-4
	Water and Effluents	303-1, 303-3
	Waste	306-1, 306-2, 306-3, 306-4, 306-5
Our People	Employment and Talent Retention	2-7, 401-1
	Training & Education	404-1, 404-3
	Occupational Health and Safety	403-1, 403-2, 403-3, 403-4, 403-5, 403-6, 403-7, 403-9, 403-10
	Diversity and Equal Opportunity	405-1
Practising Good Governance	Compliance with Laws and Regulations	2-27
	Anti-Corruption	205-1, 205-2, 205-3
	Customer Privacy	418-1

## 6.1 Economic Performance

### GRI 201-1

The Group recognises that our economic contributions play a crucial role in supporting the broader community where we operate. This support is demonstrated through the payment of taxes to governments, investments in the community, sourcing goods locally from suppliers and generating both direct and indirect employment through our operations. We are dedicated to achieving strong financial performance to ensure the delivery of sustainable value and to contribute positively to the overall economy.

During FY2024, even though the Group faced challenges in the business environment, the Group managed to shift from a net loss of S\$10.1 million in FY2023 to a net loss of S\$3.9 million in FY2024. The increase in topline performance was driven by higher order volumes from existing customers, along with new projects secured in the medical and consumer segments. As a result, our gross profit rose by 27.8%, reaching S\$17.0 million in FY2024. This, combined with a reduction in selling and administrative expenses, contributed to a lower net loss for FY2024.

The table below details the direct economic value generated by the Group<sup>2</sup> through our operations, and the distribution of this value to our stakeholders including suppliers and contractors, employees, shareholders, government authorities and local communities. For FY2024, the Group generated a direct economic value of S\$195.2 million. The total economic value distributed during FY2024 amounted to S\$186.6 million. Purchases of goods and services contributed to S\$144.22 million, approximately 77.3% of the total distribution; employee salaries and benefits contributed to S\$40.6 million, approximately 21.8% of the total distribution.

### Economic Value Generated and Distributed (S\$ million)

	FY2022	FY2023	FY2024
<b>Direct economic value generated</b>	<b>242.6</b>	<b>194.1</b>	<b>195.2</b>
- Revenue	240.1	190.4	191.3
- Other income	2.5	3.7	3.9
<b>Economic value distributed</b>	<b>233.0</b>	<b>197.4</b>	<b>187.2</b>
- Purchases of goods and services	179.3	154.3	144.8
- Employee salaries and benefits	38.3	37.6	40.6
- Payments to providers of capital	12.8	5.5	0.3
- Payments to government	2.6	0.0	1.5
- Community investments/ donations <sup>3</sup>	-	-	-
<b>Economic value retained</b>	<b>9.6</b>	<b>-3.3</b>	<b>8.0</b>
Net Profit/ (Loss)	14.6	-10.1	-4.5

<sup>2</sup> Please note that above data includes discontinued operation, FYSCS.

<sup>3</sup> The Group does make donations to community groups, which is not reflected in the table above as the amount falls below the unit specified.

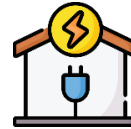
# SUSTAINABILITY REPORT

## 7.1 Protecting Our Environment

### FY2024 Key Performance



**Reduced GHG emissions to 22,046.9 tCO<sub>2</sub>e, a 1.1% decrease compared to FY2023**



**Reduced electricity consumption to 113,623.0 GJ, a 2.5% decrease compared to FY2023**



**Reduced water consumption to 89.1 MegaLiter, a 9.1% decrease compared to FY2023**



**Decreased hazardous waste production by 25.7%**

### Task Force for Climate Related Financial Disclosures (TCFD): Climate Change Resilience:

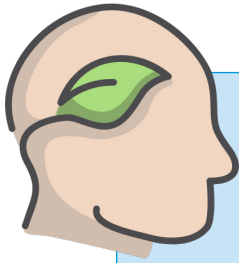
The TCFD report serves as a tangible manifestation of our commitment to combating climate change. We firmly believe that the disclosures provided in this report are crucial for our stakeholders to comprehend our approach to handling climate-related risks and identifying opportunities in our operations. In FY2023, we conducted a comprehensive re-assessment of climate-related risks and opportunities in collaboration with the management teams of our various business units. This assessment involves a thorough evaluation that considers both the likelihood and potential impact of climate risks and opportunities on our business. These risks and opportunities are categorised into three distinct time horizons, which include Short-term ( $\leq 5$  years), Medium-term (5 to 15 years) and Long-term ( $> 15$  years).

The following table contains forward-looking statements based on current assumptions and projections about climate-related risks and opportunities, which are subject to uncertainties and may differ from actual outcomes. Stakeholders should note that the projections and assumptions in identifying climate-related risks and opportunities and their potential financial impact are subject to change based on evolving climate-related factors and external uncertainties.



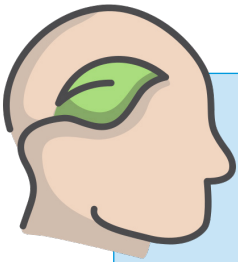
# SUSTAINABILITY REPORT

The TCFD table below summarises our climate risks and opportunities along with the timeframe, financial impact and our strategy to address these.



<b>Heightened regulatory oversight and reporting obligations</b>		
<b>Category</b>	<b>Significance</b>	<b>Timeline</b>
<b>Policy and Legal</b>	<b>Medium</b>	<b>Short-term</b>
<b>Description of Risks and Opportunities</b>	<b>Potential Financial Impact</b>	<b>Our Strategy</b>
<p><b>Transitional Risk</b></p> <p>We are currently navigating the dynamic business landscape, characterised by increased regulatory oversight, particularly regarding sustainability reporting.</p>	<p>Enhanced sustainability reporting requirements may lead to higher compliance costs. In addition, the cost of acquiring raw materials that have lower greenhouse gas emissions or eco-friendly, like certain plastics may also increase.</p>	<p>We closely monitor changes in regulatory requirements through collaboration with our dedicated SSC, STF and external consultants. This proactive approach ensures that we stay aligned with evolving regulations and maintain a strong commitment to sustainability.</p> <p>Furthermore, in FY2023 we initiated a trial run of greenhouse gas emissions inventory accounting. By embarking on this accounting endeavour, we aim to gain valuable insights that will form our future sustainability strategies and contribute to our ongoing efforts in environmental stewardship.</p>

# SUSTAINABILITY REPORT



## Transitional Risk

### Increasing energy prices

Category	Significance	Timeline
<b>Policy and Legal</b>	<b>Medium</b>	<b>Short-term</b>
Description of Risks and Opportunities	Potential Financial Impact	Our Strategy
Electricity rates in Singapore, Malaysia and China have seen a notable increase, primarily influenced by the incorporation of carbon taxes into the energy prices. This shift has been compounded by China's ongoing transition away from coal as part of its commitment to cleaner energy sources. The combined impact of these factors has led to a surge in energy prices, posing challenges for consumers and businesses alike.	Operational expenses may increase due to a surge in electricity prices.	We have completed the installation of solar panels at our Singapore facilities in FY2024. Additionally, we are actively planning to expand our solar panels projects to other locations, aiming to mitigate the impact of rising energy costs on our operations. Our solar panels in Fu Hao was operational in the fourth quarter of FY2024, and those in CA became operational in the second quarter of FY2025.

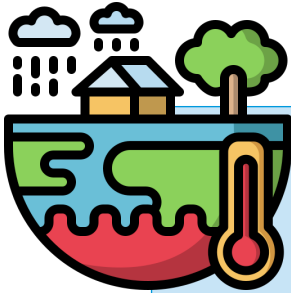
### Disruption caused by sustainable technologies

Category	Significance	Timeline
<b>Technology</b>	<b>Low</b>	<b>Medium-term</b>
Description of Risks and Opportunities	Potential Financial Impact	Our Strategy
Sustainable innovations, such as bio-based materials, biodegradable plastics, and advanced recycling techniques, have the potential to significantly reshape traditional market dynamics. As these sustainable solutions gain traction, businesses and industries accustomed to conventional practices may face challenges in adapting to these emerging technologies.	Investing in the development of new technologies impact cash flows, and there may be a need for write-offs or early retirement of existing assets or technologies that become obsolete. However, adopting new technologies can lead to reduced operational cost through reduced energy dependency.	The Group is progressively replacing hydraulic machinery with electric alternatives to enhance operational efficiency and reduce oil consumption. In addition, the incorporation of 3D printing and additive manufacturing technologies ensures precise material usage, and helps to minimise waste and improve cost efficiency.



<b>Transitional Risk</b>	<b><u>Shift in customer preferences towards eco-friendly products</u></b>		
	<b>Category</b>	<b>Significancy</b>	<b>Timeline</b>
	<b>Market and Reputation</b>	<b>Low</b>	<b>Long-term</b>
	<b>Description of Risks and Opportunities</b>	<b>Potential Financial Impact</b>	<b>Our Strategy</b>
	Growing market trends and shifting consumer preferences towards sustainable and eco-friendly products may lead to a decrease in demand for traditional plastics, potentially favouring alternative materials.	Revenue fluctuations resulting from shifts in consumer preferences towards more environmentally friendly products.	The Group is currently engaging in discussions with both its suppliers and customers regarding the utilisation of biodegradable bio-resin as a material for manufacturing disposables, consumables, and packaging caps.
	<b><u>Negative perceptions among stakeholders</u></b>		
	<b>Category</b>	<b>Significancy</b>	<b>Timeline</b>
	<b>Reputation</b>	<b>Low</b>	<b>Short-term</b>
	<b>Description of Risks and Opportunities</b>	<b>Potential Financial Impact</b>	<b>Our Strategy</b>
	Failure to proactively address climate risks could lead to negative perceptions among stakeholders, impacting the Group's reputation.	The potential for decreased revenue due to loss of customers from reputational damage highlights the financial risks of negative public perception. In addition, cost of manpower may increase due to poor employee attraction and retention. Furthermore, reduction in capital availability from investors may occur, as a consequence of these negative perceptions.	We prioritise open communication with our stakeholders, keeping them well-informed about the Group's commitment to sustainability. This includes regular updates on our sustainability initiatives, aiming to build trust and transparency.

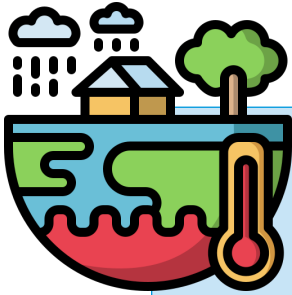
# SUSTAINABILITY REPORT



## Extreme weather event - floods, heatwave and typhoons

Physical Risk

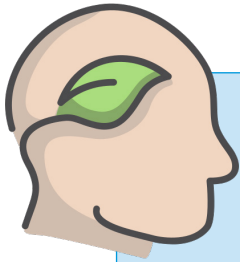
Category	Significance	Timeline
Acute or Chronic	Medium	Medium-term
Description of Risks and Opportunities	Potential Financial Impact	Our Strategy
<p>Singapore, Malaysia and China face exposure to climate change, characterised by more extreme precipitation, rising sea levels, and significant temperature increases, leading to increased risk of flooding and heatwaves.</p> <p>Extreme weather events can disrupt the supply chain by causing damage to infrastructure, leading to delays in both production and delivery, and shortening of business hours. Such events also result in damage to the Group's assets, including factory buildings and production equipment, resulting in decreased valuation and higher insurance costs. Furthermore, these conditions can result in casualties, including injuries or fatalities among the workforce.</p>	<p>Supply chain disruptions caused by extreme weather events present a broad range of operational challenges. These include reduced production output and consequent revenue loss – direct results disruptions to the production process. The financial implications are compounded by the costs associated with the repair and replacement of damaged assets. In addition, there will likely be an increase in medical and insurance expenses, as the organisation grapples with the aftermath of such events, addressing potential injuries or health issues among employees.</p> <p>The cumulative impact of these challenges underscores the critical need for comprehensive risk management strategies to enhance resilience and mitigate potential adverse effects on both operational efficiency and financial health.</p>	<p>While our facilities are not within the flood zones, we have nonetheless established a comprehensive emergency response plan.</p> <p>This plan is vital for ensuring our organisation's preparedness and resilience, facilitating swift and effective responses in crisis situations to safeguard both assets and personnel.</p> <p>In addition, to fortify our supply chain resilience and reduce the risks associated with regional disruptions, we are actively diversifying our suppliers globally.</p>



## Water stress due to diminishing of water resources

Physical Risk	Category	Significancy	Timeline
	Chronic	Low	Medium-term
	Description of Risks and Opportunities	Potential Financial Impact	Our Strategy
	<p>Singapore's limited domestic water sources pose a significant risk of water stress, necessitating innovative and comprehensive strategies for sustainability. Singapore has turned to advanced technologies such as NEWater and desalination, alongside extensive water conservation efforts, to address this challenge. Despite these measures, the continuous emphasis on water conservation highlights the importance of responsible usage to mitigate potential water stress.</p>	<p>Water scarcity can disrupt water-dependent operations, lead to service suspensions from water rationing, compromise service quality due to water interruptions, and increase water prices due to resource scarcity.</p> <p>These factors can result in potential revenue loss from service disruptions and diminished service quality, alongside increased operational costs due to higher water prices.</p>	<p>To counteract these risks, we are actively enhancing water efficiency across our operations. This includes the installation of water-saving taps and the implementation of real-time water consumption monitoring systems equipped with sensors to quickly detect and address leaks.</p> <p>Additionally, we have adopted rainwater harvesting practices for washing of our facilities, reducing dependence on conventional water sources. This approach not only conserves water but also aligns with environmentally friendly practices by utilising a natural and renewable resource.</p>

# SUSTAINABILITY REPORT



## Transitional Opportunity

### **Increasing government support for sustainability-related projects**

Category	Significance	Timeline
<b>Policy and Legal</b>	<b>Medium</b>	<b>Short-term</b>
Description of Opportunity	Potential Financial Impact	Our Strategy
To address potential financial hurdles from the implementation of green technologies, companies now have access to an expanding array of government subsidies, grants, and sustainable financing options from banks. These incentives are designed to encourage the adoption of green technologies, and enable businesses to incorporate environmentally sustainable practices more easily.	Sustainability-related projects can benefit significantly from government subsidies and grants, which can greatly reduce the initial costs of investment. This financial support makes it more viable for businesses to undertake projects aimed at improving their environmental footprint.	We are actively exploring opportunities to leverage these incentives for potential and suitable projects that not only align with the objectives and criteria of these incentives, but also contribute meaningfully to our sustainability goals. In addition, we are also exploring green financing with banks, specifically green deposits, directing our funds towards projects and initiatives that have a positive impact on the environment.

### **Innovation in sustainable technologies**

Category	Significance	Timeline
<b>Technology</b>	<b>Medium</b>	<b>Medium-term</b>
Description of Opportunity	Potential Financial Impact	Our Strategy
The introduction of new technologies aimed at reducing energy consumption and carbon footprint of plastic moulding processes present an opportunity to lower greenhouse gas emissions and advocate for more eco-friendly production methods in the plastic moulding industry.	Adopting these technologies could lead to a decrease in operational expenses by reducing energy dependency.	The Group is actively transitioning from hydraulic to electric machinery to enhance operational efficiency and reduce oil consumption. In addition, we are incorporating 3D printing and additive manufacturing technologies, which allow for precise material use, waste minimisation, and enhanced cost efficiency.



**Transitional Opportunity**

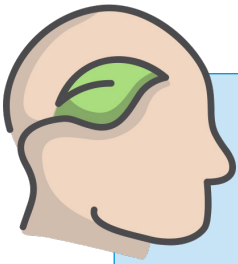
## Use of eco-friendly materials

Category	Significancy	Timeline
<b>Product and Services</b>	<b>Medium</b>	<b>Long-term</b>
Description of Risks	Potential Financial Impact	Our Strategy
The shift towards eco-friendly plastics allows our customers to offer end products that are more environmentally conscious, appealing to a growing segment of consumers interested in sustainability.	Introducing eco-friendly plastic components to the market can lead to an increase in revenue as consumer demand for sustainable products grows.	The Group are in discussions with both suppliers and customers about using biodegradable bio-resin for manufacturing disposables, consumables, and packaging caps, aligning our product offerings with environmental sustainability goals.

## Renewable energy integration

Category	Significancy	Timeline
<b>Energy source</b>	<b>Medium</b>	<b>Medium-term</b>
Description of Risks and Opportunities	Potential Financial Impact	Our Strategy
The shift towards renewable energy sources, such as solar or wind power, is a strategic response to rising energy costs and reducing carbon footprints.	Initial transition to renewable energy may increase operational costs due to the installation and integration of new energy systems.	We are committed to integrating renewable energy into our operations. The installation of solar panels at our Singapore facilities has been completed in FY2024. We are actively planning to extend our solar panels projects to other locations, aiming to mitigate the impact of rising energy costs on our operations. Our solar panels in Fu Hao was operational in the fourth quarter of FY2024, and those in CA became operational in the second quarter of FY2025.

# SUSTAINABILITY REPORT



Transitional Opportunity

## Sustainable practices communication

Category	Significancy	Timeline
Reputation	Medium	Short-term
Description of Risks	Potential Financial Impact	Our Strategy
Companies that demonstrate strong climate-related practices not only mitigate environmental impacts but also enjoy improved access to capital, and opportunities for green financing.	Effective communication of sustainable practices leads to increase investor confidence and attract new funding sources.	We prioritise transparent and open communication with both investors and employees, keeping them well-informed about the Group's sustainability practices to foster trust and transparency. This involves providing regular updates on our ongoing sustainable initiatives.

### Managing Climate-related Risk

Fu Yu acknowledges the critical need for a robust strategy and risk management framework to support our sustainability initiatives. With increasing scrutiny from regulatory bodies, investors, and stakeholders on sustainability and climate-related factors, integrating these considerations into our decision-making process has become a priority.

To effectively assess climate risks and opportunities, we have implemented a comprehensive enterprise risk management framework. This framework ensures that climate-related risks are identified, assessed, and managed appropriately. Risks are evaluated through an analysis of the likelihood and impact of each risk.

The impact of these risks is categorised into 3 tiers – **Major, Moderate and Low**. This categorisation helps us prioritise risks and initiatives based on the significance of their impact on our business, allowing us to allocate adequate resources efficiently. Likelihood is assessed as **Unlikely, Medium and Likely**. Based on this assessment, risks are managed through various strategies, including enhancing existing internal controls, or implementing new controls to mitigate and transfer risks. We also develop monitoring mechanisms to review the effectiveness of our strategies.

Recognising the interconnected nature of climate-related risks with other business risks, we integrate climate considerations into our broader risk management strategy. Our risk management framework is applied consistently to both general business risks and climate-related risks, involving the identification, assessment, and ongoing monitoring of these risks and opportunities in line with our enterprise risk management framework.

### Energy Consumption

#### GRI 302-1, 302-3

The Group purchases electricity from the grid, and also generates solar energy. In FY2024, we consumed<sup>4</sup> 113,623 GJ of purchased electricity, a 2.5% decrease from 116,481.6 GJ in FY2023. However, our overall energy consumption (excluding petrol and diesel) saw a slight increase of 1.0%, with the inclusion of solar energy consumption of 4,001.8 GJ, which reflects a change in the electricity generation mix. In FY2024, the Group has invested in energy-efficient electric machines to replace older hydraulic machines and upgrade existing lighting with more efficient LED lighting.

<sup>4</sup> Conversion factors are based on Emission Factors for Cross Sector Tools V2.0 March 2024 – IPCC 2006.



# SUSTAINABILITY REPORT

Our proactive measures to reduce energy consumption and enhance efficiency include the installation of energy-efficient LED light fixtures throughout managed properties. Other energy-saving initiatives include:

- Optimise production planning to reduce machinery idling time.
- Use of frequency conversion air compressors to reduce power utilisation.
- Transition to renewable energy with solar panel installation in our production facilities.
- Replace older machinery that consumes more energy with newer energy-efficient machinery.
- Replace older air conditioners with energy-saving units and control temperatures to be more energy-efficient.
- Regular maintenance of plant and machinery to improve productivity, prolong useful life span and reduce energy usage.

Besides monitoring electricity consumption, the Group also monitors diesel and petrol consumption, aiming to manage and reduce our GHG emissions.

Diesel is primarily used for forklift operations, truck deliveries and staff canteen activities, while petrol is primarily used for company cars and vehicles. Petrol consumption has increased marginally from 575.6 GJ in FY2023 to 588.7GJ. Diesel consumption has increased from 1,641.5 GJ in FY2023 to 1,728.5 GJ in FY2024 showing a 5.3% increase. Our diesel and petrol consumption rise are due to an increase in production activities.

At Fu Yu, our commitment focuses on reducing our energy consumption throughout daily operations. This initiative aligns with our dedication to environmental responsibility while concurrently unlocking significant cost savings for our business.

Energy Consumption (GJ)	FY2022 <sup>5</sup>	FY2023 <sup>6</sup>	FY2024
Petrol	528.7	575.6	588.7
Diesel	1,818.3	1,641.5	1,728.5
Electricity	121,374.0	116,481.6	113,623.0
Solar	Not applicable	Not applicable	4,001.8

Energy Sold (GJ)	FY2022	FY2023	FY2024
Solar	Not applicable	Not applicable	216.1

RECs Sold (GJ)	FY2022	FY2023	FY2024
Solar	Not applicable	Not applicable	3,996.0

Year	Total Energy Consumed (GJ)	Revenue (S\$'mil)	Energy Intensity (GJ/S\$'mil Revenue)
FY2024	119,942.0	114.9	1,044.0

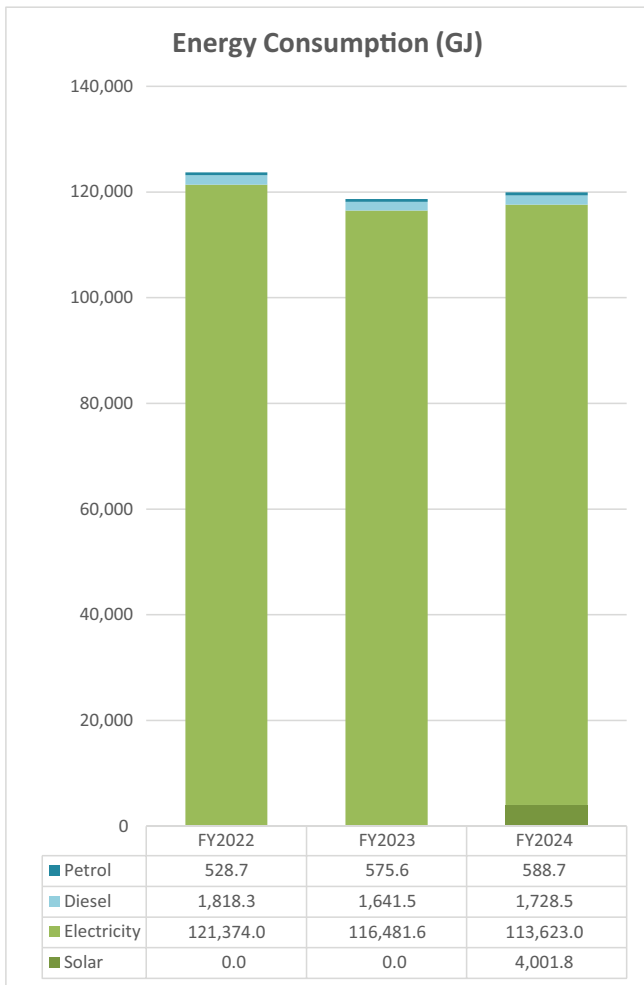
Our energy intensity based on revenue of manufacturing segments was 1,044.0 GJ/S\$ mil. Going forward we will use this basis for comparison purposes.

<sup>5</sup> In FY2022, electricity as reported in MWh and Diesel in Liter. This has been restated in GJ.

<sup>6</sup> In FY2023, electricity as reported in MWh and Diesel in Liter. This has been restated in GJ.



# SUSTAINABILITY REPORT



## Greenhouse Gas Emissions (“GHG”)

### GRI 305-1, 305-2, 305-4

In our steadfast commitment to environmental responsibility and combating climate change, we have conducted an in-depth review of our GHG emissions for FY2024.

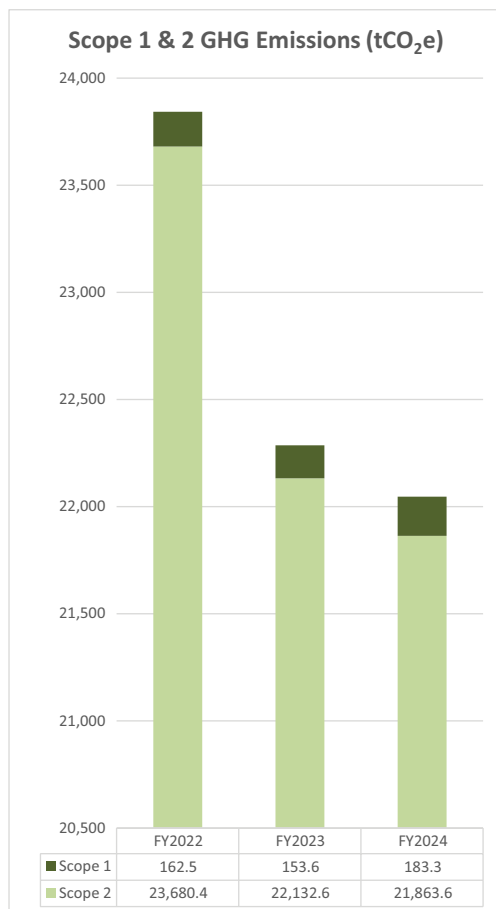
Our efforts have been focused on a detailed evaluation of both direct and indirect emissions, i.e. direct Scope 1 emissions, arising from our forklift operations and truck deliveries, and indirect Scope 2 emissions, arising from electricity used in our buildings and manufacturing facilities.



The following is our GHG emissions<sup>7</sup> profile:

GHG Emissions	Unit	FY2022	FY2023	FY2024
Total GHG Emissions	tCO <sub>2</sub> e	23,842.9	22,286.2	22,046.9
<b>GHG Scope-wise Emissions</b>				
Scope 1	tCO <sub>2</sub> e	162.5	153.6	183.3
Scope 2	tCO <sub>2</sub>	23,680.4	22,132.6	21,863.6
<b>Percentage (%)</b>				
Scope 1	Proportion	0.7%	0.7%	0.8%
Scope 2	Proportion	99.3%	99.3%	99.2%
<b>Intensity</b>				
GHG Emissions Intensity <sup>8</sup>	tCO <sub>2</sub> e/ S\$ million of revenue	170.2	214.4	191.9
<b>GHG Scope-wise Intensity</b>				
Scope 1	tCO <sub>2</sub> e/ S\$ million of revenue	1.2	1.5	1.6
Scope 2	tCO <sub>2</sub> e/ S\$ million of revenue	169.0	212.9	190.3

The GHG emissions of the Group in absolute terms have reduced by 1.1% as compared to last year. GHG emissions intensity has decreased from 214.4 tCO<sub>2</sub>e/ S\$ million of revenue in FY2023 to 191.9 tCO<sub>2</sub>e/ S\$ million of revenue in FY2024.



<sup>7</sup> The calculations are aligned with the principles of the GHG Protocol. Emission factors (FY2024) for the above table are based on Emission Factors for Cross Sector Tools V2.0 March 2024. Grid Emission Factors are sourced from Singapore Energy Market Authority (EMA) and IGES Institute for Global Environmental Strategies (2024). List of Grid Emission Factors, version 11.4. Grid Emission Factors consider the fact that RECs have been sold for solar energy generated.

<sup>8</sup> Denominator for GHG Emissions Intensity is S\$million of revenue for manufacturing sectors only.



# SUSTAINABILITY REPORT

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In addition to our long-term goal, we have also set medium and short-term targets to reinforce our commitment to reduce carbon emissions. Our medium-term target is to reduce the Scope 2 overall emissions by 30% by FY2030, using FY2023 as the baseline.

In FY2023, we set a short-term target is to reduce Scope 2 carbon emissions by 3.0% in FY2024, using FY2023 as the baseline. We achieved an actual reduction of Scope 2 carbon emissions of 1.4%

We are also committed to extending our GHG emissions computation beyond the existing Scope 1 and Scope 2 emissions, and to include Scope 3 emissions in the future. By comprehensively understanding our GHG emissions performance, we strategically position ourselves to determine the most effective approach to achieving our medium-term target and meaningfully set a long-term target.

## Water Consumption

### GRI 303-1, 303-3

In our continuous dedication to sustainability, Fu Yu places high priority on responsible water consumption across our facilities. Recognising water as a precious and limited resource, we are committed to implementing measures that promote water conservation and responsible use.

The Group sources all its water from municipal water supplies, operating in Singapore, Malaysia, and China. Water is primarily used in our operations for cooling towers, cooling for injection moulding and tooling machines during manufacturing, and various cleaning purposes.

We have identified that our FYSZ facility is situated in a water scarce region. As a responsible business, we understand the need to conserve water and reduce water wastage. Sustainable and efficient water usage practices are integral to our manufacturing operations, underscoring our commitment to environment conservation.

Some of our key practices in our different entities as named include:

- Installation of water-saving taps and implementation of real-time water consumption monitoring systems equipped with sensors to quickly detect and address leaks (FYC)
- Adopt rainwater harvesting practices for washing of our facilities, reducing dependence on conventional water sources (FYC, CA)
- Record and monitor meter readings and cross-check with water consumption bills monthly (CA, FYC, FHM, FYDG, FYZH and FYSZ)
- Regular maintenance of water fittings and drainage systems to minimise the risk of leakage (CA, FYC, FYDG, FYZH, FYSZ)
- Educating employees on the importance of water conservation to influence positive behavioural changes (FYDG, FYZH, FYSZ)
- Encourage employees to report any observed water leaks to the Human Resources Department (FHM, FYDG, FYZH, FYSZ)

At our FYSZ facility, after undergoing advanced treatment at sewage facilities, wastewater is recycled for use. We have upgraded infrastructure and optimised the treatment processes to improve the efficiency of the water recycling system, enabling the reintroduction of recycled water into various applications. The water recycling system has been in use for years, with Suzhou continuously maintaining and increasing the amount of recyclable wastewater.

At our FYDG facility, we are strengthening regular inspections of water pipes to prevent the aging and leakage, ensuring early detection and proactive maintenance. In addition, the timely replacement of older water pipes with modern, more durable materials further reduces the risk of leaks and enhances the overall reliability of the water supply infrastructure.



# SUSTAINABILITY REPORT

Elsewhere, we implemented rainwater harvesting for general cleaning tasks. By capturing and storing rainwater through this eco-friendly method, we reduced our dependency on conventional water sources for cleaning, further minimising the environmental impact associated with water consumption.

Fu Yu is committed to doing our part in safeguarding the planet's water resources and ensuring sustainable water management practices.

In FY2024, our total water consumption amounted to 89.1 Megaliter<sup>9</sup>, a 9.1% decrease from 98.0 Megaliter in FY2023. The decrease is attributable to fewer staff living in the dormitory (FYDG) in FY 2024. We are closely monitoring water usage. Water catchment (IBC Tank) is being implemented to optimize consumption (FYC, CA).



Water catchment for rainwater harvesting

Over the years, our Group's water usage has been on the decline, in line with our commitment to minimise water consumption. Moving forward, the Group targets to maintain/reduce our water consumption at the current level, continuing our commitment to efficient and responsible water use.

Water Withdrawn <sup>10</sup> (Third-party Water)	FY2022	FY2023	FY2024
Freshwater (MegaLiter)	114.1	98.0	89.1

<sup>9</sup> In FY2022 and FY2023, Water Withdrawal was reported in m<sup>3</sup>. This has been restated in megaliter in line with GRI reporting. This is a restatement of the unit of measurement, and does not impact any conclusions.

<sup>10</sup> Based on WRI Water Aqueduct Tool, the area where water is withdrawn is not in a water stress area.

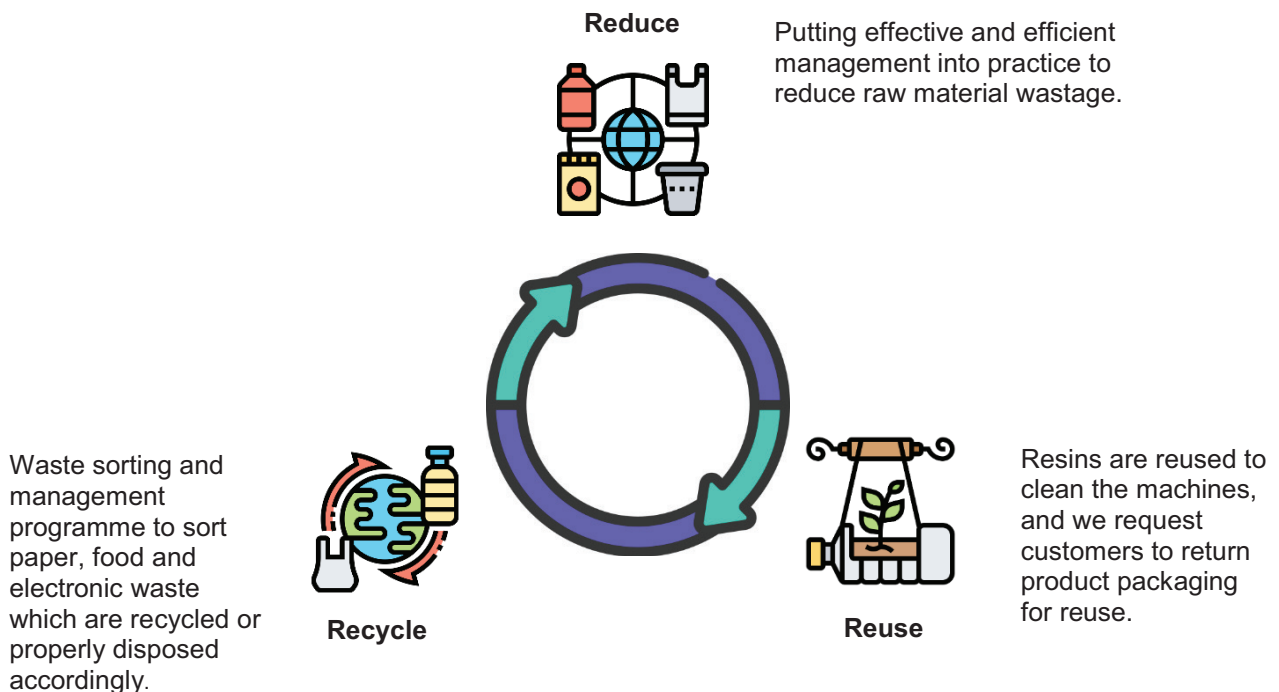
# SUSTAINABILITY REPORT

## Waste

GRI 306-1, 306-2, 306-3, 306-4, 306-5

At the heart of the Group’s operational philosophy is our commitment to waste management, encapsulated in our “3Rs” approach – **“REDUCE, REUSE AND RECYCLE”**.

We believe that proper waste management and effective resource utilisation underpins our responsibility towards the environment and contributes to reduce our overall operating costs. Our comprehensive waste management strategy emphasises “reduction of waste” at the source, followed by “waste reuse on-site” and “material recycling”. Through this structured approach, we aim to minimise our environmental footprint and promote sustainability within our operations.



## Reduce

Our commitment to sustainable practices includes the responsible procurement of materials, a key aspect of which involves cultivating collaborative relationships with our vendors. In this pursuit, we actively engage with our suppliers to replace harmful substances with environmentally friendly alternatives, aiming to reduce the ecological impact of our operations and products.

Furthermore, in response to growing environmental awareness and customer preferences, we proactively seek out materials that bear accredited green labels. This proactive sourcing strategy emphasises our dedication to environmentally conscious practices, ensuring that the products we manufacture not only meet high-quality standards but also align with environmentally friendly and sustainable principles.

## Reuse

We promote the reuse of resins in our manufacturing processes. Resins, often used in various production stages, are systematically recycled to clean machines, contributing to the reduction of waste and minimising the environmental impact associated with their disposal. This initiative not only aligns with our dedication to resource efficiency but also reflects our commitment to a circular economy, where materials are reused and repurposed to extend their lifecycle.



# SUSTAINABILITY REPORT

Furthermore, in order to minimise packaging waste, we encourage our customers to participate in our packaging return program. This program encourages customers to send back product packaging for reuse. By doing so, we aim to reduce the overall environmental footprint associated with packaging materials.

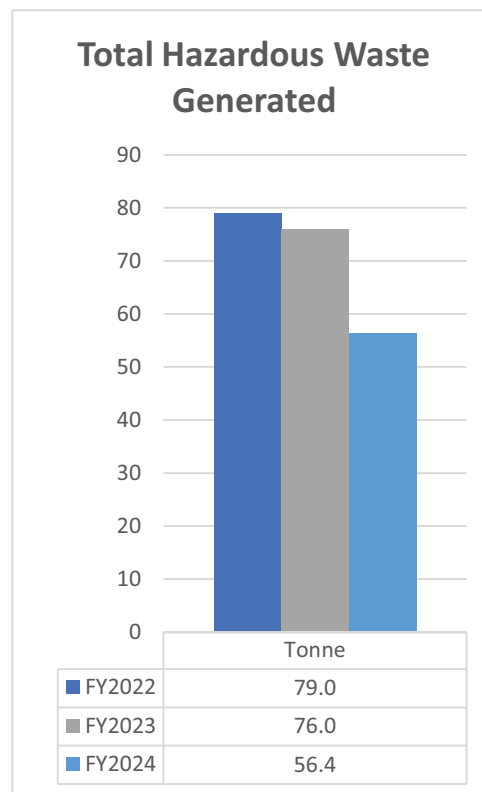
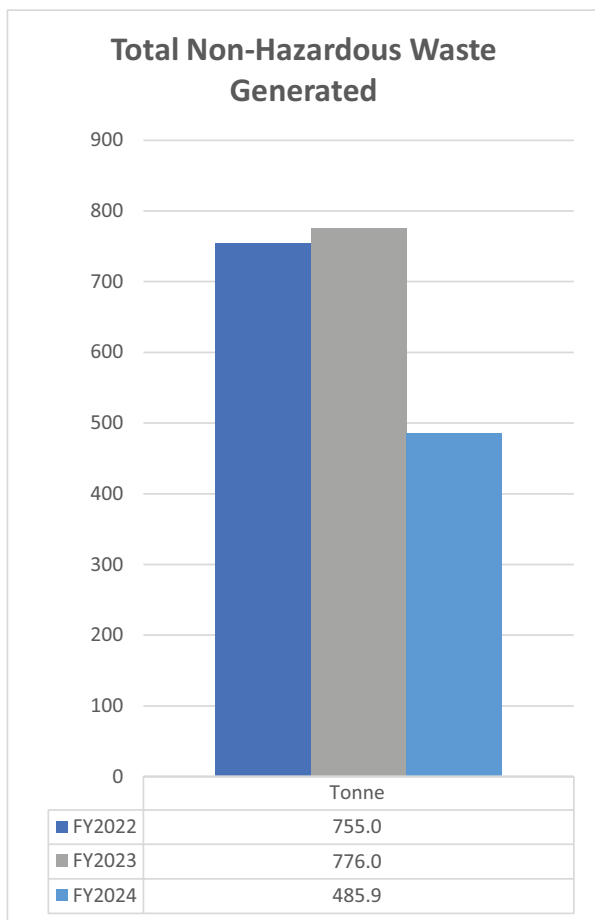
## Recycle

We implemented a comprehensive waste sorting and management program that addresses various waste streams, including paper, food, and electronic waste. Through this program, we aim to promote responsible waste handling and minimise our environmental impact.

For paper waste, we prioritise recycling initiatives to ensure that paper materials are diverted from landfills and repurposed. Our commitment to sustainable practices extends to the proper disposal of food waste, where we implement eco-friendly solutions such as composting or other environmentally responsible methods.

For electronic waste, we adhere to specialised disposal practices that align with regulatory guidelines to prevent environmental harm and promote the responsible handling of electronic components.

By incorporating these measures into our waste sorting and management program, we demonstrate our commitment to sustainable and eco-conscious practices throughout our operations.



# SUSTAINABILITY REPORT

Waste Diverted from Disposal (FY2024)		Tonne
Hazardous Waste	Commercial and industrial waste	34.2
	WEEE <sup>11</sup> - mixed	0.6
	Total	34.8
Non Hazardous Waste	Commercial and industrial waste	10.1
	Plastics: PET (incl. forming)	45.2
	Paper and board: board	61.0
	Paper and board: paper	18.9
	Metal: mixed cans	0.7
	Metal: scrap metal	30.7
	Plastics: PS (incl. forming)	190.7
	Total	357.3
Grand Total		392.1

Waste Directed to Disposal (FY2024)		Tonne
Hazardous Waste	Commercial and industrial waste	18.8
	Metal: scrap metal	2.8
	Glass	0.1
	Total	21.6
Non Hazardous Waste	Commercial and industrial waste	128.6
	Total	128.6
Grand Total		150.2

In FY2024, we generated 56.4 tonnes of hazardous waste, compared to 76.0 tonnes in FY2023. This represents a 25.7% reduction, due to not having any large tonnage of machine oil changes, which depends on the waste cycle varying from year to year.

The decline in non-hazardous waste can be attributed to improvement in production efficiency which reduced wastage. Non-hazardous waste was high for FYC in FY2023 due to a move to a new building during the year. The waste resumed normal levels in FY2024, which is reflected in the reduction from the previous year. FYC also took initiatives to reduce wastage.

In FYSZ, we reused paper board before recycling. In FYDG, the disposal of old assets in FY2023 contributed to a high level of waste, which declined in FY2024 as there was minimal disposal of old assets. However, this was offset by FHM, whose non-hazardous waste increased mainly due to scrap material generated from new mold testing for a new awarded project, as well as from testing recycled material for the sustainability project initiated by the customer.

Total waste diverted from disposal amounted to 392.1 tonnes in FY2024 while total waste directed to disposal amounted to 150.2 tonnes.

Moving forward, we intend to maintain the current level of our hazardous and non-hazardous waste for the forthcoming year while developing quantitative targets in future.

<sup>11</sup> Waste from Electrical and Electronic Equipment.

## Disposal of hazardous wastes

The Group places a strong emphasis on proper waste disposal, particularly relating to hazardous waste. To ensure environmentally responsible practices, all hazardous waste is meticulously disposed through licensed collection vendors, significantly minimising its environmental impact. In line with our 3Rs approach, we actively strive to divert waste from disposal wherever feasible.

When recycling is not an option, we employ a systematic approach for handling non-recyclable waste. Such waste is accumulated and stored on-site, adhering to predetermined schedules for disposal as specified by the respective local collection vendors. This comprehensive waste management strategy reflects our commitment to minimising our environmental footprint and upholding responsible waste disposal practices throughout our operations.

## Paper Usage Reduction

Embracing sustainability and digital innovation, our operations have undergone remarkable transformations since FY2020. In Singapore, we have replaced paper carton boxes with 7,000 reusable containers, resulting in annual savings of over 300 tonnes of paper. This initiative sets the stage for our commitment to environmental stewardship. Additionally, FHM has embraced paperless documentation through a Manufacturing Execution System (“MES”) since FY2021, enhancing efficiency and reducing our ecological footprint. In line with our digital evolution, CA and FYC have implemented an e-leave system and embraced e-banking in FY2022, marking significant strides towards a more sustainable and digitally-driven future.

In FY2024, we continued our efforts to reduce paper usage by adopting packaging specifications designed to minimise the types of packaging in use and reduce paper waste. Notably, the usage of packaging papers at FYSZ decreased by 21.7% in FY2024 compared with FY2023. In FY2024, FHM’s paper usage reduced by 12.2%, and carton box usage reduced by 26.7% as compared to the previous year.

These ongoing efforts underscore our dedication to sustainable practices and continual improvement in resource efficiency.

Beyond packaging, we also actively reduce our paper usage in our administration processes. These include:

- Usage of e-signature whenever possible.
- Usage of double sides whenever possible.
- Placing signage as a reminder to reduce paper usage.
- Usage of e-banking to reduce the need for cheques and the printing of telegraphic slip.
- Usage of digital solutions to eliminate the use of paper-based documents (e.g. e-leave system).

We are committed to actively exploring opportunities to reduce paper usage in both packaging and administrative processes. This includes adopting integrated packaging specifications, sourcing eco-friendly packaging materials and embracing digital solutions to minimise reliance on paper. Our commitment to these initiatives aligns with our goal of promoting sustainability and reducing our environmental impact.

## Environmental-friendly Supply Chain

In our ongoing dedication to minimising our environmental impact, we ensure that our suppliers comply with environmental laws and regulations while providing goods and services to our organisation.

Within our supply chain management framework, we conduct annual vendor evaluation assessments to consistently measure and monitor the performance of our existing and vendors. This proactive approach aids in cost reduction, and risk mitigation, and fosters continuous improvement initiatives directed towards enhancing environmental sustainability. Through these evaluations, we aim to strengthen our partnerships, ensure efficient operations, and align our supply chain with the principles of environmental responsibility.



# SUSTAINABILITY REPORT

We prioritise environmental compliance by signing both the Restriction of Hazardous Substance (“**RoHS**”) and Registration, Evaluation, Authorisation and Restriction of Chemical (“**REACH**”) agreements with all our suppliers, regardless of whether they are longstanding partners or newly onboarded ones. This commitment ensures that all parties involved adhere to the restrictions on hazardous substances and meet the regulatory standards set forth by these agreements.

## Our Initiatives

### Innovative Production

Outfitted with cutting-edge automation and sensors, the Group’s Industry 4.0 Smart Factory not only aids customers in monitoring their carbon footprint across the supply chain but also actively monitors and optimises our electricity usage. This dual functionality underscores our dedication to advancing sustainability for our clients while concurrently mitigating our environmental impact through effective energy management.

Demonstrating our unwavering commitment, the Group is systematically replacing hydraulic machinery with electrically powered alternatives, aiming to improve operational efficiency and reduce oil consumption.

Additionally, the integration of 3D printing and additive manufacturing technologies ensures the precise utilisation of materials, minimising waste and concurrently enhancing cost efficiency.

The Group has recently transitioned to an integrated cloud-based platform, paving the way for completely paperless mould-making. This transition not only eradicates paper consumption, but also streamlines the mould-making process, improved accuracy, efficiency, real-time collaboration, and an overall elevation in the quality and speed of production.

### Sustainable Raw Materials

Collaborating actively with partners, the Group is committed to helping our customers transition to eco-friendly resins. It is also in active discussions with a supplier of biodegradable bio-resin sourced from sugar cane fibre. This bio-resin can be used to produce disposables, consumables, and packaging caps. Through close collaboration with customers, their preferences are thoughtfully incorporated, playing a crucial role in shaping product development and seamlessly integrating bio-resins into their offerings. As the demand for environmentally conscious solutions continues to surge, Fu Yu’s effective utilisation of bio-resins strategically places it in a market that increasingly values eco-friendly characteristics.

### Renewable Energy

Fu Yu has forged a strategic alliance with a solar energy system developer to implement photovoltaic solar panels across the rooftops of our facilities. The generated energy will be utilised to power our in-house operations. FYC has completed the installation of solar panels on four of its buildings in FY2024. The Group is proactively expanding its solar panel initiatives in Malaysia. The solar panels in Fu Hao was operational in the fourth quarter of FY2024, and those in CA are likely to be operational by the second quarter of FY2025.



FHM - Solar panels



CA - Solar panels



## 8.1 Developing Our Workforce

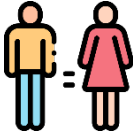
### FY2024 Key Performance



**Zero forced labour and child labour**



**Zero workplace fatalities**



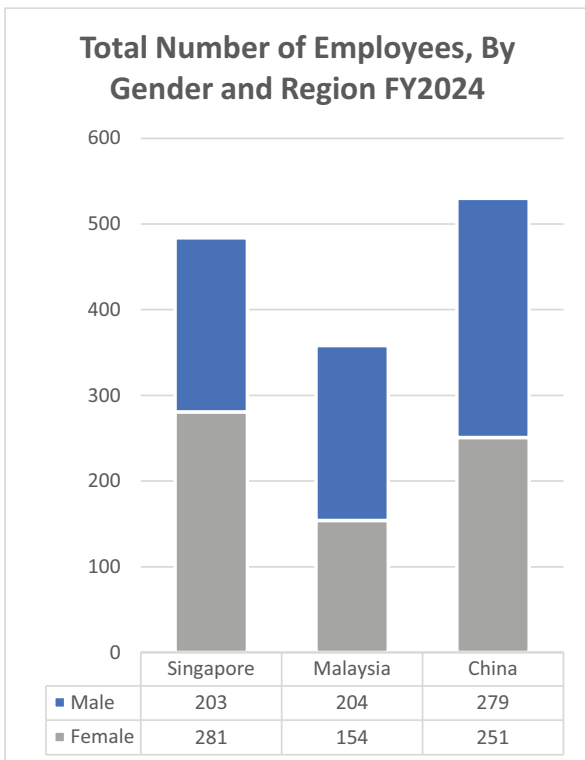
**Close to 1:1 ratio of male to female employees**

### Employment

#### GRI 2-7, 401-1

Our workforce is primarily composed of permanent, full-time employees, who are the cornerstone of our organisational structure. These employees are pivotal to our operations, providing the stability and continuity necessary for our success. To complement our core team and meet the dynamic needs of our operational environment, we also engage temporary employees when necessary. As at the end of FY2024, our workforce comprises 1,241 permanent employees and 131 temporary employees. We did not employ any part-time employees nor any non-guaranteed hours employees.

The following graphs illustrate our employment profile categorised by regions, contract types and levels.



# SUSTAINABILITY REPORT

FY2024		Singapore	Malaysia	China	Total
Full time Employees	Male	203	204	279	686
	Female	281	154	251	686
Total		484	358	530	1,372
Permanent Employees	Male	203	204	210	617
	Female	281	154	189	624
Temporary/Contract Employees	Male	–	–	69	69
	Female	–	–	62	62
Total		484	358	530	1,372

Total Number of Employees, By Gender and Region	FY2022				FY2023				FY2024			
	Singapore	Malaysia	China	Total	Singapore	Malaysia	China	Total	Singapore	Malaysia	China	Total
Male	Not reported			781	Not reported			775	203	204	279	686
Female	Not reported			754	Not reported			713	281	154	251	686
<b>Total</b>	<b>Not reported</b>			<b>1,535</b>	<b>429</b>	<b>365</b>	<b>694</b>	<b>1,488</b>	<b>484</b>	<b>358</b>	<b>530</b>	<b>1,372</b>

Throughout FY2024, we successfully integrated 366 new employees, making strategic additions to strengthen our team. The new hire rate for FY2024 is reported at 26.7%. This new hire rate encompasses temporary employees, whose recruitment is subject to our operational needs.

The following graphs illustrate our new hires by regions and contract types<sup>12</sup>.

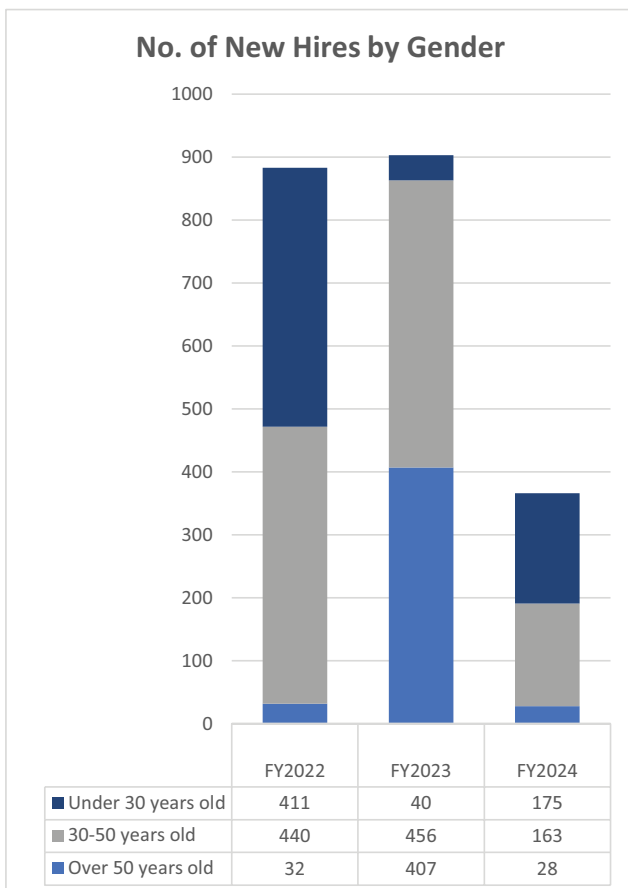
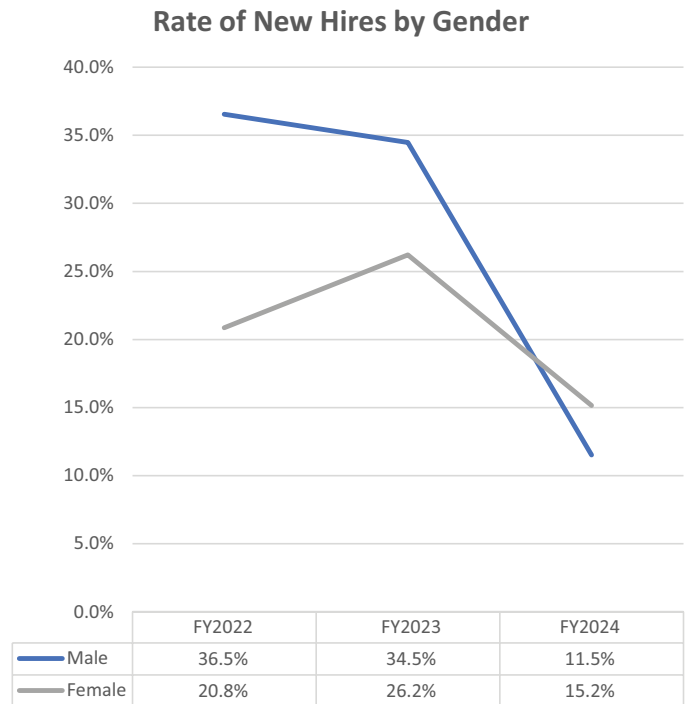
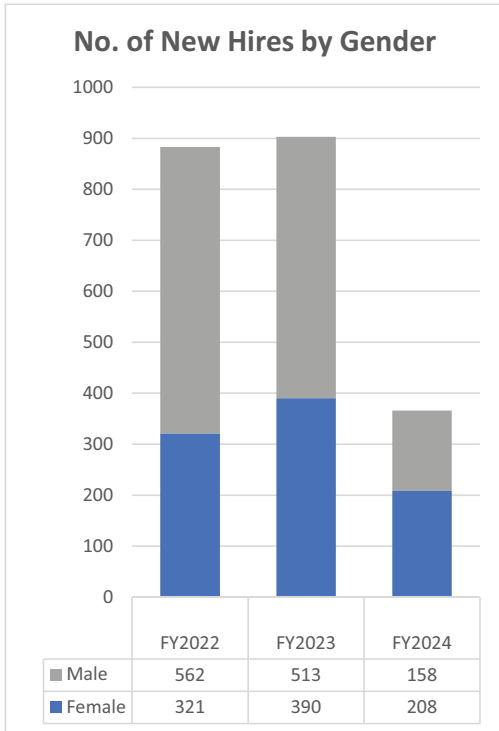
No. of New Hire & Hiring Rate	FY2022								FY2023								FY2024							
	Singapore		Malaysia		China		Total		Singapore		Malaysia		China		Total		Singapore		Malaysia		China		Total	
	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate
Male	Not reported	Not reported	Not reported	Not reported	562	36.5%	Not reported	Not reported	Not reported	513	34.5%	64	13.2%	56	15.6%	38	7.2%	158	11.5%					
Female	Not reported	Not reported	Not reported	321	20.9%	Not reported	Not reported	Not reported	390	26.2%	151	31.2%	47	13.1%	10	1.9%	208	15.2%						
<b>Total</b>	<b>Not reported</b>	<b>Not reported</b>	<b>Not reported</b>	<b>883</b>	<b>57.4%</b>	<b>215</b>	<b>14.4%</b>	<b>172</b>	<b>11.6%</b>	<b>516</b>	<b>34.7%</b>	<b>903</b>	<b>60.7%</b>	<b>215</b>	<b>44.4%</b>	<b>103</b>	<b>28.8%</b>	<b>48</b>	<b>9.1%</b>	<b>366</b>	<b>26.7%</b>			
Under 30 years old	Not reported	Not reported	Not reported	411	26.7%	Not reported	Not reported	Not reported	40	2.7%	86	17.8%	74	20.7%	15	2.8%	175	12.8%						
30-50 years old	Not reported	Not reported	Not reported	440	28.6%	Not reported	Not reported	Not reported	456	30.6%	106	21.9%	25	7.0%	32	6.0%	163	11.9%						
Over 50 years old	Not reported	Not reported	Not reported	32	2.1%	Not reported	Not reported	Not reported	407	27.4%	23	4.8%	4	1.1%	1	0.2%	28	2.0%						
<b>Total</b>	<b>Not reported</b>	<b>Not reported</b>	<b>Not reported</b>	<b>883</b>	<b>57.4%</b>	<b>215</b>	<b>14.4%</b>	<b>172</b>	<b>11.6%</b>	<b>516</b>	<b>34.7%</b>	<b>903</b>	<b>60.7%</b>	<b>215</b>	<b>44.4%</b>	<b>103</b>	<b>28.8%</b>	<b>48</b>	<b>9.1%</b>	<b>366</b>	<b>26.7%</b>			

<sup>12</sup> The hiring rate for FY2022 & FY2023 have been restated to reflect the GRI aligned formula which is Number of new hires/Total number of employees. The previous formula was Number of new hires/Number of employees in the category. However the restatement does not reflect that outsourced workers had been included in the calculation of employment numbers in previous reporting periods. In FY2024, the employment numbers only include Fu Yu's employees who according to GRI 2-7 are permanent, temporary, full-time, part-time and non-guaranteed hours (casual) employees, and does not include outsourced workers. Year-on-year comparison will be done from FY2025 onwards.



# SUSTAINABILITY REPORT

From FY2024 onwards, the above table will be reflecting more granularity in the breakup of gender and age categories across regions.

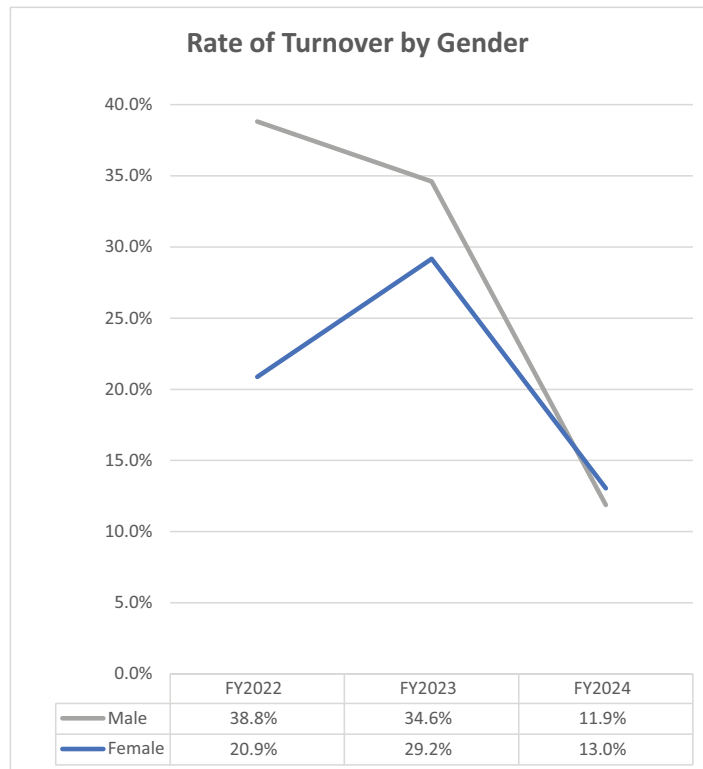
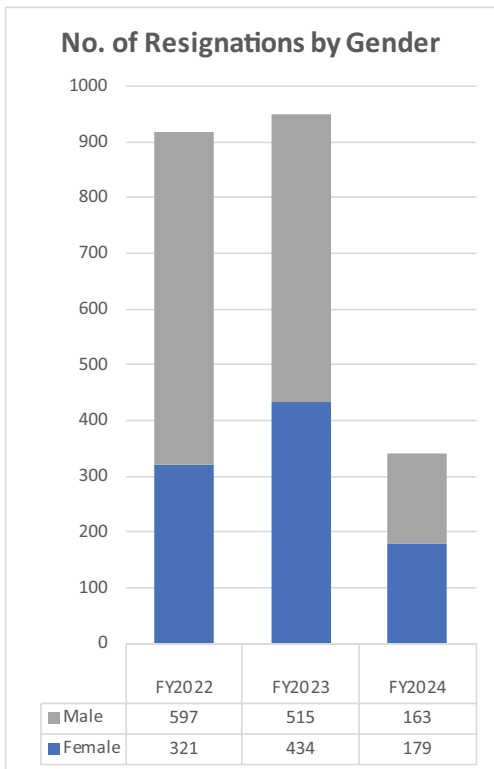


# SUSTAINABILITY REPORT

However, we saw 342 employees leave us during the year. The turnover rate for FY2024 was 24.9% with 342 employees leaving us during the year. Similarly to the new hiring rate, this turnover rate encompasses temporary employees, whose recruitment is subject to our operational needs. Going forward, our goal is to maintain a turnover rate (exclusive of temporary workers) below 30%.

The following graphs illustrate our turnover by regions and contract types<sup>13</sup>.

No. of Resignations and Turnover Rate	FY2022								FY2023								FY2024							
	Singapore		Malaysia		China		Total		Singapore		Malaysia		China		Total		Singapore		Malaysia		China		Total	
	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate	No.	Rate		
Male	Not reported	Not reported	Not reported	597	38.8%	Not reported	Not reported	Not reported	515	34.6%	51	10.5%	63	17.6%	49	9.2%	163	11.9%						
Female	Not reported	Not reported	Not reported	321	20.9%	Not reported	Not reported	Not reported	434	29.2%	111	22.9%	43	12.0%	25	4.7%	179	13.0%						
<b>Total</b>	<b>Not reported</b>	<b>Not reported</b>	<b>Not reported</b>	<b>918</b>	<b>59.7%</b>	<b>166</b>	<b>11.2%</b>	<b>175</b>	<b>11.8%</b>	<b>608</b>	<b>40.9%</b>	<b>949</b>	<b>63.8%</b>	<b>162</b>	<b>33.5%</b>	<b>106</b>	<b>29.6%</b>	<b>74</b>	<b>14.0%</b>	<b>342</b>	<b>24.9%</b>			
Under 30 years old	Not reported	Not reported	Not reported	354	23.0%	Not reported	Not reported	Not reported	62	4.2%	62	12.8%	63	17.6%	12	2.3%	137	10.0%						
30-50 years old	Not reported	Not reported	Not reported	509	33.1%	Not reported	Not reported	Not reported	514	34.5%	77	15.9%	33	9.2%	46	8.7%	156	11.4%						
Over 50 years old	Not reported	Not reported	Not reported	55	3.6%	Not reported	Not reported	Not reported	373	25.1%	23	4.8%	10	2.8%	16	3.0%	49	3.6%						
<b>Total</b>	<b>Not reported</b>	<b>Not reported</b>	<b>Not reported</b>	<b>918</b>	<b>59.7%</b>	<b>166</b>	<b>11.2%</b>	<b>175</b>	<b>11.8%</b>	<b>608</b>	<b>40.9%</b>	<b>949</b>	<b>60.7%</b>	<b>162</b>	<b>33.5%</b>	<b>106</b>	<b>29.6%</b>	<b>74</b>	<b>14.0%</b>	<b>342</b>	<b>24.9%</b>			

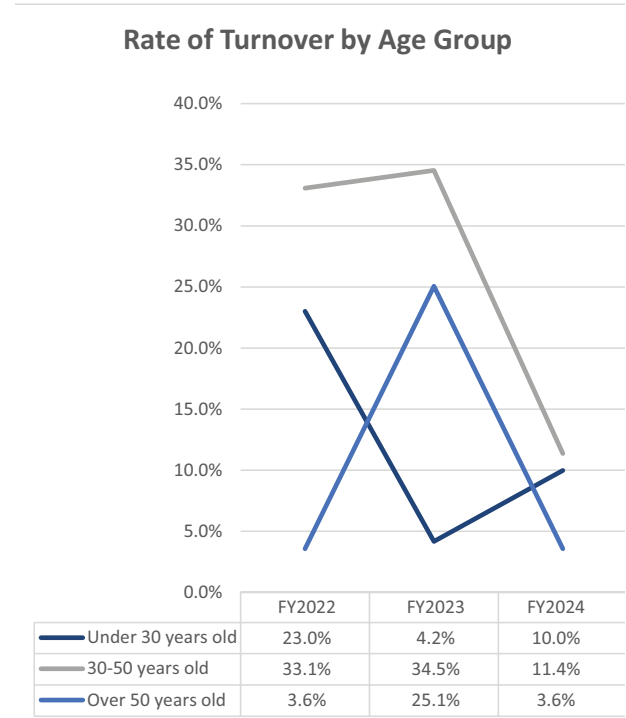
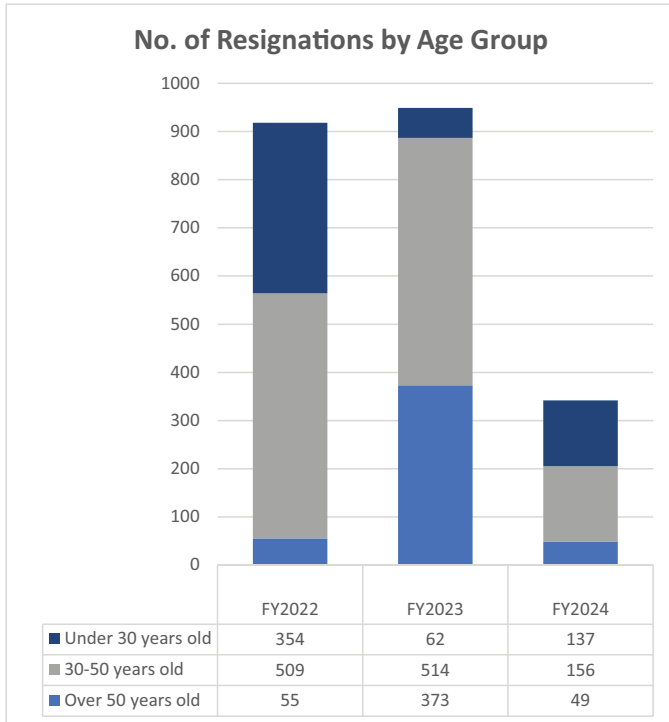


<sup>13</sup> The turnover rate for FY2022 & FY2023 have been restated to reflect the GRI aligned formula which is Number of resignations/ Total number of employees. The previous formula was Number of resignations/Number of employees in the category. However the restatement does not reflect that outsourced workers had been included in the calculation of employment numbers in previous reporting periods. In FY2024, the employment numbers only include Fu Yu's employees who according to GRI 2-7 are permanent, temporary, full-time, part-time and non-guaranteed hours (casual) employees, and does not include outsourced workers. Year-on-year comparison will be done from FY2025 onwards.



# SUSTAINABILITY REPORT

Throughout FY2024, we integrated 208 new female employees, as a result, our female new hire rate is 15.2%. We had 179 female employees who left us during the year, as a result, our female turnover rate is 13.0%.



Fu Yu understands that our employees are integral to the Group's long-term success. We view it as our duty to facilitate their excellence by ensuring a secure and positive work environment aligned with our core values.

In FY2024, the Group demonstrated a steadfast commitment to the well-being of its employees through a series of initiatives. The provision of free lunches or food vouchers during festive seasons recognises the importance of fostering a sense of celebration and togetherness among the employees. Additionally, the annual employee satisfaction survey serves as a testament to the Group's dedication to understanding and addressing the concerns and preferences of its workforce, ensuring a conducive and supportive work environment.

The Group organised events such as Safety Champion programs, employee gatherings involving activities, and the annual Dinner and Dance. Specific activities that engaged employees at the entity level during FY2024 were hiking (FHM), team bonding at Desaru (CA) and company outing (FYSZ).

These initiatives not only promote team building and camaraderie but also contribute to the overall mental well-being of employees by offering opportunities for relaxation and enjoyment. Special events like the Durian Feast and Christmas celebrations, complete with gift exchanges and festive buffets, add a touch of joy and festivity to the workplace, reinforcing the Group's commitment to creating a positive and inclusive company culture that prioritises the holistic well-being of its valued employees.



Activities Room in CA

CA has established an Employee Health Initiative with the introduction of a Fun Room, designated for recreational activities after working hours. The room features games like pool/snooker, ping-pong, and dart. The primary goal is to enhance employee health and well-being while fostering a health-conscious culture and a sense of community within CA. The initiative is in progress to be set up, showcasing CA's commitment to promoting a healthy and enjoyable workplace for its employees.

# SUSTAINABILITY REPORT



Activities Room in CA



Team Bonding Trip to Desaru



Hiking Adventure in Penang



Employee Company outing in Suzhou



## Diversity and Equal Opportunity

### GRI 405-1

The Group advocates fair and equal opportunities for all our employees regardless of age, race, gender, religion, marital and family status or disability. Our goal is to attract and retain employees' interest in a long-term career with us. We commit to providing equal employment opportunities, prohibit harassment and discrimination in the workplace and align with applicable laws and regulations. Our selection and recruitment criteria focus solely on the skills, experience, and ability of candidates to perform job tasks. We believe that creating a diverse work environment and valuing achievements, capabilities, and equal opportunities, enhance overall productivity in the workplace.

Our organisation is dedicated to promoting gender equality and supporting women's progress within the workplace. We believe that cultivating a diverse and inclusive workforce, where every employee has equal opportunities for success and contribution, is imperative for our business as a socially responsible entity.

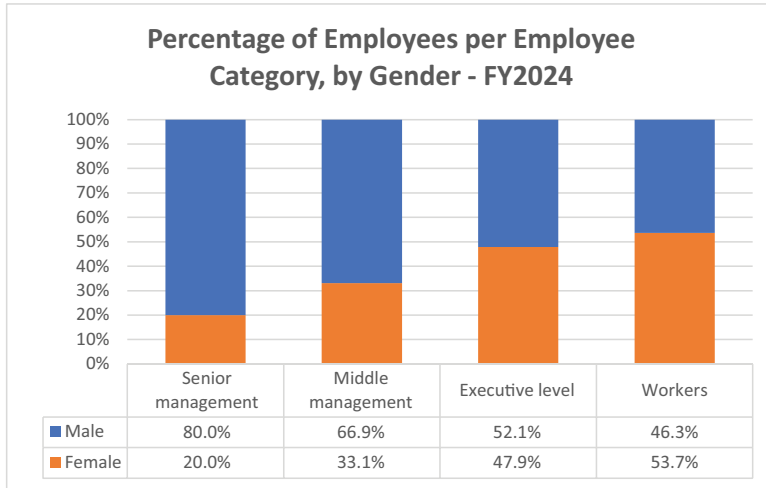
In FY2024, the gender distribution within our workforce remained a ratio of close to 1:1 male to female employees. Furthermore, it is noteworthy that the majority of our workforce is aged between 30 to 50 years, which is in line with industry norms.

Composition of Board of Directors, by Gender	FY2024
Male	100%
Female	0%

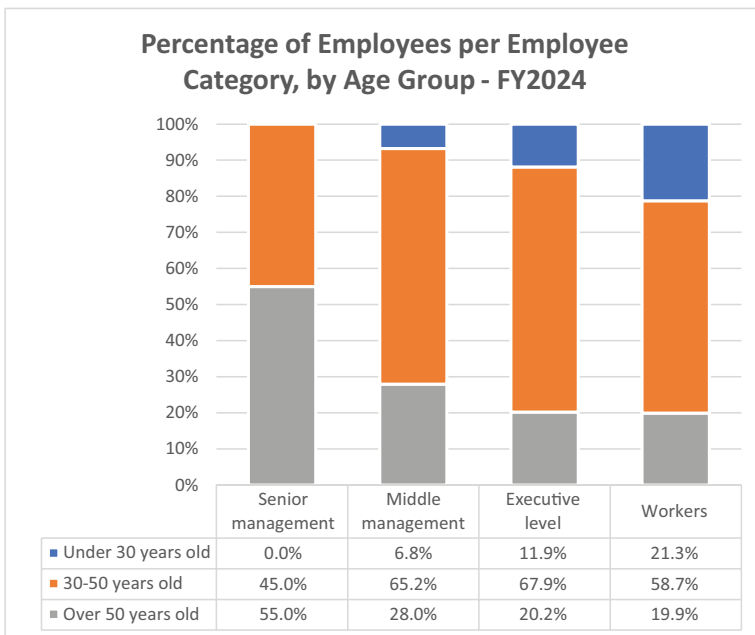
Composition of Board of Directors, by Age Group	FY2024
Under 30 yrs old	0%
30 - 50 yrs old	100%
Over 50 yrs old	0%

# SUSTAINABILITY REPORT

The graphs below illustrate our employment profile categorised by gender and age groups<sup>14</sup>.



Percentage of Employees per Employee Category, by Gender – FY2024	Male	Female
Senior management	80.0%	20.0%
Middle management	66.9%	33.1%
Executive level	52.1%	47.9%
Workers	46.3%	53.7%
<b>Total</b>	<b>50.0%</b>	<b>50.0%</b>



<sup>14</sup> Percentage of employees by Employee Category is being reported in FY2024. As there is no comparison data for previous periods by employee category, the year-on-year comparison will be made going forward.



Percentage of Employees per Employee Category, by Age Group - FY2024	Under 30 years old	30-50 years old	Over 50 years old
Senior management	0.0%	45.0%	55.0%
Middle management	6.8%	65.2%	28.0%
Executive level	11.9%	67.9%	20.2%
Workers	21.3%	58.8%	19.9%
<b>Total</b>	<b>17.4%</b>	<b>61.4%</b>	<b>21.2%</b>

## Training and Education

### GRI 404-1, 404-3

In the current landscape of intense market competition and economic challenges, the strategic recruitment, retention, and development of human capital is of utmost importance. Recognising the critical role of employee training and development in this context, we place great emphasis on enabling our workforce to reach their full potential. The Group firmly believes that enabling employees to enhance their knowledge and skills not only contributes to their individual growth but also strengthens the collective competency of the organisation. By committing to continuous learning and skill enhancement, we aim to strategically position our workforce to meet the dynamic demands of the competitive and challenging economic environment.

In FY2024, our average training hours per employee were decreased from 16 hours to 13.2 hours. This reduction in average training hours is due to a training budget control and shift in company priorities. The decline was more in on-the-job training, than in formal training programs.

For FY2024, FYC and FHM have established specific targets for total training hours, aiming for 1,800 hours and 5,370 hours respectively. Our FY2025 target for average training hours is 15 hours per employee.

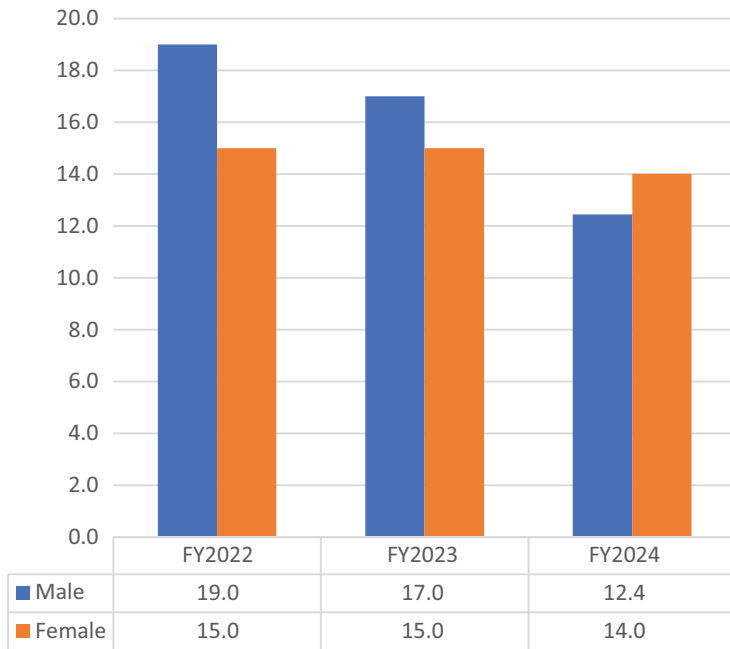
This initiative reflects our ongoing commitment to fostering a culture of continuous professional development and enhancing our team's capabilities to sustain our competitive edge.

The graphs below illustrate our average training hours per employee categorised by level and gender.

Gender	FY2022	FY2023	FY2024
Male	19.0	17.0	12.4
Female	15.0	15.0	14.0
<b>Total</b>	<b>17.0</b>	<b>16.0</b>	<b>13.2</b>

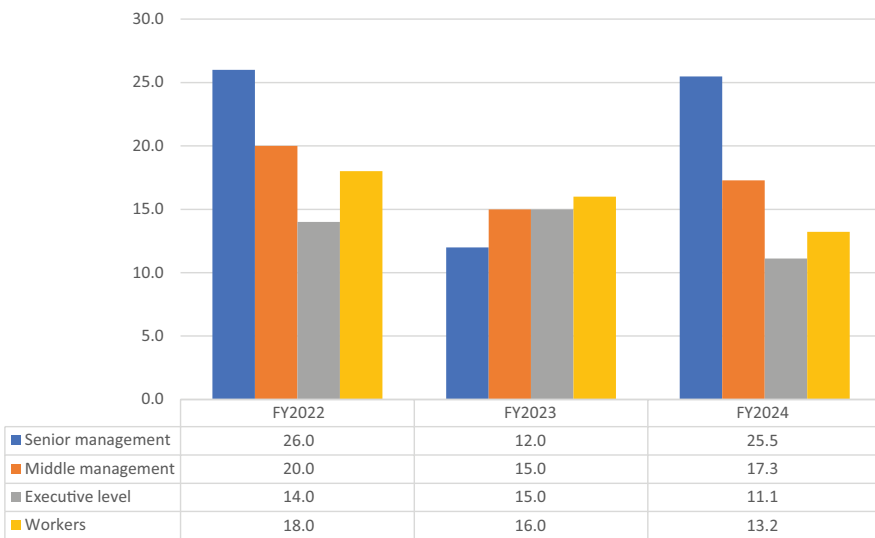
# SUSTAINABILITY REPORT

**Average Training Hours by Gender**



Employee Category	FY2022	FY2023	FY2024
Senior management	26.0	12.0	25.5
Middle management	20.0	15.0	17.3
Executive level	14.0	15.0	11.1
Workers	18.0	16.0	13.2
<b>Total</b>	<b>17.0</b>	<b>16.0</b>	<b>13.2</b>

**Average Training Hours by Employee Category**





# SUSTAINABILITY REPORT

The Group implements training and personal development programs customized to individual strengths and needs of our employees. Concurrently, we conduct an annual employee performance assessment to gauge the effectiveness of these programmes. This strategic approach aims to align organisational objectives with individual skill enhancement, creating a symbiotic relationship where the professional growth of our workforce seamlessly aligns with the Group's overarching goals. Through focused and personalised training initiatives, we aim to maximise employee potential, cultivating a highly skilled and adaptable workforce capable of navigating the dynamic complexities of the modern professional landscape.

The following is the percentage of staff<sup>15</sup> in FY2024 who have received performance & career development review, which shows all employees receive performance appraisals annually. The reason for less than 100% performance appraisal scores for workers and employees at the executive levels is due to employee turnover, as employees left before the performance appraisal cycle.

Senior management	Male	100%
	Female	100%
	<b>Total</b>	<b>100%</b>
Middle management	Male	100%
	Female	100%
	<b>Total</b>	<b>100%</b>
Executive level	Male	86%
	Female	97%
	<b>Total</b>	<b>91%</b>
Workers	Male	98%
	Female	91%
	<b>Total</b>	<b>94%</b>

## Occupational Health and Safety

**GRI 403-1, 403-2, 403-3, 403-4, 403-5, 403-6, 403-7, 403-9, 403-10**

Fu Yu understands the critical importance of the health and safety of our workforce and is committed, as a responsible employer, to provide a secure and healthy work environment. We have cultivated an organisational culture that prioritise the health and safety of our employees, understanding that this focus is crucial in ensuring operational efficiency and effective value delivery. Recognising the pivotal role of mental wellness, we acknowledge that safeguarding the mental well-being of our employees is instrumental in boosting productivity, thereby enhancing our overall performance and facilitating talent retention. Moving forward, we aim to concentrate on the mental well-being of our employees and embark on a workplace outreach wellness program to ensure the recognition and implementation of their rights to both physical and mental health.

The establishment of a Workplace Safety and Health Committee (“**WSHC**”) reflects our systematic approach to health and safety. This committee is tasked with regularly reviewing and monitoring our health and safety practices to ensure compliance with the relevant laws and regulations across the countries where we operate. The WSHC actively develops programs and activities to raise awareness about occupational health and safety (“**OHS**”) including compulsory safety briefings as part of our Induction Training for all new hires. During daily operations, it is compulsory for employees to verify the proper implementation of safety measures before commencing work. As part of our assurance process, routine practice sessions are conducted to reinforce OHS requirements, in-house safety regulations, and job-specific safety protocols.

Our sites have regular team discussions to highlight environmental issues and compliance at the workplace. Some sites have a formal Environmental Performance Monitoring Committee (“**EPMC**”) for this purpose. In line with our commitment to employees’ safety awareness and resilience training, fire drills are conducted to familiarise employees with proper evacuation routes and practices. This ensures that every employee evacuates safely and in an orderly manner in response to fire alarms. Employees also receive training on the correct and safe use of fire extinguishers, constituting an integral component of our comprehensive health and safety initiatives.

<sup>15</sup> This is the first year that the data on percentage of staff who received performance & career development review is being disclosed, so a three-year comparison is not available.

# SUSTAINABILITY REPORT



Firedrill activities - FYDG

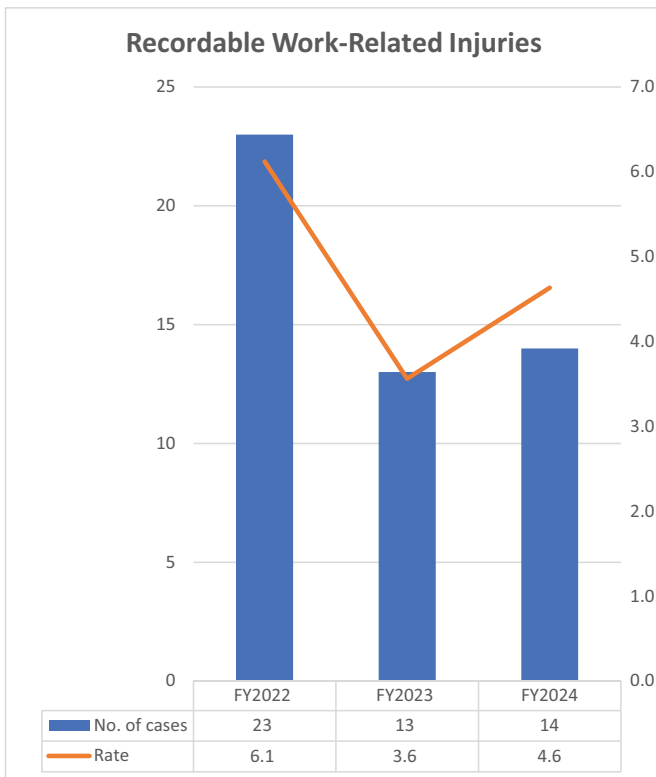


Occupational Health Training - CA

In CA we held a series of important training sessions to enhance our organisation’s preparedness and compliance capabilities, including Emergency Response Team (“**ERT**”) training, Waste Handling training, and ISO14001:2015 (EMS) Awareness Training (in-house). In FHM, we have conducted Noise safety training. In FYC, we have weekly safety orientation training, annual refresher training and external mandatory training for respective staff.

In Chinese entities, safety hazard inspections are conducted quarterly to identify and address potential risks. In addition, monthly activities focusing on risk recognition and improvement in hazard inspections are implemented to ensure that equipment and facilities comply with various safety standards. We also undergo its annual occupational health and safety inspections, underscoring the commitment to maintaining a safe and healthy work environment. These systematic evaluations play a crucial role in the proactive management of workplace safety, ensuring alignment with industry standards and regulatory requirements.

	FY2022		FY2023		FY2024	
	No. of cases	Rate	No. of cases	Rate	No. of cases	Rate
Fatalities as a result of work-related injury	–	0.0	–	0.0	–	0.0
High-consequence work-related injuries (excluding fatalities)	–	0.0	–	0.0	–	0.0
Recordable work-related injuries	23	6.1	13	3.5	14	4.6
No of lost days	208		349		76	
Total Man hours	3,756,110.0		3,648,324.0		3,020,488.5	



Recordable work-related injuries rate saw an increase from 3.6 in FY2023 to 4.6 in FY2024. The incidents mainly involved injuries such as cuts, contact with moving fan, being hit by pipe hose, slip and fall, hand glove stuck in machine, and hot water burn. We have reiterated safety guidelines to our employees, with a particular focus on safe machine operation practices.

To further enhance safety, there has been an increased focus on employee safety briefings, reinforcing awareness and emphasising the importance of adhering to established safety guidelines and protocols.

In FY2024, the Group continued to adopt the Singapore Ministry of Manpower's ("**MOM**") definition of major injuries, as outlined on the MOM website. This uniform definition is applied consistently across all subsidiaries for disclosure purposes, in line with the GRI standards. We have briefed employees to take care of their safety, and have reported the accident to the Department of Occupational Safety & Health (DOSH) Malaysia.

Looking ahead, the Group is committed to achieving a zero-workplace incident rate. Concurrently, we are intensifying our efforts to minimise instances of employee ill health due to work-related causes. A thorough assessment has identified specific work-related hazards associated with elevated risks of injury or ill health. Consequently, various preventive measures have been implemented to mitigate these risks. In CA, we review hazard identification, risk assessment and risk control for legal compliance. Our commitment to safety and health is evident through our regular dissemination of information via the monthly Environment, Health & Safety ("**EHS**") Bulletin, distributed to CA employees through email. To further enhance awareness, we are planning EHS Toolbox Talks, designed to address a variety of topics tailored to specific areas, focusing on the relevant risks and hazards. Additionally, we are in the process of developing EHS induction training material for new CA employees, and refresher training for existing employees, underscoring our steadfast commitment to maintaining a safe and healthy work environment.

All our group entities have conducted a fire and evacuation drill in FY2024. This initiative is part of our ongoing effort to ensure preparedness and safety.

Additionally, posters on safety operating procedures, risk notification cards, warning signs, and other informational materials are placed at our facilities to ensure that employees are aware of the surrounding hazards and appropriate response measures. Employees in various positions undergo occupational disease health check-ups annually or biennially. Furthermore, protective safety equipment such as masks, gloves, earplugs, and other necessary items are regularly distributed to ensure the safety and well-being of employees.

In Chinese entities, the injection moulding workshop has upgraded its VOC air purification system to enhance the air quality within the facility.

# SUSTAINABILITY REPORT

## Forced Or Compulsory Labour

The Group is committed to proactively preventing and eradicating all forms of forced or compulsory labour within the realm of our operations. Our comprehensive policy unequivocally prohibits the utilisation of forced, bonded, or indentured labour, encompassing debt bondage, involuntary prison labour, slavery, and human trafficking. Factory audits are systematically conducted for each of our facilities in Singapore, Malaysia, and China, following the guidelines of Responsible Business Alliance. This framework comprises standards addressing social, environmental, and ethical issues in the electronics industry supply chain, referencing international norms and standards such as the Universal Declaration of Human Rights; International Labour Standards (“ILO”) global guidelines set by organisations like the International Labour Organisation to ensure fair and decent working conditions, covering aspects such as freedom of association, collective bargaining, and the elimination of forced labour and child labour; The Organisation for Economic Cooperation and Development (“OECD”) Guidelines for Multinational Enterprises; ISO and Social Accountability (“SA”) standards, among others.

Moreover, employment contracts are carefully crafted in local languages that are easily understood by our workers, facilitating their understanding of job responsibilities and departure procedures. In FY2024, no incidents of non-compliance with forced or compulsory labour regulations were reported in our manufacturing facilities. Our ongoing objective is to achieve zero incidents of non-compliance with labour laws about forced or compulsory labour.

In addition, we aspire to attain a rating of "satisfactory" or above in our factory audits, where applicable, to meet Responsible Business Alliance standards. This commitment underscores our dedication to the ethical treatment of workers and continuous improvement in labour practices in line with best practices in the industry.

## Child Labour

Our commitment to eradicating child labour is diligently implemented through our employment protocols. Our recruitment policy staunchly prohibits the hiring of individuals falling below the minimum age requirements outlined in the Employment Act. We ensure strict adherence to all national labour laws in the jurisdictions where we operate, in alignment with our CSR and Recruitment Policy, which unequivocally prohibits the engagement of child labour in all our activities. Moreover, we actively encourage our customers to conduct audits of our manufacturing facilities using the Responsible Business Alliance Guidelines whenever they deem it necessary.

In FY2024, no incidents of child labour were reported in our manufacturing facilities. This reaffirms our proactive stance in upholding rigorous ethical standards and ensuring the overall well-being of our workforce.

## 9.1 Practicing Good Governance

Fu Yu is dedicated to upholding rigorous standards of corporate governance and ethical business conduct. Our commitment is centred on preserving market integrity and protecting the interests of stakeholders for the sustained success of the Group. We aim to cultivate an organisational culture that champions the highest levels of integrity and ethical business practices. This involves compliance with applicable laws and regulations, as well as a profound respect for human rights and environmental conservation.

To strengthen our ethical culture and reinforce professional conduct, we conduct training sessions to disseminate the Group’s Corporate Business Ethics and Code of Conduct Policy among our employees. This policy offers comprehensive guidelines on the business conduct expected from employees, encompassing the obligation to disclose any direct or indirect interest in or affiliation with, other businesses and organisations where potential conflicts of interest may arise.

### FY2024 Key Performance



- 0 confirmed incidents of corruption
- 0 incidents of non-compliance with environmental laws and regulations resulting in significant fines or sanctions
- 0 incidents of non-compliance with data protection law



## Compliance with Laws and Regulations

### GRI 2-27

We are dedicated in our commitment to adhere to local government laws and regulations, striving to ensure that our operations consistently align with legal requirements. To fortify our commitment, we have implemented a robust monitoring mechanism that oversees our compliance across a spectrum of areas, encompassing Company Act adherence, listing requirements, operational licensing requirements, health and safety standards, and human resources regulations. To this end, we ensure that all the Group's factories are ISO 14001 certified.

In FY 2024, There were zero instances for which significant fines were incurred, as well as zero instances for which non-monetary sanctions were incurred. Fines for instances of non-compliance with laws and regulations that occurred in previous reporting period of FY2023 amounted to RMB 20,000.

In FY2024, there were zero fines for incidents of non-compliance with laws and regulations resulting in significant fines or sanctions. Moving forward, the Group targets to maintain zero incidents of non-compliance with environmental laws and regulations resulting in significant fines or sanctions.

## Anti-corruption

### GRI 205-1, 205-2, 205-3

Fu Yu's management takes the lead in fostering a strong corporate governance culture and putting in place policies that promote ethical behaviour. Our anti-corruption practices are governed by various policies including our Fraud Risk Management Framework and Policy, Whistle Blowing Policy. These policies established our principle of "zero tolerance" towards all forms of unethical and corrupt practices.

Fraud Risk Management Framework and Policy guides all employees on anti-fraud measures to minimise the risks of fraud. Our respective plant general managers conduct a fraud risk assessment yearly and report any key fraud risks and anti-fraud mitigation measures to the Audit Committee and the Board.

In addition, we encourage our stakeholders to report any concerns or potential improprieties in good faith. To facilitate this process, our Whistleblowing Policy offers a transparent channel for employees to voice concerns regarding potential fraud, improprieties in financial reporting, and other related matters. This policy ensures that employees can raise such concerns in good faith, providing reassurance that they will be protected from reprisals or victimisation. We underscore the critical importance of maintaining confidentiality throughout this process, assuring stakeholders that their reports will be handled with the utmost discretion. Additionally, we conduct annual refresher training sessions on anti-corruption and whistleblowing policies for all employees at the Group's operating sites.

The following table shows the operations<sup>16</sup> assessed for risks related to corruption:

Performance in FY2024	
Total number of operations assessed for risks related to corruption	6
Percentage of operations assessed for risks related to corruption	100%

The following table shows the communication and training about anti-corruption policies and procedures

Performance in FY2024	
Total number of governance body members that the organization's anti-corruption policies and procedures have been communicated to	4
Percentage of governance body members that the organization's anti-corruption policies and procedures have been communicated to	100%
Total number of governance body members that have received training on anti-corruption	4
Percentage of governance body members that have received training on anti-corruption	100%

<sup>16</sup> This is the first year that the anti-corruption related data is being disclosed, so a three-year comparison is not available.



# SUSTAINABILITY REPORT

Performance in FY2024	Senior management	Middle management	Executive level	Workers
Total number of employees that the organization's anti-corruption policies and procedures have been communicated to	20	118	336	898
Percentage of employees that the organization's anti-corruption policies and procedures have been communicated to	100%	100%	100%	100%
Total number of employees that have received training on anti-corruption	20	118	336	898
Percentage of employees that have received training on anti-corruption	100%	100%	100%	100%

As a result, there were no confirmed incidents of corruption during the year. Moving forward, the Group targets to maintain zero confirmed incidents of corruption continuously.

## Consumer Privacy

### GRI 418-1

We operate our business in adherence to data protection laws and standards, including the Personal Data Protection Act (“**PDPA**”).

Our Group’s Personal Data Protection Policy (“**PDPP**”) outlines the regulations governing data protection and the legal requirements applicable to the collection, handling, processing, storage, transportation, and disposal of personal data. All employees are urged to acquaint themselves with the PDPP and are expected to manage or handle any personal data in strict accordance with its provisions. The Group values customer privacy, which is crucial for trust and relationships. We communicate our privacy and data security measures. Strict confidentiality is maintained through legal contracts and Non-Disclosure Agreements, safeguarding customer data and intellectual property.

Furthermore, the Group’s Information Technology (“**IT**”) department implemented a cybersecurity framework throughout its business subsidiaries. This risk assessment-based approach translates into a holistic Cyber Defence Strategy and work plan involving investment into upgrade of hardware, detection of intrusion prevention and response etc across the Group. Additionally, the Group has initiated a cybersecurity awareness training program for both existing and new staff. To enhance preparedness, we conduct annual phishing email simulation tests for all employees.

There were zero identified leaks, thefts or losses of customer confidential information in FY2024. Moving forward, the Group targets to maintain zero incidents in the forthcoming year.

## Corporate Social Responsibility

Fu Yu is deeply committed to making a positive contribution to our local communities, recognising that such engagement extends beyond mere financial assistance. Our approach to corporate social responsibility (“**CSR**”) involves active participation in volunteer efforts, offering our employees with valuable opportunities to directly engage with and support the local communities we serve.

In FY2024, Fu Yu has participated in the “Gift from the Heart” (“**GFTH**”) initiative, an annual event organised by the Food, Drinks and Allied Workers Union (“**FDWU**”) and the Chemical Industries Employees Union (“**CIEU**”). This welfare scheme aims to assist eligible lower-wage workers and their families, helping them cope with the rising cost of living through the donation and distribution of essential items, such as food and household necessities.

Furthermore, FHM has contributed to the community by donating to the Tzu Chi Merits Society Malaysia and the Children Protection Home. These donations would be used for infrastructure upgrades in schools and parks.

FYSZ employees demonstrated their commitment to community well-being by participating in a blood donation event. The event fostered a spirit of collective responsibility by contributing to the local healthcare system.



# SUSTAINABILITY REPORT

CA participated in a Clean Up Day in FY2024. Reducing general waste outside the CA premise helped to avoid waste build-up and to prevent flooding from clogged drainage systems. This initiative improved relationships with the local Municipal Council (Majlis Bandaraya Iskandar Puteri, “**MBIP**”) and boosted the morale and productivity of CA employees. It also reduced health risks associated with pest activity resulting from waste build-up

CA also took part in a Community-based Disaster Risk Management (“**CBDRM**”) programme called ‘Community CPR & Disaster Grab Bag Y2024’. This programmed aimed to enhance community preparedness in response to disasters, especially floods, through emergency planning and imparting essential survival skills such as CPR. This helped to increase community resilience, while fostering stronger community bonding.



*Give back to society - FYC*



*Blood donation - FYSZ*



*Clean Up Event - CA*



*Donation - FHM*

# SUSTAINABILITY REPORT

Appendix A: List of entities included in this report (√: Yes, N: No)

Regions	Business Segment	Name	Data disclosed in Material Factors			
<b>Entities included in the Sustainability Reporting</b>			Economic Performance	Protecting the Environment	Developing our Workforce	Practising Good Governance
Singapore	Holding Company and manufacturing	Fu Yu Corporation Limited	√	√	√	√
Singapore	Supply Chain Solutions	Fu Yu Supply Chain Solutions Pte Ltd	√	N	√	√
Malaysia	Manufacturing	Classic Advantage Sdn Bhd	√	√	√	√
Malaysia	Manufacturing	Fu Hao Manufacturing (M) Sdn Bhd	√	√	√	√
China	Manufacturing	Fu Yu Moulding & Tooling (Dongguan) Co., Ltd	√	√	√	√
China	Manufacturing	Fu Yu Moulding & Tooling (Suzhou) Co., Ltd	√	√	√	√
China	Manufacturing	Fu Yu Moulding & Tooling (Zhuhai) Co., Ltd	√	√	√	√
<b>Entities not Included in Sustainability Reporting but included in Financial Reporting</b>						
Singapore	Investment Holding Company	Fu Yu Investment Pte Ltd	N	N	N	N
Malaysia	Investment Holding Company	LCTH Corporation Sdn Bhd	N	N	N	N
Singapore	Investment Holding Company	Fu Yu Ventures Pte Ltd	N	N	N	N
Singapore	Medical Manufacturing	Fu Yu Biomedical Pte Ltd	N	N	N	N



## Appendix B: GRI Content Index

### GRI Standards Content Index

The GRI Content Index references the Fu Yu's Sustainability Report 2024 ("SR"), and the Annual Report 2024 ("AR").

Disclosure number	Disclosure title	Reference and remarks	
<b>GRI 1: Reporting with reference to GRI Standards</b>			
Requirement 1	Apply the reporting principles	SR Reporting Standards, Page 18	
Requirement 2	Report the disclosures in GRI 2: General Disclosures 2023	Appendix B, Pages 65-68	
Requirement 3	Determine material topics	SR Our Material EESG Factors, Page 26	
Requirement 4	Report the disclosures in GRI 3: Material Topics 2023	Appendix B, Pages 65-68	
Requirement 5	Report disclosures from the GRI Topic Standards for each material topic	Appendix B, Pages 65-68	
Requirement 6	Provide reasons for the omission of disclosures and requirements that the organisation cannot comply with	Appendix B, Pages 65-68	
Requirement 7	Publish a GRI content index	Appendix B, Pages 65-68	
Requirement 8	Provide a statement of use	Appendix B, Page 65	
Requirement 9	Notify GRI	We will notify GRI after publication of SR	
<b>GRI 2: General disclosures</b>			
<b>The organisation and its reporting practices</b>	2-1	Organisation details	SR Our Business, Pages 16-18
	2-2	Entities included in the organisation's sustainability reporting	SR Appendix A, Page 18
	2-3	Reporting period, frequency and contact point	SR Scope of the Report, Page 18 SR Sustainability Contact, Page 19
	2-4	Restatements of information	SR Restatements, Pages 37, 41, 48, 50
	2-5	External assurance	No external assurance
<b>Activities and workers</b>	2-7	Employee	SR Employment, Pages 47-51

# SUSTAINABILITY REPORT

Disclosure number	Disclosure title	Reference and remarks	
<b>Governance</b>	2-9	Governance structure and composition	SR Board Statement, Page 16 Sustainability Governance Structure, Page 22
	2-10	Nomination and selection of the highest governance body	AR Board Matters, Page 72
	2-11	Chair of the highest governance body	AR Board Matters, Page 72
	2-12	Role of the highest governance body in overseeing the management of impacts	SR Board Statement, Page 16 Sustainability Governance Structure, Page 22
	2-13	Delegation of responsibility for managing impacts	Sustainability Governance Structure, Page 22
	2-14	Role of the highest governance body in sustainability reporting	SR Sustainability Governance Structure, Page 22
	2-15	Conflicts of interest	AR Interested Person Transactions, Page 163
	2-16	Communication of critical concerns	SR Stakeholder Engagement, Pages 23-25
	2-17	The collective knowledge of the highest governance body	SR Board Statement, Page 16
	2-18	Evaluation of the performance of the highest governance body	AR Board Matters, Page 72
	2-19	Remuneration policies	AR Remuneration Matters, Page 82 to 86
	2-20	The process to determine the remuneration	AR Remuneration Matters, Page 82 to 86
	2-21	Annual total compensation ratio	AR Key management personnel compensation, Page 86
	<b>Strategy, policies and practices</b>	2-22	Statement on sustainable development strategy
2-23		Policy commitments	SR Practicing Good Governance, Page 60
2-24		Embedding policy commitments	SR Practicing Good Governance, Page 60
2-25		Processes to remediate negative impacts	SR Anti-corruption, Pages 61-62
2-26		Mechanisms for seeking advice and raising concerns	SR Anti-corruption, Pages 61-62
2-27		Compliance with laws and regulations	SR Anti-corruption, Pages 61-62 SR Environmental Compliance, Page 61 SR Consumer Privacy, Page 62
2-28		Membership associations	SR Our Business Memberships, Page 20
<b>Stakeholder engagement</b>	2-29	Approach to stakeholder engagement	SR Stakeholder Engagement, Pages 23-25
<b>GRI 3: Disclosures on material topics</b>			



Disclosure number		Disclosure title	Reference and remarks
<b>Material topics</b>	3-1	The process of determining material topics	SR Materiality Assessment Approach, Page 25
	3-2	List of material topics	SR Material EESG Factors, Page 26
	3-3	Management of material topics	SR Materiality Assessment Approach, Pages 25-26
<b>GRI 200: Economic disclosures</b>			
<b>Anti-corruption</b>	205-1	Operations assessed for risks related to corruption	SR Anti-corruption, Pages 61-62
	205-2	Communication and training about anti-corruption policies and procedures	SR Anti-corruption, Pages 61-62
	205-3	Confirmed incidents of corruption and actions taken	SR Anti-corruption, Pages 61-62
<b>GRI 300: Environment disclosures</b>			
<b>Energy</b>	302-1	Energy consumption within the organisation	SR Energy Consumption, Pages 36-38
	302-3	Energy intensity	SR Energy Consumption, Page 37
<b>Water and Effluents</b>	303-1	Interactions with water as a shared resource	SR Water Consumption, Pages 40-41
	303-3	Water withdrawal	SR Water Consumption, Pages 40-41
<b>Emissions</b>	305-1	Direct (Scope 1) GHG emissions	SR Greenhouse Gas Emissions ("GHG"), Pages 38-40
	305-2	Energy indirect (Scope 2) GHG emissions	SR Greenhouse Gas Emissions ("GHG"), Pages 38-40
	305-4	GHG emissions intensity	SR Greenhouse Gas Emissions ("GHG"), Pages 38-40
<b>Waste</b>	306-1	Waste generation and significant waste-related impacts	SR Waste, Pages 42-45
	306-2	Management of significant waste-related impacts	SR Waste, Pages 42-45
	306-3	Waste generated	SR Waste, Pages 42-45
	306-4	Waste diverted from disposal	SR Waste, Pages 42-45
	306-5	Waste directed to disposal	SR Waste, Pages 42-45
<b>GRI 400: Social disclosures</b>			
<b>Employment</b>	401-1	New employee hires and employee turnover	SR Employment, Pages 47-52

# SUSTAINABILITY REPORT

Disclosure number	Disclosure title	Reference and remarks	
<b>Occupational health and safety</b>	403-1	Occupational health and safety management system	SR Occupational Health and Safety, Pages 57-59
	403-2	Hazard identification, risk assessment, and incident investigation	SR Occupational Health and Safety, Pages 57-59
	403-3	Occupational health services	SR Occupational Health and Safety, Pages 57-59
	403-4	Worker participation, consultation, and communication on occupational health and safety	SR Occupational Health and Safety, Pages 57-59
	403-5	Worker training on occupational health and safety	SR Occupational Health and Safety, Pages 57-59
	403-6	Promotion of worker health	SR Occupational Health and Safety, Pages 57-59
	403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	SR Occupational Health and Safety, Pages 57-59
	403-9	Work-related injuries	SR Occupational Health and Safety, Pages 57-59
	403-10	Work-related ill health	SR Occupational Health and Safety, Pages 57-59
	<b>Training and education</b>	404-1	Average hours of training per year per employee
404-2		Programs for upgrading employee skills and transition assistance programs	SR Training and Education, Pages 55-57
404-3		Percentage of employees receiving regular performance and career development reviews	SR Training and Education, Pages 55-57
<b>Diversity and equal opportunity</b>	405-1	Diversity of governance bodies and employees	SR Employment, Pages 53-55
<b>Customer Privacy</b>	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	SR Data Protection Law Compliance, Page 62



## Appendix C: TCFD Recommendations Content Index

The TCFD Recommendation Content Index indicates our current implementation status for climate reporting.

TCFD Thematic Areas	Recommended Disclosures	Reference and Remarks
<b>Governance</b>		
Disclose the organisation's governance around climate-related risks and opportunities	Describe the board's oversight of climate-related risks and opportunities	Board Statement, Page 16
	Describe management's role in assessing and managing climate-related risks and opportunities	Our SSC actively fosters a culture of sustainability within Fu Yu while effectively managing and overseeing the overall sustainability performance on behalf of the Board. Meanwhile, the STF execute various sustainability initiatives across the Group's operations.
<b>Strategy</b>		
Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material	Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term	TCFD table, Pages 29-36
	Describe the impact of climate-related risks and opportunities on the organisation's business, strategy, and financial planning	TCFD table, Pages 29-36
	Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	The Group currently does not employ scenario analysis in identifying climate risks and opportunities. However, there are plans to integrate scenario analysis into our assessment of climate risks and opportunities in the future.
<b>Risk Management</b>		
Disclose how the organisation identifies, assesses, and manages climate-related risks	Describe the organisation's processes for identifying and assessing climate-related risks	Risk Management, Pages 29-33
	Describe the organisation's processes for managing climate-related risks	Risk Management, Pages 29-33
	Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management	Risk Management, Pages 29-33



# SUSTAINABILITY REPORT

TCFD Thematic Areas	Recommended Disclosures	Reference and Remarks
<b>Metrics and Targets</b>		
Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process	We have identified different metrics to understand our exposure to physical and transition climate-related risks and opportunities. Transition risk metrics include energy consumption and greenhouse gas emissions, while physical risk metrics focus on our water consumption and electricity consumption from the grid. Pages 29-36
	Disclose Scope 1, Scope 2, and if appropriate, Scope 3 GHG emissions, and the related risks	The Group has disclosed Scope 1 and Scope 2 GHG emissions (Page 39). The Group plans to include Scope 3 GHG emissions in the total GHG emissions in the future.
	Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets	Pages 29-36



# FINANCIAL CONTENTS

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# CORPORATE GOVERNANCE REPORT

## INTRODUCTION

The Board of Directors (the “**Board**”) and Management of Fu Yu Corporation Limited (the “**Company**” or “**Fu Yu**”) and its subsidiaries (the “**Group**”) recognise the importance of having in place a set of well-defined and good corporate governance processes to engender investor confidence and achieve long-term sustainable business performance.

This report describes Fu Yu’s corporate governance policies and practices that were in place for the financial year ended 31 December 2024 (“**FY2024**”), with specific reference to the principles and provisions as set out in the Singapore Code of Corporate Governance 2018 (the “**Code**”) and the accompanying Practice Guidance issued by the Monetary Authority of Singapore.

Pursuant to Rule 710 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Listing Manual**”), the Company confirms that it has complied with the principles and provisions of the Code and in respect of any deviation from any provisions of the Code, it has explicitly stated the provision from which it has varied, explained the reason for variation, and explained how the practices it had adopted are consistent with the intent of the relevant principle.

The Company will continue to enhance its corporate governance policies and practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure compliance with the requirements of the Listing Manual.

## BOARD MATTERS

### Principle 1: The Board’s Conduct of Affairs

*The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

The principal function of the Board is to protect and enhance long-term value and returns for its shareholders. Besides carrying out its statutory responsibilities, the Board’s roles are to:

1. oversee the business affairs of the Group, monitor and review management performance;
2. approve corporate and strategic direction and policies with considerations for sustainability issues;
3. approve annual budgets, financial reporting, major funding and investment proposals;
4. ensure the Company’s compliance with prescribed legislations and regulations that are relevant to the business;
5. establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders’ interest and Company’s assets;
6. set the Company’s values and standards (including ethical standards), and ensure obligations to shareholders and other stakeholders are understood and met;
7. identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation; and
8. assume responsibility for corporate governance.

# CORPORATE GOVERNANCE REPORT



All the directors exercise due diligence, independent judgment and consider the interests of the Group at all times in making decisions for the Group's affairs. Directors facing any conflicts of interest with the Group will recuse themselves from participating in any discussions and decisions on the transaction or proposed transaction involving the issues of conflict.

All directors are expected to objectively discharge their duties and responsibilities at all times as fiduciaries in the best interests of the Company. The Board has a code of conduct and ethics for directors which assists directors in the discharge of their duties, requiring them to adhere to the highest standards of integrity and accountability. This code covers key areas such as conflicts of interest, duty of confidentiality, directors' declaration of interest under the Companies Act 1967 of Singapore ("**Companies Act**"), external appointments and dealings in shares.

The Board is supported by three (3) Board Committees to assist the Board in discharging its responsibilities and to enhance the Group's corporate governance framework. The Board Committees include the Audit Committee ("**AC**"), Remuneration Committee ("**RC**") and Nominating Committee ("**NC**"). Each Board Committee is chaired by a Non-Executive and Independent Director. Each Board Committee has its own defined terms of reference which sets out the respective Board Committee's composition, duties, authority, responsibilities, required quorum, conduct of meetings and the accountability of each Board Committee. The key deliberations, recommendations and decisions of each Board Committee are reported to the Board by the Chair of the Board Committee.

The composition and terms of reference of each Board Committee and summary of its activities are detailed later in this report.

The Board meets at least twice a year and ad-hoc Board meetings are convened when circumstances require. The dates of the Board Committee meetings and annual general meeting ("**AGM**") are scheduled in advance in consultation with all directors. To facilitate the Board's decision-making process, the Company's Constitution allows directors to participate in Board meetings by means of telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with one another simultaneously and instantaneously, and participation in such meeting shall constitute presence in person at such meeting. In between Board meetings, important matters concerning the Group are also put to the Board for its approval by way of directors' resolutions in writing.

Details of the directors' attendance at Board and Board Committee meetings as well as at the AGM during the year under review are as follows:

Name of Director	Board		Audit Committee		Remuneration Committee		Nominating Committee	
	No. of Meetings Held <sup>(#)</sup>	No. of Meetings Attended	No. of Meetings Held <sup>(#)</sup>	No. of Meetings Attended	No. of Meetings Held <sup>(#)</sup>	No. of Meetings Attended	No. of Meetings Held <sup>(#)</sup>	No. of Meetings Attended
Hew Lien Lee (Retired on 25 April 2024)	1	1	1	1*	–	–	–	–
Seow Jun Hao David	3	3	3	3*	1	1*	2	2*
Huang Junli, Christopher	3	3	3	3	1	1	2	2
Poh Kai Ren, Daniel	3	3	3	3	1	1	2	2
Tan Tong Loong Royston	3	3	3	3	1	1	2	2

(\*) By invitation

(#) Represents the number of meetings held as applicable to each individual Director.



# CORPORATE GOVERNANCE REPORT

Details of the directors' attendance at the AGM (on 25 April 2024) in respect of the financial year ended 31 December 2023 ("FY2023") held during the year under review (the "FY2023 AGM") are as follows:

Name of Director	FY2023 AGM
Hew Lien Lee (Retired on 25 April 2024)	–
Seow Jun Hao David	1
Huang Junli, Christopher	1
Poh Kai Ren, Daniel	1
Tan Tong Loong Royston	1

The Company has established internal guidelines for matters and types of material transactions that require the Board's approval. These include:

1. allotment and issue of new shares and additional listing applications;
2. banking matters such as opening of bank accounts and acceptance of bank facilities;
3. material acquisition and disposal of subsidiaries and other assets;
4. announcements for public release, quarterly (if applicable), half year and full year results;
5. any major agreements to be entered into whether in the ordinary or outside of the ordinary course of business of the Group;
6. dividend recommendations and payments; and
7. appointments and resignations of directors.

The Board recognises the importance of appropriate training for its directors. Newly appointed directors would be briefed by Management on the business operations of the Group and, where necessary, plant visits would be organised. First-time directors are also provided training opportunities in areas such as accounting, legal and industry-specific knowledge as appropriate, as well as compliance, regulatory and corporate governance matters. In accordance with the Listing Manual, unless the NC is of the view that training is not required because a director has other relevant experience, any new director appointed by the Board, who has no prior experience as a director of an issuer listed on the SGX-ST, must undergo mandatory training in his roles and responsibilities as prescribed by the SGX-ST. All directors are required to undergo a one-time training on sustainability. There was no new director appointed during the financial year under review.



# CORPORATE GOVERNANCE REPORT

Routine updates on developments and changes in operating environment, including revisions to accounting standards, laws and regulations affecting the Company and/or the Group are regularly brought to the attention of the Board. During the year, the Board had been briefed and updated on changes or amendments to accounting standards and Listing Manual. Updates on relevant legal, regulatory and technical developments and good corporate governance may be in writing or disseminated by way of briefings, presentations and/or handouts. The Company also encourages directors to undergo continual professional development each financial year and is prepared to undertake funding for such continuing education.

## **Access to Information**

Directors receive the agendas and complete and adequate meeting materials such as budgets, forecasts and monthly/quarterly internal financial statements, background or explanatory information in a timely manner in advance of Board and Board Committees meetings to facilitate the effective discharge of their duties. The annual budgets are submitted to the Board for review and approval and actual performance is compared against budgets periodically to monitor the Group's performance.

The directors have separate and independent access to the Executive Directors, Management, Company Secretary, internal and external auditors at all times, (where necessary) at the expense of the Company, and vice versa. Directors are entitled to request for information from the Management and are provided with such additional information as needed for them to make informed decisions in a timely manner. The Board is informed of all material events and transactions as and when they occur.

The Management also provides all members of the Board with periodic updates that give a balanced summary of the Group's performance and financial position such as monthly financial statements and other management reports. Apart from the regular Board meetings, discussions are conducted via electronic means or ad hoc meetings, as and when required.

The Company Secretary or its nominee attends to the corporate secretarial administration matters, attends all meetings of the Board and Board Committees and assists the Board in ensuring that the Board procedures are followed and that applicable rules and regulations are complied with.

The appointment and the removal of the Company Secretary is a matter for the Board as a whole.

The Board also has access to independent professional advice, where necessary, at the Company's expense to enable them to discharge their duties. The Chief Financial Officer ("CFO") also assists the Board in obtaining such advice.

## **Principle 2: Board Composition and Guidance**

*The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.*

As at the date of this Annual Report, the Board comprises four (4) directors of whom one (1) is executive and three (3) are independent and non-executive. The Board notes that there should be a strong and independent element on the Board to exercise objective judgement on corporate affairs independently. The independent and non-executive directors make up a majority of the Board. Accordingly, the Company has complied Rule 210(5)(c) of the Listing Manual which requires independent directors to make up at least one-third of the Board.



# CORPORATE GOVERNANCE REPORT

The Board considers an “Independent Director” as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director’s independent business judgement in the best interests of the Company.

The independence of each director is reviewed annually by the NC in accordance with the Code’s definition of independence. Each director is required to complete a ‘Confirmation of Director’s Independence’ form to confirm his independence. The said form, which was drawn up based on the definitions and guidelines set forth in Rule 210(5) (d) of the Listing Manual, Provision 2.1 of the Code and the Practice Guidance to the Code, requires each director to assess whether he considers himself independent despite not having any of the relationships identified in the Code.

Under Rule 210(5)(d) of the Listing Manual, a director will not be independent under any of the following circumstances:

- (i) if he is employed or has been employed by the issuer or any of its related corporations in the current or any of the past three (3) financial years;
- (ii) if he has an immediate family member who is employed or has been employed by the issuer or any of its related corporations in the current or any of the past three (3) financial years, and whose remuneration is or was determined by the remuneration committee of the issuer; or
- (iii) if he has been a director of the issuer for an aggregate period of more than nine (9) years (whether before or after listing). Such director may continue to be considered independent until the conclusion of the next annual general meeting of the issuer.

As at the date of this report, none of the Independent Directors:

- (i) is or has been employed by the Company or any of its related corporations in the current or any past three (3) financial years;
- (ii) has an immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years, and whose remuneration is or was determined by the RC; and
- (iii) have served on the Board for an aggregate period of more than nine (9) years.

Board renewal is a continuing process, and the appropriate composition of the Board is continually under review. The tenure of each Independent Director is monitored so that the process for Board renewal is commenced ahead of any Independent Director reaching the nine-year mark to facilitate a smooth transition and to ensure that the Board continues to have an appropriate level of independence. The NC undertakes the process of reviewing, considering and recommending any changes to the composition of the Board, where appropriate, taking into account the requirements to be met by Independent Directors, including having regard to the circumstances set out under Rule 210(5)(d) of the Listing Manual.

The NC and the Board review the size and composition of the Board and Board Committees annually to ensure alignment with the needs of the Group, taking into account, *inter alia*, the requirements of Rule 710(A) of the Listing Manual and the Code, the scope and nature of the Group’s business and operations, and the requirements of the Company’s Board Diversity Policy, including but not limited to age, gender, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that the Board consider relevant and applicable from time to time. The evaluation of the suitability of candidates is based on the candidates’ competency, knowledge, character, time commitment, integrity and experience in meeting the needs of the Company. High emphasis is placed on ensuring a balanced composition of skills and experience at the Board level in order to provide a range of perspectives, insights and challenge that enable the Board to discharge its duties and responsibilities effectively, support good decision making in view of the core businesses and strategy of the Group, and support succession planning and development of the Board.

Under the Company’s Board Diversity Policy, additional measurable objectives and specific diversity targets may be set and reviewed from time to time to ensure their appropriateness. Such factors will be considered by the Company based on its business model and specific needs and the ultimate decision will be based on merit, value and contribution that the selected candidates will bring to the Board.

# CORPORATE GOVERNANCE REPORT



The Board is of the view that, while it is important to promote boardroom diversity in terms of gender, age and ethnicity, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge to strengthen the Board should remain a priority.

The Board has also taken the following steps to maintain or enhance its balance and diversity:

1. Annual review by the NC to assess if the existing attributes and core competencies of the directors are complementary to one another and will enhance the efficacy of the Board; and
2. Annual evaluation by the directors of the skill sets the other directors possess, with a view to understanding the range of expertise which the Board is lacking.

Taking into account the scope and nature of the operations of the Group, the Board, in concurrence with the NC, is satisfied that the present size of four (4) Directors, aged between 38 to 50, is appropriate in facilitating effective decision-making.

While the present Board members comprise the necessary mix of nationality, age, experience and competencies such as financial, accounting, business or management experience, legal and industry backgrounds who are able to contribute their area of expertise in leading the Group, the NC believes that the Group will benefit from an additional Board member with expertise in human resources management. The NC will identify and recommend such a suitable director for appointment to the Board within the next few years leading up to 2026. While the Board does not comprise any female director at the moment, its current composition with appropriate mix of expertise and experience enables the Management to benefit from a diverse and objective perspective on any issues raised before the Board. No individual or group dominates the Board's decision-making process. Nonetheless, one of the objectives of the NC is to identify and recommend suitable female director, preferably with different skills and knowledge from the current Directors, for appointment to the Board within the next few years leading up to 2026 to further diversify its current skill sets and gender at the appropriate time.

Since the retirement of Mr Hew Lien Lee at the FY2023 AGM, as at the date of this Annual Report, one (1) out of the four (4) Directors of the Board are non-independent. He is Mr Seow Jun Hao David. To ensure greater accountability to shareholders, the Group has established the AC, RC and NC. Membership in each of the Board Committees comprises only Independent Directors.

The Non-Executive and Independent Directors contribute accounting and finance knowledge, legal expertise and business management experience to the Group, and provide the Executive Director and the Management with diverse and objective perspectives on issues considered by the Board.

The Non-Executive and Independent Directors constructively challenge and assist to develop proposals on the Group's short-term and long-term strategies and review the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance and operations by the Company as an appropriate check and balance. Management provides the Independent Directors with accurate, complete and timely information. Further, the Independent Directors have unrestricted access to Management to query and request for further information on proposed significant transactions and the development of business strategies. The Non-Executive and Independent Directors meet without the presence of the Executive Director and Management where necessary, and at least once a year, to facilitate a more effective check on Management. The Non-Executive Directors make up a majority of the Board as required under Provision 2.3 of the Code and the Board believes that there is a strong independent element on the Board as no individual or small group of individuals dominates the Board's decision-making process. Further, the Board has an Independent Chairman. The Board is also satisfied that the current board composition reflects an appropriate balance of skills and experience, which the Group may tap for assistance in furthering its business objectives and shaping its business strategies.

The Board is therefore of the view that its size, and that of the Board Committees, and level of independence is appropriate and comprises directors who as a group, have an appropriate balance and mix (as well as breadth and depth) of skills, knowledge and experience, and diversity of thought, so as to foster constructive and robust debate and avoid "groupthink". Hence, the Board believes that its current composition has an appropriate level of independence and diversity of thought and background to enable it to make decisions in the best interests of the Company, consistent with the intent of Principle 2 of the Code.



# CORPORATE GOVERNANCE REPORT

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Given the experiences of the Independent Directors Mr Huang Junli, Christopher, Mr Poh Kai Ren, Daniel and Mr Tan Tong Loong Royston in the accounting and financial, legal and commercial sectors, the Board believes the Group can tap on their experience, knowledge, and business network to broaden strategic perspectives, drive improvements and facilitate new opportunities to generate shareholder value in future.

## **Principle 3: Chairman and Chief Executive Officer**

*There is a clear division of responsibilities between the leadership of the Board and Management, no one individual has unfettered powers of decision-making.*

During FY2024, the Group Chief Executive Officer (“**GCEO**”), Mr Seow Jun Hao David oversees both the manufacturing segment as well as the supply chain management services segment of the Group. The Group ceased all business activities in Fu Yu Supply Chain Solutions Pte Ltd in the last quarter of FY2024.

The Board recognises the importance of the roles of Chairman and GCEO being held by separate persons; hence the roles of Chairman of the Board and GCEO are separate to ensure a clear division of responsibilities, increased accountability and greater capacity of the Board for independent decision-making. No one individual has unfettered powers of decision-making.

Mr Huang Junli, Christopher is the Independent Non-Executive Chairman of the Company and is not part of the management team. The Chairman and the GCEO are not immediate family members.

The division of responsibilities between the Chairman and the GCEO has been demarcated with the concurrence of the Board.

The roles of the Non-Executive Chairman include:

1. leading the Board to ensure its effectiveness in all aspects of its role and setting the meeting agenda;
2. ensuring that Directors receive complete, accurate and timely information on matters relating to the Group;
3. promoting a culture of openness and debate at the Board;
4. encouraging constructive relations within the Board and between the Board and the Management;
5. ensuring effective communication with shareholders; and
6. promoting high standards of corporate governance and compliance with the Listing Manual.

The GCEO is responsible for the Group’s day-to-day operations and leads the Management in setting strategies, objectives and missions, as well as executing the Board’s decisions and plans and driving the Group’s growth and development.

Taking into account the relatively small size of the Board, that the roles of the Chairman and GCEO are separate and that the Company has three Independent Non-Executive Directors, the Board is of the view that there is currently no need to appoint one of them as the Lead Independent Director per Provision 3.3 of the Code. Shareholders can channel any concerns they may have to any of the Independent Non-Executive Directors.

# CORPORATE GOVERNANCE REPORT



## Principle 4: Board Membership

*The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.*

As at the date of this Annual Report, the NC comprises Mr Huang Junli, Christopher, Mr Poh Kai Ren, Daniel and Mr Tan Tong Loong Royston. The NC is chaired by Tan Tong Loong Royston, who is an Independent Director. All members of the NC are Independent Directors.

The NC meets at least once a year. The NC has written Terms of Reference that describe the operating procedures and responsibilities of its members. The duties of the NC are as follows:

1. reviews the structure, size and composition of the Board and makes recommendations to the Board with regard to any adjustments in the structure, size and composition of the Board that are deemed necessary;
2. reviews the succession plans for the Directors and Management;
3. reviews all nominations for the appointments and re-appointment of directors for the purpose of proposing such nominations to the Board for approval;
4. conducts a review to determine the independence of each director;
5. reviews the training and professional development programmes for the directors;
6. decides whether or not a director is able to and has been adequately carrying out his duties as a director of the Group, particularly when he has multiple board representations;
7. decides how the Board's and the Board Committees' performance may be evaluated and proposes objective performance criteria;
8. conducts a formal assessment of the effectiveness of the Board as a whole and the contribution by each director to the effectiveness of the Board; and
9. recommends to the Board the maximum number of listed company representations which any Director may hold.

In its annual review, the NC was of the view that Mr Huang Junli, Christopher, Mr Poh Kai Ren, Daniel and Mr Tan Tong Loong Royston are objective and independent in expressing their views and in participating in deliberations and decision-making of the Board and Board Committees. None of these directors fall under the circumstances described in Rule 210(5)(d) of the Listing Manual. The NC, having considered the provisions set out in the Code, the Practice Guidance and Listing Manual, confirmed all of them are independent. The NC is satisfied that these directors are able to devote sufficient time and attention to attend to the affairs of the Company and adequately carry out their duties as directors of the Company. Effective from the Company's annual general meeting for the financial year ending on or after 31 December 2023, Rule 210(5)(d)(iv) of the Listing Manual provides that a director will not be independent if he has been a director for an aggregate period of more than nine years (whether before or after listing). The Company has no Independent Directors that have served on the Board beyond nine (9) years from the dates of their first appointment.

Based on the current and past working experience with the Board members of the Company, the NC is of the view that the appropriate maximum number of the listed company board representations for each Director is four (4). The NC will continue to assess whether this number needs to be revised to ensure the Directors devote sufficient time and attention to the affairs of the Company.



# CORPORATE GOVERNANCE REPORT

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In accordance with the Company's Constitution, at least one-third of the Directors are required to retire from office by rotation every year and each Director shall retire from office at least once every three (3) years. In addition, a director appointed by the Board to fill a casual vacancy, or appointed as an additional director, may only hold office until the next AGM, at which time he will be eligible for re-election by shareholders but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting. All directors to be appointed or re-elected have to be assessed and recommended by the NC before submission to the Board for approval.

In recommending a candidate for appointment or re-appointment to the Board, the NC considers his contributions to the Board and his independence, skills and experience and an appropriate mix of core competencies for the Board to fulfil its roles and responsibilities.

Mr Huang Junli, Christopher and Mr Tan Tong Loong Royston will retire by rotation at the forthcoming AGM pursuant to Regulation 110 of the Company's Constitution and have consented to stand for re-election.

The NC had recommended to the Board the re-election of all the retiring directors. The NC had considered criteria such as the diversity, composition, progressive renewal of the Board and each director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation and candour). The Board has endorsed the re-elections as recommended by the NC and recommends to the shareholders to approve the re-election of the retiring directors. The details of the proposed resolutions are stipulated in the Notice of AGM.

The NC takes the lead in identifying, evaluating and selecting candidates for new directorships. In its search and selection process, the NC considers factors such as commitment and ability of prospective candidates to contribute to discussion, deliberations and activities of the Board and Board Committees. The NC also takes into account the existing mix of expertise, skills and attributes of the directors so as to identify the needed and/or desired competencies to supplement the Board's existing attributes. The NC conducts interviews with potential candidates and recommends short-listed candidates to the Board for consideration. The NC also ensures that new directors are aware of their duties and obligations. Where it deems necessary or appropriate, the NC may tap on its networking contacts and/or engage external professional headhunters to assist with identifying and shortlisting candidates. The Board and NC will also take into consideration whether a candidate/director had previously served on the board of company with adverse track records or a history of irregularities or is or was under investigation by regulators, and seek clarity on the director's involvement therein. The Board and NC also assess whether a director's resignation from the board of any such company would cast any doubt on his qualification and ability to act as a Director of the Company.

There is currently no Alternate Director on the Board. Each member of the NC is also required to abstain from voting on resolutions, making recommendations and/or participating in matters in which he is interested.

Please refer to the 'Board of Directors' section in the Annual Report for key information on the directors.

# CORPORATE GOVERNANCE REPORT



## Directors' key information

Name of Directors	Date of first appointment	Date of last re-election	Nature of Appointment	Membership of Board Committee	Directorship/ Chairmanship both present and those held over the preceding three years in other listed companies	Other Principal Commitments
Mr Seow Jun Hao David	18/01/2021	20/04/2023	Executive Director, Group Chief Executive Officer	–	–	–
Mr Huang Junli, Christopher	19/07/2021	20/04/2023	Independent Non-Executive Chairman	1. Chairman of RC 2. Member of AC and NC	Present: 1. Aztech Global Ltd 2. Goodwill Entertainment Holding Limited	Director in: 1. CHP Law LLC
Mr Poh Kai Ren, Daniel	4/10/2021	25/04/2024	Independent Non- Executive Director	1. Chairman of AC 2. Member of RC and NC	–	Director in: 1. Hildrics Capital Pte. Ltd. 2. Hongtu Capital Pte. Ltd. 3. Unidit Pte. Ltd. 4. Hildrics Asia Growth Fund VCC 5. Climagreen Asia Pte. Ltd. 6. HAGF Investment (I) Pte. Ltd. 7. Hildrics Investment Holding Pte. Ltd. 8. Novation Solutions Limited 9. Datapost Pte. Ltd. 10. DP Digibill Sdn. Bhd. 11. Future Synthetics Limited 12. Future Synthetics Pte. Ltd. 13. AX Technology Limited
Mr Tan Tong Loong Royston	31/01/2022	26/04/2022	Independent Non- Executive Director	1. Chairman of NC 2. Member of AC and RC	–	Other Principal Commitments: 1. Mastercard Asia Pacific Pte. Ltd. 2. Vita Verification Pte. Ltd.



# CORPORATE GOVERNANCE REPORT

## Principle 5: Board Performance

*The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.*

The NC has implemented a process to assess the performance and effectiveness of the Board as a whole, Board Committees, as well as the contribution by the Chairman and each individual director to the effectiveness of the Board. The evaluation is carried out on an annual basis without the engagement of an external facilitator.

For assessing the effectiveness of the Board as a whole, and Board Committees, each director is required to complete a questionnaire which will be submitted to the NC. The NC reviews and assesses the Board's performance based on both quantitative and qualitative criteria. Such criteria include profitability and net assets per share and the achievement of strategic objectives. The completed assessment is compiled into a consolidated report on a no-names basis and reviewed by the NC. The NC also views that the Board's performance will be better reflected and evidenced through proper guidance to the Management, able leadership of the Board and the support that it lends to Management in steering the Group in the appropriate direction.

For evaluating the performance of each director, a peer and self-assessment of directors is conducted annually in areas including director's duties, knowledge of finance, business, industry and the Company, interaction with internal and external parties, attendance and participation at Board and Board Committees meetings, the time and effort dedicated to the Group's business and affairs including management's access to the directors for guidance or exchange of views as and when necessary. The compiled results of the assessment are reviewed by the NC. The performance of each individual director is taken into account in recommending his re-election to shareholders for approval.

The NC was of the view that the performance of the Board as a whole and of the Board Committees was satisfactory and that each director was contributing to the overall effectiveness of the Board and Board Committees and had adequately discharged his duties for the year under review.

## REMUNERATION MATTERS

### Principle 6: Procedures for Developing Remuneration Policies

*The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

As at the date of this Annual Report, the RC comprises Mr Huang Junli, Christopher, Mr Poh Kai Ren, Daniel and Mr Tan Tong Loong Royston. The RC is chaired by Mr Huang Junli, Christopher, an Independent Director. All members of the RC are Independent Directors.

The RC meets at least once a year. The RC has written Terms of Reference that describe the responsibilities of its members. The primary functions of the RC are as follows:

1. reviews and recommends a general framework of remuneration for the Board and key management personnel (CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the Company and who are not also Directors and the CEO of the Company);
2. reviews and recommends specific remuneration packages and terms of employment for each Executive Director and key management personnel;
3. reviews all aspects of remuneration, including termination terms, to ensure they are fair;
4. recommends any long-term incentive schemes which are generally encouraged for Executive Directors and key management personnel;
5. ensures that a formal and transparent procedure is in place for fixing the remuneration packages of the Executive Directors as well as key management personnel of the Group;

# CORPORATE GOVERNANCE REPORT



6. reviews the Company's obligations arising in the event of termination of the Executive Directors and key management personnel's contracts of service; and
7. reviews and administers the award of shares to Directors and employees under the Fu Yu Restricted Share Plan adopted by the Company.

The RC's recommendations are submitted for endorsement by the entire Board.

The RC has unrestricted access to expert advice within and/or outside of the Company, when required. No remuneration consultants were engaged for the year in review.

## **Principle 7: Level and Mix of Remuneration**

*The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

In setting the remuneration package for the Executive Directors and key management personnel, the RC takes into consideration the pay and employment conditions within the industry and comparable companies, the individual's performance and that of the Company and subsidiary companies. The remuneration package is designed to allow the Company to better align the interests of the Executive Directors and key management personnel with those of shareholders and link rewards to corporate and individual performance. As part of its review, the RC ensures that the performance-related elements of remuneration would form a certain proportion of the total remuneration package of Executive Directors and key management personnel. The remuneration for the Executive Directors comprises a base fee, a base salary, an allowance, an annual wage supplement and a profit-sharing bonus. The remuneration for the key management personnel comprises a basic salary, allowances and variable components which are the annual bonus and profit-sharing bonus based on the performance of the Company and subsidiary companies as well as individual contribution and performance which are assessed through performance appraisal that sets out various assessment criteria such as level of achievement of targets and responsibilities, leadership ability, initiative, etc.

For the remuneration of the Non-Executive Directors, the RC has adopted a framework which consists of a base fee as well as fees for chairing Board Committees. The remuneration of Non-Executive and Independent Directors will be appropriate to the level of contribution, taking into consideration the effort and time spent and responsibilities, the prevailing market conditions and referencing Directors' fees against comparable benchmarks, such that Independent Directors are not over-compensated to the extent that their independence may be compromised.

The RC ensures that the remuneration of the Board is appropriate to attract, retain and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.

The RC's recommendations are submitted to the Board. No director is involved in deciding his own remuneration, except in providing information and documents if required by the RC to assist in its deliberations. Directors' fees are recommended by the Board for approval at the Company's AGM.

There are currently no contractual provisions to allow the Company to reclaim the incentive component of remuneration from the Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. However, the Company believes that it should be able to seek remedies against the Executive Directors and key management officers via other means if such exceptional circumstances occur.

The Company has implemented the Fu Yu Restricted Share Plan as part of a long-term incentive plan to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate Directors and employees of the Group to achieve desired performance. The Fu Yu Restricted Share Plan was approved and adopted by the shareholders of the Company at an extraordinary general meeting held on 6 September 2022.

The Fu Yu Restricted Share Plan is administered by the RC. The names of the members of the RC are as stated above.



# CORPORATE GOVERNANCE REPORT

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A participant's award under the Fu Yu Restricted Share Plan will be determined at the absolute discretion of the RC. In considering the grant of an award to a participant, the RC may take into account, amongst others, the participant's rank, job performance, years of service and potential for future development, his contribution to the success and development of the Group and the extent of effort and resourcefulness with which the vesting condition may be achieved within the performance period.

Awards granted under the Fu Yu Restricted Share Plan will principally be performance-based, incorporating an element of stretched targets for senior executives and significantly stretched targets for key senior management, aimed at delivering long-term shareholder value. Examples of performance targets to be set include targets based on criteria such as sales growth, earnings per share and return on investment.

The aggregate number of shares which may be issued or transferred pursuant to the awards granted under the Fu Yu Restricted Share Plan, when added to (i) the number of shares issued and issuable and/or transferred or transferable in respect of all awards granted under the Fu Yu Restricted Share Plan; and (ii) all shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed fifteen per cent (15%) of the issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of the award.

During FY2024, 5,000,000 shares have been issued and allotted under the Fu Yu Restricted Share Plan. For further details of the Fu Yu Restricted Share Plan, please refer to the Company's circular to shareholders dated 15 August 2022.

Save for the contributions to defined contribution plans as disclosed in Note 28 of the Audited Financial Statements for FY2024, the Company does not provide any other termination, retirement and post-employment benefits to the directors, the GCEO and key management personnel.

During FY2024, the RC had reviewed the remuneration framework and remuneration packages of Executive Directors and the key management personnel to ensure their competitiveness, as well as the directors' fees for Non-Executive and Independent Directors to ensure that it is appropriate to the level of contribution by the Directors, taking into account factors such as effort and time spent and responsibilities.

## **Principle 8: Disclosure on Remuneration**

*The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.*

The Company supports and is aware of the need for transparency. The remuneration policy and the criteria for setting remuneration, as well as the relationships between remuneration, performance and value creation are disclosed in Principle 7: Level and Mix of Remuneration.

# CORPORATE GOVERNANCE REPORT



A breakdown showing the level and mix of remuneration paid to or accrued for each director in bands of S\$50,000 for the year under review is tabulated as follows:

Name of Director	Total Remuneration (S\$)	Salary %	Bonus %	Restricted Share Plan %	Allowances and Benefits %	Fees	Total %
<i>Executive Directors</i>							
Hew Lien Lee*	903,101	26.0	2.4	–	71.6	–	100.0
Seow Jun Hao David	1,073,135	72.7	19.5	–	7.8	–	100.0
<i>Independent Non-Executive Directors</i>							
<u>Below S\$100,000</u>							
Huang Junli, Christopher	99,000	–	–	–	–	100.0	100.0
Poh Kai Ren, Daniel	71,000	–	–	–	–	100.0	100.0
Tan Tong Loong Royston	63,000	–	–	–	–	100.0	100.0

\* Hew Lien Lee retired as Executive Director and Chief Executive Officer with effect from 25 April 2024.

The aggregate remuneration paid or payable to the Company's Directors is S\$2,209,236 for FY2024.

# CORPORATE GOVERNANCE REPORT

A breakdown showing the level and mix of remuneration paid to or accrued for the seven (7) key management personnel (excluding directors and GCEO) in bands of S\$250,000 for the year under review is tabulated as follows:

Remuneration Band and Number of Key Management Personnel	Salary %	Bonus %	Allowances and Benefits %	Total %
<u>S\$500,000 – S\$749,999</u> 1	61.4	34.1	4.5	100.0
<u>S\$250,000 – S\$499,999</u> 2	73.6	22.1	4.3	100.0
<u>Below S\$250,000</u> 4	75.1	14.5	10.4	100.0

Due to the competitive nature of the industry that the Group operates in and the importance of ensuring stability and continuity of business operations with a competent management team in place, the Board believes it is unwise to disclose the amount and breakdown of the remuneration of the seven (7) key management personnel and it is in the best interests of the Company not to identify the remuneration band of each key management personnel. The aggregate remuneration paid to the seven (7) key management personnel of the Company is S\$2,041,000 for FY2024.

The table below shows the current status of awards under the Fu Yu Restricted Share Plan for the Directors.

Participant	Awards granted during FY2024	Aggregate awards granted since commencement of the Fu Yu Restricted Share Plan to end of FY2024	Aggregate awards vested since commencement of the Fu Yu Restricted Share Plan to end of FY2024	Aggregate awards outstanding as at the end of FY2024
Seow Jun Hao David	Nil	30,000,000 shares	14,000,000 shares	16,000,000 shares

None of the directors and the key management personnel of the Company has received any termination, retirement and post-employment benefits for FY2024 save for the contributions to defined contribution plans as disclosed in Note 28 of the Audited Financial Statements for FY2024.

Remuneration of Immediate Family Members of GCEO in bands of S\$250,000 for the year under review is tabulated as follows:

Name of Employee	Salary %	Bonus %	Allowances and Benefits %	Total %
<u>Below S\$250,000</u> Seow E-lin, Elaine <sup>(1)</sup>	85.6	7.1	7.3	100.0

Note:

(1) Seow E-lin, Elaine's last day of service with the Company was 25 March 2025.

Remuneration of Substantial Shareholder of the Company in bands of S\$250,000 for the year under review is tabulated as follows:

Name of Employee	Salary %	Bonus %	Allowances and Benefits %	Total %
<u>S\$250,000 – S\$499,999</u> Lim Wei De, Victor <sup>(1)</sup>	85.3	10.0	4.7	100.0

Note:

(1) Lim Wei De, Victor's last day of service with the Company was 8 March 2025.



# CORPORATE GOVERNANCE REPORT

## ACCOUNTABILITY AND AUDIT

### Principle 9: Risk Management and Internal Controls

*The Board is responsible for the governance of risk and ensures that management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.*

The Board acknowledges that it is responsible for the overall internal control framework and has implemented a system of internal controls designed to provide reasonable assurance that assets are safeguarded, proper accounting records are maintained, operational controls are adequate and business risks are suitably managed. The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Board oversees the Management in the design, implementation and monitoring of the risk management and internal control systems.

The Management maintains a sound system of internal controls to safeguard the shareholders' investment and the Company's assets. The adequacy of these controls and systems is subject to review by the AC.

The internal auditor conducts an annual review of the effectiveness of the Group's key internal controls, including financial, operational, compliance and information technology controls. On a yearly basis, the internal auditor prepares an internal audit plan which is approved by the AC. The internal auditor updates the AC on the progress of the approved internal audit plan every half year. The Group's external auditor, Baker Tilly TFW LLP, contributes an independent perspective on certain aspects of the internal controls over financial reporting through its audit and reports the findings to the AC.

Any material findings from both the internal and external auditors together with the improvement recommendations are reported to the AC and made known to the respective subsidiaries for corrective actions to be taken. The internal auditor will monitor if the required corrective measures are properly implemented by the Management.

The AC is assigned to oversee the risk management framework and policies of the Group. Based on the framework of risk management controls and internal controls established and maintained by the Group, reports and reviews done by the internal and external auditors, including the reviews by the Management and the non-existence of any critical internal control deficiencies, the Board has received assurance from the GCEO and CFO that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances, as well as assurance from the GCEO, Chief Operating Officer ("**COO**"), Deputy Chief Operating Officer ("**DCOO**") and CFO who are responsible, that the Company's risk management and internal control systems are adequate and effective in addressing the material risks in the Group in its current business environment including material financial, operational, compliance, information technology and climate risks. Accordingly, the Board with the concurrence of the AC is of the opinion that there are adequate internal controls in place within the Group addressing financial, operational, compliance and information technology risks and that the internal controls and risk management systems are adequate and effective as at 31 December 2024. Other than the significant weaknesses highlighted by the internal auditors in their internal audit report dated 26 July 2024 in relation to the Company's wholly-owned subsidiary, Fu Yu Supply Chain Solutions Pte. Ltd. ("**FYSCS**"), there were no material weaknesses identified in the Company's internal controls or risk management systems.

The Board notes, however, that the system of internal controls and risk management established provides reasonable but not absolute assurance against unforeseeable and foreseeable risks to the Company, as all internal control systems contain inherent limitations and no system of internal controls could provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, fraud or other irregularities. The review of the Company's internal control systems is a concerted and continuing process.



# CORPORATE GOVERNANCE REPORT

During FY2024, the Group has 2 main business segments namely the Manufacturing Segment and Supply Chain Management Services Segment. There were significant weaknesses observed in Supply Chain Management Services Segment which were raised by the Company's internal auditors. Consequently, Damodara Ong LLC was engaged to investigate into these weaknesses (for more information, please refer to the Company's announcement dated 31 January 2025 titled "Updates to shareholders on requisition for extraordinary general meeting and other matters"). On 6 February 2025, Company announced salient observations highlighted in the interim report prepared by Damodara Ong LLC (for more information, please refer to announcement titled "Requisition to convene extraordinary general meeting and other matters"). On 11 February 2025, as announced by the Company (please refer announcement titled "(1) Request by SGX Regco in connection with requisition to convene extraordinary general meeting (2) Investigation into affairs of Fu Yu Supply Chain Solutions Pte Ltd – Appointment of professionals in relation to issues arising from the interim report"), Rajah & Tann Singapore LLP ("**R&T**") and PricewaterhouseCoopers Risk Services Pte Ltd ("**PwC**") were appointed to look into, amongst others, area raised in Interim Report (the "**Investigation**"). Based on progress of the ongoing Investigation, the Company intends to make claims against the several individuals in relation to: (a) the Company's acquisition of Avantgarde Enterprise Pte Ltd (now, FYSCS), (b) purported misuse of FYSCS's resources, and (c) the payment of a pre-paid commission of US\$ 2,984,501 (collectively, the "**Claims**"). The Group, through its legal advisors Nine Yards Chambers LLC, have sent demand letters against these persons (or their legal advisors) on 1 April 2025, to commence the process of pursuing the Claims.

To date, and to the best of the Company's knowledge, R&T and PwC have yet to complete the Investigation. However, the Company noted that these areas of concerns were mainly related to the Supply Chain Management Services Segment. The Group ceased all business activities in FYSCS in the last quarter of FY2024. Notwithstanding the foregoing, the Company has provided its full cooperation during the course of the Investigation.

Based on the internal controls established and maintained by the Group, work performed by the internal auditors, and reviews performed by the Management of manufacturing segment and the Management of the Company, the Board opines, with the concurrence of the AC, that there are adequate and effective internal controls and risk management systems in place within the manufacturing segment addressing financial, operational, compliance and information technology risks to meet the needs of the Group in their current business environment.

Given the concerns raised by the internal auditors and Damodara Ong LLC on the Supply Chain Management Services Segment and the Investigation which has yet to be concluded, the Board opines with concurrence with AC that the internal controls and risk management systems of the Supply Chain Management Segment may be inadequate.

Similarly, the CGEO, COO, DCOO and CFO are also unable to provide any assurances on the Supply Chain Management Services Segment, and that the internal controls and risk management systems of this segment may be inadequate in view of the Investigation that has commissioned on 11 February 2025 to look into various matters, including those of corporate governance and internal controls, and that the Investigation has yet to be concluded.

In the meantime, the Board has received assurance from the GCEO and CFO for FY2024 that, (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Manufacturing Segment's operations and finances; as well as assurance from GCEO, COO, DCOO and CFO for FY2024 that, (b) the Manufacturing Segment's risk management and internal control system are effective. The system of internal controls and risk management established by the Manufacturing Segment provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be the reasonably foreseen as it strives to achieve its business objectives.

However, in respect to the Supply Chain Management Services Segment, the Group will continue to work on improving the internal controls and risk management at the respective subsidiary level given that the Investigation has yet to complete its work. The Group will review the findings of the Investigation and use its best efforts to resolve the areas of concern surrounding the Investigation. The Group will also implement suitable improvements once the Investigation is concluded.

# CORPORATE GOVERNANCE REPORT



## Principle 10: Audit Committee

*The Board has an AC which discharges its duties objectively.*

As at the date of this Annual Report, the AC comprises Mr Huang Junli, Christopher, Mr Poh Kai Ren, Daniel and Mr Tan Tong Loong Royston, all of whom are Independent Non-Executive Directors. The Chairman of the AC is Mr Poh Kai Ren, Daniel.

All AC members have experience holding senior positions in the financial, legal and commercial sectors, and have sufficient accounting and financial management knowledge. The Board considers that the AC members are appropriately qualified to discharge AC's functions competently. None of the AC members were previous partners or directors of the Company's external audit firm within the last two (2) years and none of the AC members holds any financial interest in the Company's external audit firm.

Please refer to the 'Board of Directors' section in the Annual Report for the qualifications of the AC members. The AC meets at least two (2) times a year. The AC carries out its functions in accordance with the Companies Act and its written Terms of Reference. In performing those functions, the AC:

1. reviews the audit plans and the findings of the internal and external auditors of the Company and ensures the adequacy and effectiveness of the Company's system of internal controls and risk management and the co-operation given by the Company's Management to the external and internal auditors;
2. reviews the half year and annual financial statements and the auditors' report of the Company before their submission to the Board;
3. reviews the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
4. reviews the assurance from the GCEO and CFO on the financial records and financial statements;
5. reviews with the Management on the adequacy and effectiveness of the Company's risk management system and internal controls, including financial, operational, compliance and information technology;
6. reviews legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
7. reviews the policy and arrangements by which employees of the Group may in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensures that arrangements are in place for the independent investigation of such matters and for appropriate follow-up actions;
8. reviews the cost effectiveness, independence and objectivity of the external auditor;
9. reviews the nature and extent of non-audit services provided by the external auditor;
10. reviews the assistance given by the Company's officers to the internal and external auditors;
11. makes recommendations to the Board on (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
12. approves the hiring, removal, evaluation and compensation of the internal audit function, or the professional firm to which the internal audit function is outsourced; and
13. reviews interested person transactions and improper activities of the Company, if any.



# CORPORATE GOVERNANCE REPORT

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All AC meetings were conducted without the presence of Executive Directors and Management unless invited by the AC to attend. For the year under review, the Executive Directors and Management were invited by the AC to attend the AC meetings. The Independent Directors have full autonomy in the conduct of all AC meetings.

The AC has the power to conduct or authorise investigations into any matters within the AC's scope of responsibility. It has full access to, and co-operation of, the Management and full discretion to invite any director or members of Management to attend its meetings. The AC has been given reasonable resources for it to discharge its functions properly.

The AC meets with the internal and external auditors without the presence of Management at least once annually, to obtain feedback on the competency and adequacy of the finance function, to review the assistance given by Management to internal and external auditors and to ascertain if there are any material weaknesses or control deficiencies in the Group's financial reporting and operational system.

To keep abreast of the changes in accounting standards and issues which have a direct impact on the Group's business and financial statements, the AC is updated by the external auditor and company secretary of changes to accounting standards, the Listing Manual of the SGX-ST and other regulations when they attend the AC meetings.

The Company's external auditor, Baker Tilly TFW LLP, as part of the annual statutory audit, carries out tests of operating effectiveness over certain internal controls relating to financial reporting processes based on the scope of audit as laid out in its audit plan. Internal control weaknesses noted during the audit and the auditor's recommendations to address such non-compliance and weaknesses, if any, are discussed with Management and reported to the AC.

During the year, the AC conducted a review of the scope and results of audit by Baker Tilly TFW LLP, adequacy of the resources, experience and competence of the engagement partner and key team members in handling the audit and their cost effectiveness, as well as their independence and objectivity. The AC has also undertaken a review of all non-audit services provided by Baker Tilly TFW LLP and noted that there was no non-audit fees incurred during FY2024. The AC is satisfied that neither their independence nor their objectivity was put at risk, and that they were able to meet the audit requirements and statutory obligations of the Company. Baker Tilly TFW LLP has also provided a confirmation of their independence to the AC. Accordingly, the AC is satisfied that Rule 712 of the Listing Manual is complied with and has recommended to the Board, the nomination of the external auditor, Baker Tilly TFW LLP, for re-appointment at the forthcoming AGM.

The audit fees paid/payable to the Baker Tilly TFW LLP and overseas affiliates of Baker Tilly TFW LLP for FY2024 amounted to S\$212,000 and S\$103,000 respectively. There was no non-audit fee paid/payable to external auditors in FY2024.

Other member firms of Baker Tilly are auditors of significant foreign-incorporated subsidiaries for consolidation and statutory reporting purposes. The Board and AC are satisfied that the appointment would not compromise the standard and effectiveness of the audit of the Group. The Company confirms that it is in compliance with Rule 715 of the Listing Manual.

# CORPORATE GOVERNANCE REPORT



## ***Internal Audit Function***

The Company outsourced its internal audit function to an independent professional firm, PricewaterhouseCoopers Risk Services Pte Ltd (“**PwC**”) to provide internal audit services. The internal auditor reports directly to the AC and would also report administratively to the CFO. In addition, the internal auditor has unfettered access to all the Company’s documents, records, properties and personnel, including access to the AC.

To ensure the adequacy of the internal audit function, the AC reviews and approves the yearly internal audit plan before the commencement of an internal audit. PwC carries out the internal audit of all the subsidiaries in the Group. The AC will assess and ensure that the internal auditor meets or exceeds the standards set by recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The internal auditor provides adequate staff with relevant experience to conduct the internal audits.

The objective of internal audit review is to assist Management in evaluating and testing the effectiveness of internal controls that are in place. The internal audit review is conducted with a view to identifying control gaps in the current business processes, ensuring that operations are conducted within the policies and procedures laid down and identifying areas for improvements where controls can be strengthened. Internal audit reports are prepared to update the AC on the progress of all audits carried out, the recommendations accepted by Management, and to track the status of outstanding matters and remedial actions taken to date.

The AC, on an annual basis, reviews the adequacy and the effectiveness of the internal audit function by examining the internal auditor’s scope of work and its independence and is satisfied that the internal audit function is independent, effective and adequately resourced.

## ***Whistle-blowing Policy***

The Company has in place a whistle-blowing policy. This policy provides well-defined and accessible channels in the Group through which employees of the Group may raise concerns, any possible improprieties, misconduct or wrongdoing relating to the Group in matters of financial reporting or other matters in confidence and in good faith, without fear of reprisal, to Management and/or the AC Chairman, where applicable. All information received will be treated confidentially and the identity of whistle-blowers will be protected. Details of this policy and procedures for raising concerns have been disseminated and contact details of the AC Chairman are made available to all employees of the Group. The AC oversees the administration of the policy and ensures that all concerns or complaints raised are independently investigated and appropriate follow-up actions are carried out, and provides assurance that employees will be protected from reprisal within the limits of the law or victimisation for whistle blowing in good faith. Anonymous reporting will also be attended to and anonymity honoured. The whistle-blowing policy and procedures are reviewed by the AC from time to time to ensure that they remain relevant.

The AC reports to the Board on such matters at the Board meetings. Should the AC receive reports relating to serious offences and/or criminal activities in the Group, the AC and the Board have access to the appropriate external advice where necessary.



# CORPORATE GOVERNANCE REPORT

## Key Audit Matters

In its review of the financial statements of the Group for FY2024, the AC considered a number of significant matters and discussed with Management the accounting principles that were applied and their judgement of items that might affect the financial statements and also considered the clarity of key disclosures in the financial statements. The AC also met with the external auditors to discuss the audit findings as well as their audit.

During the audit of the financial statements for FY2024, one key audit matter (“KAM”) was reported by the external auditors and is set out on pages 104 to 105 of this Annual Report. The AC’s commentaries on the reported KAM are set out below.

KAM	Audit Committee’s Comments
Impairment assessment on the Group’s non-current assets	<p><u>China CGU</u></p> <p>The AC reviewed Management’s impairment assessment on PPE using fair value less cost to disposal (“<b>FVLCD</b>”), determined by independent external valuers. No impairment loss is required on PPE.</p> <p>The AC also reviewed Management’s impairment assessment which used the Value in use (“<b>VIU</b>”). Management assessed the recoverable amount using the discounted cash flow technique considering its revenue growth rates, terminal growth rates and discount rates. As the recoverable amount for the PPE was assessed to be lower than the carrying amount, an impairment loss on PPE of \$579,000 (2023: \$Nil) was recognised during the current financial year.</p> <p><u>Singapore Tooling CGU</u></p> <p>The AC reviewed Management’s impairment assessment on PPE using fair value less cost to disposal (“<b>FVLCD</b>”), determined by independent external valuers. No impairment loss is required on PPE.</p>

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### Principle 11: Shareholders Rights and Conduct of General Meetings

*The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders’ rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.*

The Company supports the Code’s principle to encourage communication with and participation by shareholders. Shareholders are informed of general meetings, annual reports, sustainability reports and circulars via SGXNET and the Company’s website at the URL <https://www.fuyucorp.com>.

The forthcoming AGM in respect of FY2024 will be held physically at Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive Singapore 638404 on 27 June 2025, 10.00 A.M. Shareholders will be able to raise questions and vote in person at the AGM. There will be no option for shareholders to participate virtually. Arrangements relating to attendance at the forthcoming AGM, submission of questions in advance of, or at, the AGM, and voting at the AGM by shareholders or their duly appointed proxy(ies), are set out in the Notice of AGM released on SGXNET.

Copies of the Notice of AGM are despatched to all shareholders. As for the Annual Report and the appendix to the Annual Report in relation to the proposed renewal of the share purchase mandate (“**Appendix**”), in line with the Group’s efforts towards sustainability, these documents are made available for download from the Company’s corporate website. Printed copies of the Annual Report and Appendix are available on request.

# CORPORATE GOVERNANCE REPORT



The Company encourages shareholders' participation at general meetings and welcomes shareholders to give their constructive views on various matters concerning the Group. When opportunities arise, the Directors will solicit and try to understand the views of shareholders before and/or after general meetings of the Company.

Any notice of general meeting consisting of only ordinary resolution is issued at least 14 calendar days before the scheduled date of the meeting while a notice of general meeting containing special resolution is issued at least 21 calendar days before the scheduled date of the meeting.

Each item of special business included in the notice of the meeting is accompanied by an explanation of the effects of the proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting and shareholders are given the opportunity to raise questions and clarify any issues they may have relating to the resolutions to be passed. The Chairmen of the AC, NC and RC are available at the meeting to answer those questions relating to the work of these committees. All directors attend the general meetings of shareholders unless in case of exigencies and the Company's external auditor is also present to address queries about the conduct of audit and the preparation and content of the auditors' report. The attendance of directors for the FY2023 AGM is disclosed on page 74.

The Company will prepare detailed AGM minutes, which include relevant comments and the questions received from shareholders relating to the agenda of the meetings, and responses from the Board and Management, if any. Once approved by the Board, these minutes are made available to shareholders upon their written request. The Company had published the minutes of the FY2023 AGM on SGXNet within one month as contemplated by Provision 11.5 of the Code.

The Company commenced the voting of all its resolutions by poll at the EGM held on 16 October 2014 and has since conducted the voting of all its resolutions by poll in all its subsequent AGMs and EGMs. Rules are explained to shareholders, including the poll voting procedures in general meetings. The voting results of all votes cast for, or against, each resolution will be announced at the meeting and also on SGXNET after the meeting. Electronic polling may be considered in the near future.

The Company's Constitution allows (i) each shareholder who is not a relevant intermediary (as defined in the Companies Act) the right to appoint up to two (2) proxies and (ii) each shareholder who is a relevant intermediary to appoint more than two (2) proxies to attend and vote on their behalf in shareholders' meetings. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the general meetings in person. CPF and SRS Investors who are unable to attend the general meetings but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the general meetings to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the general meetings. Proxies need not be a shareholder of the Company. The Company does not permit voting in absentia by mail, facsimile or e-mail due to the difficulty in verifying and ensuring authenticity of the vote.

The Company will review its Constitution from time to time and make such amendments to the Constitution to be in line with the applicable requirements or rules and regulations governing the continuing listing obligations in the Listing Manual.

An independent scrutineer is appointed to validate the votes cast for the AGM. The voting results of all votes cast for, or against, each resolution will be announced at the meeting and also on SGXNET after the meeting. The Company Secretary prepares the minutes of the general meeting. These minutes record substantive and relevant comments or queries from Shareholders relating to the agenda of the general meeting, and the responses from the Board and Management. The Company will publish the minutes of the AGM on SGXNET within one month after the date of the AGM.



# CORPORATE GOVERNANCE REPORT

The Company has in place a dividend policy of declaring and proposing at least 50% of its profit after income tax attributable to the owners of the Company as dividends, unless:

- (i) any reinvestment of the profit for capital expenditure, expansion or diversification purposes is more than 50% of the profit;
- (ii) there is insufficient profit at the Company level; or
- (iii) there are insufficient funds at the Company level to pay for the dividends, under which conditions, any proposed dividends will be decided by the Board taking into account the above conditions.

No dividend has been recommended or declared for FY2024 as the Company is in a loss-making position.

## **Principle 12: Engagement with Shareholders**

*The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.*

The Company engages in regular, effective and fair communication with shareholders through announcements released to SGX-ST via SGXNET, annual reports, circulars and notice of shareholders' meetings prepared and made available on the Company's corporate website. Announcements released on the SGXNET include business updates, half year and full year results, material transactions and other developments relating to the Group which require disclosure under the corporate disclosure policy of SGX-ST.

The GCEO oversees and leads the Company's Investor Relations ("IR") activities. He is supported by the CFO and external IR consultants engaged by the Company to reinforce its communications and interactions with shareholders and investors. The IR contact information (email address and telephone number) is provided in the annual reports, announcements and company website. Shareholders and investors can send their enquiries to the Company's IR consultants who can be reached by email or telephone.

To better understand the views of shareholders and investors, the Company holds regular briefings for the investment community in conjunction with the release of the Group's financial results to discuss the Group's performance and developments and promote better appreciation of the Group's business. The Company also participates in investor roadshows organised by third parties, such as stockbroking companies, from time to time.

For the forthcoming AGM, shareholders may submit their questions relating to the resolutions set out in the notice of the AGM in advance. All substantive and relevant questions related to the resolutions to be tabled for approval at the AGM will be addressed and published via SGXNet and on the Company's website before the deadline for submission of proxy forms. The detailed information on the submission of questions has been specified in the notice of AGM and the Company's announcement on alternative arrangement for holding the AGM.

## **MANAGING STAKEHOLDERS RELATIONSHIPS Principle 13: Engagement with Stakeholders**

*The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

The Board recognises that to ensure that business is sustainable, the Group has to strike a balance between its business needs and the needs of the society and the environment in which the Group operates. The Board believes that to grow sustainably as a forward-looking corporate entity, the Group has to regularly reach out to all stakeholders, from its employees to the community, and to be responsible stewards of its natural environment. The Company has prepared its sustainability report in compliance with Rules 711A and 711B of the Listing Manual. For more information on the Company's stakeholder engagement, please refer to the Company's sustainability report disclosed on pages 16 to 70.

The Company's current corporate website, <https://www.fuyucorp.com>, also serves as an avenue through which the Company may communicate and engage with stakeholders.

# CORPORATE GOVERNANCE REPORT



## DEALINGS IN SECURITIES

The Company has complied with Rule 1207(19) of the Listing Manual in relation to the best practices on dealings in the securities:

- (a) the Company had devised and adopted its own internal compliance code governing securities transactions by the Company, directors, officers and employees of the Group;
- (b) Directors, officers and employees of the Company should not deal in the Company's securities on short-term considerations; and
- (c) the Company, directors, officers and employees of the Group must not deal in the Company's securities (i) during the periods commencing one month before the announcement of the Company's half year and full year financial statements and ending on the date of the announcement of the relevant results, and (ii) if they are in possession of unpublished price-sensitive information of the Group.

The Company issues semi-annual reminders to its directors, officers and employees on such restrictions on dealings in listed securities of the Group. They are also reminded to observe insider trading laws at all times even when dealing in securities within permitted trading period.

## INTERESTED PERSON TRANSACTIONS

The SGX-ST requires listed companies to comply with Chapter 9 of the Listing Manual of SGX-ST on interested person transactions. The Company monitors all its interested person transactions closely and all interested person transactions, if any, are subject to review by the AC. In the event that a member of the AC is involved in any interested person transaction, he will abstain from reviewing that particular transaction.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Listing Manual of the SGX-ST. There were no interested person transactions entered into by the Group in excess of S\$100,000 during the financial year under review.

However, the Board would like to draw shareholders' attention to Note 28 of the financial statements on the current year related parties transactions with interested parties.

## MATERIAL CONTRACTS

There were no material contracts entered into by the Company and/or its subsidiaries involving the interest of the GCEO, each director or controlling shareholders of the Company which were still subsisting at the end of the financial year under review, or if not subsisting, entered into since the end of the previous financial year.



# RISK MANAGEMENT REPORT

## INTRODUCTION

The Board of Directors (the “Board”) and Management of Fu Yu Corporation Limited (the “Group” or “Fu Yu”) recognize the importance of an integrated enterprise-wide perspective of risk management practices. In Fu Yu, the Audit Committee (“AC”) has been delegated the role of assisting the Board in its risk management function.

## RISK MANAGEMENT PROCESS

The AC, with the assistance of management, internal and external auditors, reviews and reports to the Board annually on the adequacy and effectiveness of the Group’s internal controls, including financial, operational, compliance, and information technology controls established by Management. Additionally, the Board, with the assistance of the AC, reviews and oversees the design, implementation, and monitoring of the risk management and internal control systems.

To facilitate the reporting and monitoring of risk, the AC has endorsed the use of a dashboard risk assessment template, a common platform enabling operating divisions within the Group to report risk and risk status consistently and cohesively. Subsequently, the AC receives relevant reports disclosing the risk status of the Group.

The dashboard risk assessment template captures risks and the gross risk ratings based on likelihood of occurrence and magnitude of impact parameters, mitigating measures and/or internal controls with the resulting residual risk ratings, as well as the risk owners and their assessment of the mitigating measures. These dashboard risk assessment templates are then consolidated and reviewed at the senior management level before presentation to the AC for review.

## KEY RISKS IDENTIFIED BY MANAGEMENT

### ECONOMIC RISK

Economic downturns, whether global or regional, can lead to reduced consumer spending, lower demand for manufactured goods, and decreased investment in industries. The Group may experience a decline in sales and profitability during economic downturns.

The Group has secured projects for U.S., European, and Asian customers in the medical and consumable sectors. Proactively expanding the customer base reduces reliance on a specific market segment.

During inflation, the increase in prices for goods and services leads to a decrease in the purchasing power of money. The Group may face higher production costs due to inflation.

The Group closely monitors inflation trends and economic indicators to anticipate potential cost increases and proactively adjusts pricing and cost management strategies.

Employment and wage levels influence labor costs for manufacturing companies. Fluctuations in employment rates and wage levels may impact overall production costs and workforce stability. An increase in wage levels could contribute to higher operating expenses.

The Group has initiated the implementation of automation within its production facilities in Singapore, with the process still ongoing. This automation aims to facilitate continuous production, even overnight and over the weekend, from start to finish with minimal human intervention.

### COMPETITION RISK

The entry of new competitors into the precision manufacturing industry poses a threat to the Group. These new entrants may bring innovative technologies, cost advantages, or unique value propositions challenging the Group’s existing market share.

The Group prioritizes exceptional customer service, aiming to create a positive customer experience that fosters loyalty and discourages customers from exploring alternatives. It emphasizes the delivery of high-quality products and actively manages its market reputation.



# RISK MANAGEMENT REPORT

The expansion and growth of existing competitors within the precision manufacturing sector can intensify competition. Larger or more diversified players may have the resources to invest in research and development, technology, and marketing, posing a challenge to the Group's market standing.

The Group strategically invests in building and maintaining strong relationships with key customers to become the preferred supplier through reliability, customization, and collaboration.

Price competition among existing players in the precision manufacturing industry can result in downward pressure on product prices. This may be driven by factors such as excess capacity, commoditization of products, or aggressive pricing strategies by competitors.

The Group strategically explores and sources lower-cost substitute materials without compromising product quality.

## PORTFOLIO RISK

The Group's concentration in specific markets may expose it to economic fluctuations, regulatory changes, or geopolitical events affecting those markets which could lead to reduced demand for the Group's product.

The Group actively manages its customer portfolio to include a diverse mix of industries. Overreliance on a specific customer segment exposes the Group to risks associated with the dynamics of that segment. With the ongoing implementation of automated production facilities in Singapore, the Group is poised to target specialized products for electric vehicles and the biomedical sector.

## HUMAN CAPITAL RISK

The manufacturing industry often requires specialized knowledge, and competition for talent can be intense. Difficulty in attracting and retaining skilled workers may lead to a talent shortage, affecting production efficiency and innovation.

The Group consistently reviews and adjusts its remuneration packages to remain competitive in the labor market, ensuring that employees are fairly compensated for their skills and contributions.

Capability development involves the Group's ability to continually enhance the skills and knowledge of its workforce. Failure to invest in employee training and development may result in a workforce with outdated skills, hindering innovation and adaptation to new technologies.

The Group implements structured training and development programs designed to enhance the skills and knowledge of its workforce, ensuring that the workforce remains equipped with the latest skills and expertise required to excel in their roles.

Reliance on key individuals poses a risk if critical knowledge and skills are concentrated in a few individuals. The Group identifies and appoints suitable candidates as deputies to their respective supervisors, ensuring a smooth transition in case of key personnel changes.

## FINANCIAL RISK – FLUCTUATIONS IN FOREIGN CURRENCY EXCHANGE RATES

The Group, with its functional currency in SGD, is exposed to the impact of exchange rate fluctuations. This risk arises from transactions, assets, and liabilities denominated in foreign currencies, especially in locations such as Malaysia and China.

The Group utilizes natural hedge to manage the impact of exchange rate fluctuations on future cash flows, helping mitigate transaction exposure and providing a level of certainty in financial planning.

Transaction exposure emerges when the Group engages in financial transactions denominated in currencies other than SGD. This includes purchasing raw materials, entering contracts, or receiving payments in foreign currencies. Unfavourable exchange rate movements can result in increased costs for imported raw materials or decreased revenue from foreign customers when converted back into SGD.

The Group closely monitors currency markets and continuously analyses economic factors influencing exchange rates to make informed decisions.



# RISK MANAGEMENT REPORT

## SUPPLY CHAIN RISK

Manufacturing processes heavily rely on raw materials, and an increase in their prices can significantly impact production costs. The Group optimizes cost efficiency by consolidating orders based on forecasted demand and negotiating Minimum Order Quantities (MOQ) to secure lower prices from suppliers.

The quality and reliability of contractors, suppliers, and agents play a crucial role. Poor quality or unreliable performance may lead to production delays, increased rework costs, reputational damage, and potential disruptions in fulfilling customer orders.

Materials acquired from suppliers align with customer specifications, and customer approval is a prerequisite for material selection. Materials delivered by suppliers are accompanied by certificates of conformance where applicable, providing documented evidence that materials meet specified standards and quality criteria.

## TRANSITIONAL RISK

Evolving regulations, especially heightened oversight and legal actions related to sustainability reporting, greenhouse gas emissions, and plastic use, could impact compliance costs and raw material expenses.

The Group closely monitors SGX requirements and announcements while actively participating in sustainability reporting training. Additionally, it has commenced the GHG inventory account as a trial run.

The rise in electricity rates in Singapore due to the implementation of carbon credits in the energy market, coupled with China's shift away from coal, will increase operational costs.

To address rising energy costs, the Group began installing solar panels in Singapore in FY2023. This initiative was completed in FY2024, helping to reduce electricity expenses. Meanwhile, the installation of solar panels in Malaysia has begun and is expected to be completed by the second quarter of FY2025. Sustainable technologies such as bio-based materials, biodegradable plastics, or advanced recycling methods may disrupt the market. Capital investments in technology development can impact cash flow, including write-offs and premature retirement of investments in existing assets or technologies that fail to materialize.

The Group closely monitors opportunities to invest in new machines with better energy efficiency and collaborates with customers and suppliers to transition products to bio-based materials.

Increased market trends and consumer preferences for sustainable and eco-friendly products may lead to potential declines in demand or replacement of traditional plastics with alternative materials. The Group works with customers and suppliers to transition products to bio-based materials.

Failure to proactively address climate risks could result in negative stakeholder perceptions, reduced revenue due to customer loss, increased manpower costs due to poor attraction and retention, and reduced capital availability from investors.

The Group closely monitors communication with investors and employees regarding sustainability practices and ensures sustainability remains a core value in its products and services.

## PHYSICAL RISK

Extreme weather events can disrupt the supply chain by causing damage to infrastructure, leading to delays in both production and delivery. The Group sources from diversified suppliers across the globe to mitigate such risks.

Damage to the Group's assets, including factory buildings and production equipment, may occur due to extreme weather events, incurring expenses for repair and replacement. Production facilities are strategically located away from flood zones, with close monitoring of flood warnings issued by authorities for preparation.

Extreme weather events have the potential to cause harm to employees, leading to casualties and increased medical costs. An emergency response plan is in place to address such risks.

Changes in precipitation patterns and seasonal variations in rainfall can result in water scarcity, disrupting production processes. The Group collects rainwater to alleviate water scarcity and reduce costs.



# DIRECTORS' STATEMENT

We are pleased to submit this annual statement to the members together with the audited financial statements of Fu Yu Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group") for the financial year ended 31 December 2024.

In our opinion:

- (a) the financial statements set out on pages 108 to 171 are drawn up so as to give a true and fair view of the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024 and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statements of cash flows of the Group for the year ended on that date in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International); and
- (b) for the reasons explained in Note 32 to the financial statements, the directors are unable to give their views on the ongoing investigation in relation to Fu Yu Supply Chain Solutions Pte Ltd; and
- (c) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

## Directors

The directors in office at the date of this statement are as follows:

Seow Jun Hao David  
 Huang Junli, Christopher  
 Poh Kai Ren, Daniel  
 Tan Tong Loong Royston

## Directors' interests

According to the Register of Director's Shareholdings kept by the Company pursuant to Section 164 of the Companies Act 1967 (the "Act"), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and children) in shares, debentures, warrants and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are as follows:

Name of director and corporation in which interests are held	Number of ordinary shares Holdings at		
	1 January 2024	31 December 2024	21 January 2025
<b><i>Fu Yu Corporation Limited</i></b>			
- ordinary shares			
Seow Jun Hao David	4,000,000 <sup>(1)</sup>	9,000,000 <sup>(1)</sup>	9,000,000 <sup>(1)</sup>
<b><i>Fu Yu Corporation Limited</i></b>			
- Fu Yu Restricted Share Plan Awards - unvested			
Seow Jun Hao David	21,000,000	16,000,000	16,000,000

Note:

- (1) Of the shares held by Seow Jun Hao David as of 1 January 2024, 31 December 2024 and 21 January 2025 respectively, 4,000,000 shares are registered under OCBC Nominees Singapore Private Limited.



# DIRECTORS' STATEMENT

## Directors' interests (cont'd)

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning or at the end of the financial year.

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

## Restricted share plan

The Company has implemented the Fu Yu Restricted Share Plan as part of a long-term incentive plan to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate Directors and employees of the Group to achieve desired performance. The Fu Yu Restricted Share Plan was approved and adopted by the shareholders of the Company at an extraordinary general meeting held on 6 September 2022.

The Fu Yu Restricted Share Plan is administered by the Remuneration Committee ("RC"). The members of the RC at the date of this statement are:

- Huang Junli, Christopher (Chairman), Independent Non-Executive Director
- Poh Kai Ren, Daniel, Independent Non-Executive Director
- Tan Tong Loong Royston, Independent Non-Executive Director

A participant's award under the Fu Yu Restricted Share Plan will be determined at the absolute discretion of the RC. In considering the grant of an award to a participant, the RC may take into account, amongst others, the participant's rank, job performance, years of service and potential for future development, his contribution to the success and development of the Group and the extent of effort and resourcefulness with which the vesting condition may be achieved within the performance period.

Awards granted under the Fu Yu Restricted Share Plan will principally be performance-based, incorporating an element of stretched targets for senior executives and significantly stretched targets for key senior management, aimed at delivering long-term shareholder value. Examples of performance targets to be set include targets based on criteria such as sales growth, earnings per share and return on investment.

The aggregate number of shares which may be issued or transferred pursuant to the awards granted under the Fu Yu Restricted Share Plan, when added to (i) the number of shares issued and issuable and/or transferred or transferable in respect of all awards granted under the Fu Yu Restricted Share Plan; and (ii) all shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed fifteen per cent (15%) of the issued share capital (excluding treasury shares) of the Company on the day preceding the relevant date of the award.

Details of the movement in the Fu Yu Restricted Share Plan during the financial year were as follows:

Year of award	Granted	Number of holders	Holding at beginning of year	Vested	Holding at end of the year
2022	30,000,000	1	16,000,000	–	16,000,000



# DIRECTORS' STATEMENT

## Share options

During the financial year, there were:

- (i) no options granted by the Company to any person to take up unissued shares in the Company; and
- (ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial year, there were no unissued shares of the Company under options.

## Audit committee

The members of the Audit Committee at the date of this statement are:

- Poh Kai Ren, Daniel (Chairman), Independent Non-Executive Director
- Huang Junli, Christopher, Independent Non-Executive Director
- Tan Tong Loong Royston, Independent Non-Executive Director

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

The Audit Committee has held two (2) meetings since the last Directors' Statement. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit Committee also reviewed the following:

- assistance provided by the Company's officers to the external and internal auditors;
- half yearly financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption;
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual); and
- the audit plan of the Group's external auditor and its findings arising from the statutory audit.

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Baker Tilly TFW LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing the auditors for the Company and its subsidiaries, the Company has complied with Rules 712 and 715 of the SGX Listing Manual.

Further details of the Audit Committee are disclosed in the Corporate Governance Report.



# DIRECTORS' STATEMENT

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## Independent auditor

The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept re-appointment.

On behalf of the directors

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**Seow Jun Hao David**  
*Director*

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**Huang Junli, Christopher**  
*Director*

5 June 2025



# INDEPENDENT AUDITOR'S REPORT

To the members of Fu Yu Corporation Limited

## Report on the Audit of the Financial Statements

### **Qualified Opinion**

We have audited the accompanying financial statements of Fu Yu Corporation Limited (the “Company”) and its subsidiaries (the “Group”) as set out on pages 108 to 171, which comprise the consolidated statement of financial position of the Group and statement of financial position of the Company as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, except for the possible effects of the matters described in the *Basis for Qualified Opinion* section, the accompanying consolidated financial statements of the Group and statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

### **Basis for Qualified Opinion**

#### **Ongoing investigation into affairs of Fu Yu Supply Chain Solutions Pte Ltd**

During the financial year, the Group initiated investigation into the affairs of a subsidiary, Fu Yu Supply Chain Solutions Pte. Ltd. (“FYSCS”). The details of the investigation are disclosed in Note 32 to the Financial Statements. As at the date of this report, the investigation into the affairs of FYSCS is still ongoing, we were unable to determine the potential financial impact, if any, to the Group and the Company in respect of the Claims which pertain to FYSCS and have been presented as discontinued operations in the consolidated financial statements. Accordingly, we were unable to conclude whether any adjustments or additional disclosures might be necessary in relation to the ongoing investigation.

We conducted our audit in accordance with Singapore Standards on Auditing (“SSAs”). Our responsibilities under those standards are further described in the *Auditors’ responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (“ACRA”) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (“ACRA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.



# INDEPENDENT AUDITOR'S REPORT

To the members of Fu Yu Corporation Limited

## Report on the Audit of the Financial Statements (cont'd)

### 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 current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the *Basis of Qualified Opinion* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

#### Impairment assessment on the Group's non-current assets

##### *Description of key audit matter:*

As at 31 December 2024, the Group's non-current assets comprise mainly property, plant and equipment ("PPE") of \$58,603,000 (2023: \$58,229,000) which represented 34% (2023: 33%) of the Group's total assets.

SFRS(I) 1-36 *Impairment of Assets* requires an entity to estimate the recoverable amount of an asset where there are indications that an asset may be impaired.

The PPE of three subsidiaries in China and the tooling cash generating unit ("CGU") of the Company were subjected to impairment test due to continued operating losses. The Group performed impairment assessment on the PPE by estimating the recoverable amount based on the fair value less costs of disposal ("FVLCD") and value in use ("VIU").

For FVLCD, the Group engaged external valuation experts to assist in estimating the fair values of the leasehold properties and machineries using valuation approaches as disclosed in Note 3 to the financial statements.

For VIU, the Group assessed the recoverable amount using the discounted cash flow technique considering its revenue growth rates, terminal growth rates and discount rates. As the recoverable amount for the PPE was assessed to be lower than the carrying amount, an impairment loss on PPE of \$579,000 (2023: \$Nil) was recognised during the current financial year. The key assumptions and estimates used in the value in use calculation are disclosed in Note 3 to the financial statements.

Given the significant level of judgement and estimation involved, and the significance of the assets to the Group's consolidated financial position, we identified this to be a key audit matter.

##### *Our procedures to address the key audit matter:*

We obtained an understanding of management's impairment assessment process. In reviewing management's impairment assessment using FVLCD, we evaluated the competence, objectivity and capabilities of the external valuation experts engaged by the Group and read the terms of engagement of the external valuation experts to understand the scope of their work. We held discussions with the external valuation experts to understand the valuation methodology and significant assumptions and estimates used. We evaluated the appropriateness of the valuation methodology and the reasonableness of the assumptions used by the external valuation experts.

In reviewing management's impairment assessment using VIU, we assessed and challenged the key estimates applied in the value in use calculation by comparing the cash flow projections to the CGU's historical data and performance, contracts with customers and expected future financial performances. We also tested management's ability to make reliable estimates by comparing actual results in current financial year to prior year forecast. We involved our internal valuation specialists in assessing the reasonableness of the discount rates used. We recomputed the calculations to verify the accuracy.

We have also assessed the adequacy and appropriateness of the disclosures in respect of the impairment assessment.



# INDEPENDENT AUDITOR'S REPORT

To the members of Fu Yu Corporation Limited

## Report on the Audit of the Financial Statements (cont'd)

### **Other Information**

Management is responsible for the other information. The other information comprises the information included in the Annual Report 2024 but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements 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, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements 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. As described in our report above, we have issued a qualified opinion due to the matters highlighted in the *Basis for Qualified Opinion* section. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to these matters.

### **Responsibilities of Management and Directors for the Financial Statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Group's financial reporting process.



# INDEPENDENT AUDITOR'S REPORT

To the members of Fu Yu Corporation Limited

## Report on the Audit of the Financial Statements (cont'd)

### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 SSAs 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 SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, 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 controls.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of group audit. We remain solely responsible for our audit opinion.

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

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

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



# INDEPENDENT AUDITOR'S REPORT

To the members of Fu Yu Corporation Limited

## Report on the Audit of the Financial Statements (cont'd)

### Report on Other Legal and Regulatory Requirements

In our opinion, except for the matters referred to in the *Basis for Qualified Opinion* section of our report, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Guo Shuqi.

Baker Tilly TFW LLP  
Public Accountant and  
Chartered Accountants  
Singapore

5 June 2025



# STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

	Note	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>Non-current assets</b>					
Property, plant and equipment	3	<b>58,603</b>	58,229	<b>39,069</b>	38,237
Investment property	4	<b>5,842</b>	5,652	–	–
Subsidiaries	5	–	–	<b>53,898</b>	53,898
Goodwill	6	–	3,185	–	–
Other receivables	7	–	–	<b>17,109</b>	20,526
Deferred tax assets	9	<b>806</b>	1,260	–	–
		<b>65,251</b>	68,326	<b>110,076</b>	112,661
<b>Current assets</b>					
Trade and other receivables	7	<b>33,682</b>	31,373	<b>20,515</b>	16,801
Inventories	10	<b>15,081</b>	13,377	<b>3,755</b>	2,825
Cash and bank balances	12	<b>55,531</b>	60,322	<b>4,741</b>	13,816
Contract assets	17	<b>4,007</b>	1,888	<b>1,190</b>	354
Tax recoverable		<b>253</b>	904	–	671
		<b>108,554</b>	107,864	<b>30,201</b>	34,467
<b>Total assets</b>		<b>173,805</b>	176,190	<b>140,277</b>	147,128
<b>Equity attributable to equity holders of the Company</b>					
Share capital	13	<b>103,770</b>	102,985	<b>103,770</b>	102,985
Reserves	14	<b>32,395</b>	34,458	<b>19,168</b>	22,300
<b>Total equity</b>		<b>136,165</b>	137,443	<b>122,938</b>	125,285
<b>Non-current liabilities</b>					
Loans and borrowings	11	<b>6,113</b>	5,030	<b>5,278</b>	4,982
Provision	16	<b>1,186</b>	1,138	<b>1,186</b>	1,138
Deferred tax liabilities	9	<b>1,357</b>	1,711	<b>720</b>	1,065
		<b>8,656</b>	7,879	<b>7,184</b>	7,185
<b>Current liabilities</b>					
Trade and other payables	15	<b>25,898</b>	24,925	<b>9,461</b>	10,705
Contract liabilities	17	<b>749</b>	538	<b>147</b>	198
Loans and borrowings	11	<b>1,078</b>	4,206	<b>547</b>	3,755
Tax payable		<b>1,259</b>	1,199	–	–
		<b>28,984</b>	30,868	<b>10,155</b>	14,658
<b>Total liabilities</b>		<b>37,640</b>	38,747	<b>17,339</b>	21,843
<b>Total equity and liabilities</b>		<b>173,805</b>	176,190	<b>140,277</b>	147,128

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

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 December 2024



	Note	(Re-presented)*	
		2024 \$'000	2023 \$'000
Revenue	17	<b>114,888</b>	103,941
Cost of sales		<b>(99,372)</b>	(91,772)
<b>Gross profit</b>		<b>15,516</b>	12,169
Other income			
- Interest income		<b>335</b>	751
- Others	18	<b>2,225</b>	1,803
Selling and administrative expenses		<b>(16,983)</b>	(21,594)
Other expenses, net	19	<b>(631)</b>	(537)
Results from operating activities		<b>462</b>	(7,408)
Finance costs	20	<b>(312)</b>	(697)
<b>Profit/(loss) before tax</b>		<b>150</b>	(8,105)
Tax (expense)/credit	22	<b>(1,370)</b>	505
Loss from continuing operations		<b>(1,220)</b>	(7,600)
Loss from discontinued operations	23	<b>(3,260)</b>	(2,513)
<b>Loss for the year attributable to owners of the Company</b>	21	<b>(4,480)</b>	(10,113)
<b>Other comprehensive income</b>			
<i>Items that are or may be reclassified subsequently to profit or loss:</i>			
Foreign currency translation differences		<b>3,176</b>	(4,159)
Exchange differences realised on liquidation of a subsidiary reclassified to profit or loss		<b>-</b>	432
Other comprehensive income/(loss) for the year (net of tax)		<b>3,176</b>	(3,727)
<b>Total comprehensive loss for the year attributable to owners of the Company</b>		<b>(1,304)</b>	(13,840)
<b>Loss per share</b>			
Basic loss per share (cents)	24	<b>(0.59)</b>	(1.34)
Diluted loss per share (cents)	24	<b>(0.59)</b>	(1.34)
<b>Loss per share from continuing operations</b>			
Basic loss per share (cents)	24	<b>(0.16)</b>	(1.01)
Diluted loss per share (cents)	24	<b>(0.16)</b>	(1.01)

\*Comparative information has been re-presented due to a discontinued operation.

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

	Share capital \$'000	Capital reserve \$'000	Statutory reserve \$'000	Revaluation reserve \$'000	Foreign currency translation reserves \$'000	Share-based payment reserve \$'000	Retained earnings \$'000	Total equity \$'000
<b>Group</b>								
At 1 January 2024	102,985	(415)	4,278	789	(32,500)	759	61,547	137,443
<b>Total comprehensive loss for the year</b>								
Loss for the year	-	-	-	-	-	-	(4,480)	(4,480)
<b>Other comprehensive income/(loss)</b>								
Foreign currency translation differences	-	-	-	-	3,176	-	-	3,176
<b>Total comprehensive income/(loss) for the year</b>								
	-	-	-	-	3,176	-	(4,480)	(1,304)
<b>Transaction with owners, recognised directly in equity</b>								
Issuance of new ordinary shares	785	-	-	-	-	-	-	785
Equity-settled share-based payment transactions	-	-	-	-	-	(759)	-	(759)
<b>At 31 December 2024</b>	<b>103,770</b>	<b>(415)</b>	<b>4,278</b>	<b>789</b>	<b>(29,324)</b>	<b>-</b>	<b>57,067</b>	<b>136,165</b>

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024



	Share capital \$'000	Capital reserve \$'000	Statutory reserve \$'000	Revaluation reserve \$'000	Foreign currency translation reserves \$'000	Share-based payment reserve \$'000	Retained earnings \$'000	Total equity \$'000
<b>Group</b>								
At 1 January 2023	102,158	(415)	8,720	789	(28,773)	915	71,760	155,154
<b>Total comprehensive loss for the year</b>								
Loss for the year	-	-	-	-	-	-	(10,113)	(10,113)
<b>Other comprehensive loss</b>								
Foreign currency translation differences	-	-	-	-	(3,727)	-	-	(3,727)
Exchange differences realised on liquidation of a subsidiary reclassified to profit or loss	-	-	-	432	(4,159)	-	-	(4,159)
Total comprehensive loss for the year	-	-	-	-	(3,727)	-	(10,113)	(13,840)
<b>Transaction with owners, recognised directly in equity</b>								
Issuance of new ordinary shares	827	-	-	-	-	827	-	-
Equity-settled share-based payment transactions	-	-	-	-	-	671	-	671
Dividends paid to owners of the Company	-	-	-	-	-	-	(4,542)	(4,542)
Total transactions with owners	827	-	-	-	-	(156)	(4,542)	(3,871)
Transfer upon liquidation of subsidiary	-	-	(4,442)	-	-	-	4,442	-
At 31 December 2023	102,985	(415)	4,278	789	(32,500)	759	61,547	137,443

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

	Note	2024 \$'000	2023 \$'000
<b>Cash flows from operating activities</b>			
Profit/(loss) before tax from continuing operations		150	(8,105)
Loss before tax from discontinued operations		(3,091)	(2,499)
		<b>(2,941)</b>	<b>(10,604)</b>
Adjustments for:			
Depreciation of property, plant and equipment and investment property	3, 4	8,374	8,602
Loss on liquidation of a subsidiary	19	–	432
Finance costs		320	936
Interest income		(1,661)	(1,904)
Gain on disposal of property, plant and equipment	18	(192)	(24)
Impairment of property, plant and equipment	19	579	–
Property, plant and equipment written off	19	185	2
Impairment of goodwill		3,286	2,678
Share-based payment transactions	21	(759)	1,337
		<b>7,191</b>	<b>1,455</b>
Changes in working capital:			
Trade and other receivables		(2,309)	(423)
Contract assets		(2,118)	(317)
Contract liabilities		210	(245)
Inventories		(1,704)	4,377
Trade and other payables		2,580	(7,286)
Currency translation adjustments		463	647
Cash generated from/(used in) operations		<b>4,313</b>	<b>(1,792)</b>
Tax paid		(728)	(2,745)
<b>Net cash generated from/(used in) operating activities</b>		<b>3,585</b>	<b>(4,537)</b>
<b>Cash flows from investing activities</b>			
Interest income received		1,661	1,904
Proceeds from disposal of property, plant and equipment		192	24
Purchase of property, plant and equipment	3	(6,940)	(3,962)
<b>Net cash used in investing activities</b>		<b>(5,087)</b>	<b>(2,034)</b>
<b>Cash flows from financing activities</b>			
Repayment of lease liabilities	11	(1,382)	(1,274)
Repayment of bank loan	11	(3,341)	(4,009)
Finance costs paid	11	(67)	(509)
Dividends paid to owners of the Company	29	–	(4,542)
Deposits pledged		(6)	5
Cash restricted-in-use		5,066	2,451
<b>Net cash generated from/(used in) financing activities</b>		<b>270</b>	<b>(7,878)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(1,232)</b>	<b>(14,449)</b>
Cash and cash equivalents at 1 January		55,186	71,423
Effect of exchange rate fluctuations on cash held		1,501	(1,788)
<b>Cash and cash equivalents at 31 December</b>	12	<b>55,455</b>	<b>55,186</b>

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



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 5 June 2025.

## 1 Domicile and activities

Fu Yu Corporation Limited (the “Company”) is incorporated and domiciled in Singapore. The address of its registered office is at 8 Tuas Drive 1, Singapore 638675. The Company is listed on the Singapore Exchange.

The principal activities of the Company are those of manufacturing and sub-assembly of precision plastic parts and components, fabrication of precision moulds and dies and investment holding.

The principal activities of the significant subsidiaries are disclosed in Note 5.

The consolidated financial statements relate to the Company and its subsidiaries.

## 2 Material accounting policies

### 2.1 Basis of preparation

The financial statements are presented in Singapore dollar (\$), which is the Company’s functional currency and all financial information presented in Singapore dollar are rounded to the nearest thousand (\$’000) except when otherwise indicated. The financial statements have been prepared in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards International (“SFRS(I)”). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires the use of estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management’s best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

#### *New and revised standards that are adopted*

In the current financial year, the Group has adopted all the new and revised SFRS(I) and SFRS(I) Interpretations (“SFRS(I) INT”) that are relevant to its operations and effective for the current financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT.

The adoption of these new/revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial results or position of the Group and the Company.

#### *New and revised standards not yet effective*

New standards, amendments to standards and interpretations that have been issued at the end of reporting period but are not yet effective for the financial year ended 31 December 2024 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company except as disclosed in Note 2.20.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.2 Use of estimates and judgements

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Information about significant areas of estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 3 – measurement of recoverable amounts of property, plant and equipment
- Notes 5 and 8 – recoverability of investments in and amounts due from subsidiaries
- Note 6 – impairment test of goodwill: key assumptions underlying recoverable amounts
- Note 26 – measurement of expected credit losses (“ECL”) allowance for trade and other receivables, and contract assets

Information about critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is included in the following note:

- Note 4 – classification of investment property

### 2.3 Measurement of fair values

A number of the Group’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets, and financial and non-financial liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 3 – property, plant and equipment
- Note 4 – investment property
- Note 26 – financial risk management
- Note 31 – share-based payment arrangements



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.4 Basis of consolidation

#### ***Subsidiaries***

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

#### ***Loss of control***

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

#### ***Transactions eliminated on consolidation***

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

#### ***Subsidiaries in the separate financial statements***

Investments in subsidiaries are stated in the Company's statement of financial position at cost less accumulated impairment losses.

### 2.5 Property, plant and equipment

#### ***Recognition and measurement***

Property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses except that certain leasehold properties were subject to revaluation conducted in 1994. The revalued amount of these leasehold properties became the deemed cost of the leasehold property after the initial adoption of SFRS(I). The revaluation reserve represent the fair value increase of these properties. These surpluses are retained in the revaluation reserve until the ultimate disposal of the properties.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs.

If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.5 Property, plant and equipment (cont'd)

#### **Subsequent costs**

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

#### **Depreciation**

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use.

The estimated useful lives for the current and comparative years are as follows:

Leasehold properties	Over the term of the respective leases ranging from 20 to 60 years
Factory equipment, plant and machinery	3 to 10 years
Motor vehicles	5 years
Office equipment and furniture and fittings	3 to 5 years
Other assets	2 to 10 years

No depreciation is recognised on construction-in-progress. Other assets comprise electrical installations, erectable stores, renovations and leasehold improvements.

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

### 2.6 Goodwill

Goodwill is measured at cost less accumulated impairment losses, see Note 6.

### 2.7 Investment property

Investment property is measured at cost on initial recognition and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful life of the investment property. The estimated useful life is 60 years. The depreciation method, the useful life and the residual value of investment property are reassessed at the end of each reporting period.

When the use of a property changes such that it is reclassified as property, plant and equipment, its cost, accumulated depreciation and accumulated impairment losses at the date of reclassification will be transferred to property, plant and equipment for subsequent accounting.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.8 Financial instruments

#### ***Recognition and initial measurement***

##### *Non-derivative financial assets and financial liabilities*

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

#### ***Classification and subsequent measurement***

##### *Non-derivative financial assets*

On initial recognition, a financial asset is classified as measured at amortised cost.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

##### *Financial assets at amortised cost*

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### *Non-derivative financial assets: Subsequent measurement and gains and losses*

##### *Financial assets at amortised cost*

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

##### *Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. These financial liabilities comprised loans and borrowings and trade and other payables.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.8 Financial instruments (cont'd)

#### *Derecognition*

##### *Financial assets*

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

##### *Financial liabilities*

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

#### *Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### 2.9 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and bank deposits with maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value. For the purpose of the statement of cash flows, restricted cash and pledged deposits are excluded.

### 2.10 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

### 2.11 Intra-group financial guarantees in the separate financial statements

Financial guarantees are financial instruments issued by the Company that require the issuer to make specified payments to reimburse the holder for the loss it incurs because a specified debtor fails to meet payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with SFRS(I) 9 Financial Instruments and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 Revenue from Contracts with Customers.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.12 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### **As a lessee**

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

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

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and 'lease liabilities' in 'loans and borrowings' in the statements of financial position.

#### *Short-term leases and leases of low-value assets*

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

#### **As a lessor**

The Group recognises lease payments received from investment property and sub-leased property under operating leases as income on a straight-line basis over the lease term as part of 'other income'.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.13 Impairment

#### ***Non-derivative financial assets and contract assets***

The Group recognises loss allowances for ECLs on:

- financial assets measured at amortised costs ('cash and cash equivalents' and 'trade and other receivables');
- contract assets (as defined in SFRS(I) 15); and
- Intra-group financial guarantee contracts (FCG).

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

#### *Simplified approach*

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

#### *General approach*

The Group applies the general approach to provide for ECLs on all other financial instruments. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset remains outstanding for more than a reasonable range of past due days, taking into consideration historical payment track record, current macroeconomics situation as well as general industry trend.

The Group considers a contract asset to be in default when the customer is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.13 Impairment (cont'd)

#### ***Non-derivative financial assets and contract assets (cont'd)***

##### *Measurement of ECLs*

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

##### *Credit-impaired financial assets*

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

##### *Presentation of allowance for ECLs in the statements of financial position*

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of these assets.

#### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

### 2.14 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business,
- is part of a single co-ordinated plan to discontinue a separate major line of business

When an operation is classified as a discontinued operation, the comparative statement of profit or loss is re-presented as if the operation had been discontinued from the start of the comparative year.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.15 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average cost formula and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

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

### 2.16 Employee benefits

#### *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in profit or loss in the periods during which related services are rendered by employees.

#### *Short-term benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

#### *Share-based payment transactions*

The grant date fair value of equity-settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period that the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the share appreciation rights. Any changes in the fair value of the liability are recognised as employee benefits expense in profit or loss.

### 2.17 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.18 Tax

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

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under *SFRS(I) 1-37 Provisions, Contingent Liabilities and Contingent Assets*.

Current tax is the expected tax payable or recoverable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that
  - is not a business combination; and
  - at the time of transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

Deferred tax asset is recognised for unused tax losses, unused tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

### 2.19 Foreign currency

#### ***Foreign currency transactions***

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 2 Material accounting policies (cont'd)

### 2.19 Foreign currency (cont'd)

#### *Foreign currency transactions (cont'd)*

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognised in profit or loss and presented within statement of comprehensive income.

#### *Foreign operations*

The assets and liabilities of foreign operations, excluding goodwill and fair value adjustments arising on acquisition, are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income ("OCI"). When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

### 2.20 New or revised FRS and INT FRS issued at balance sheet date but not effective

#### *SFRS (I) 18 Presentation and Disclosure in Financial statements*

SFRS (I) 18 will replace SFRS(I) 1-1 *Presentation of Financial statements* for annual reporting period beginning on or after 1 January 2027, with earlier application permitted. It requires retrospective application with specific transition provisions.

The new standard introduces the following key requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present subtotals and totals for "operating profit", "profit or loss before financing and income taxes", and "profit or loss" in the statement of profit or loss.
- Management-defined performance measures (MPMs) are disclosed in a single note within the financial statements. This note includes details on how the measure is calculated, the relevance of the information provided to users, and a reconciliation to the most comparable subtotal specified by the SFRS(I).
- Enhanced guidance on aggregating and disaggregating information in financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is in the process of assessing the impact of the new standard on the primary financial statements and notes to the financial statements.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 3 Property, plant and equipment

Group	Leasehold properties	Factory equipment, plant and machinery	Motor vehicles	Office equipment and furniture and fittings	Other assets	Construction-in-progress	Total
<b>Cost</b>							
At 1 January 2023	69,922	99,924	1,989	6,782	9,540	20,911	209,068
Currency realignment	(1,894)	(3,338)	(47)	(207)	(310)	–	(5,796)
Additions*	1,167	2,375	28	989	191	136	4,886
Reclassification	19,431	923	–	442	251	(21,047)	–
Disposals/write-off	(162)	(1,300)	(23)	(111)	(62)	–	(1,658)
At 31 December 2023	88,464	98,584	1,947	7,895	9,610	–	206,500
Currency realignment	826	1,346	35	98	287	–	2,592
Additions*	2,478	4,271	–	1,281	609	750	9,389
Disposals/write-off**	(805)	(1,989)	(497)	(556)	(10)	–	(3,857)
At 31 December 2024	<b>90,963</b>	<b>102,212</b>	<b>1,485</b>	<b>8,718</b>	<b>10,496</b>	<b>750</b>	<b>214,624</b>

\* Additions for the year ended 31 December 2024 included right-of-use assets of \$2,449,000 (2023: \$1,150,000) (Note 30).

\*\* Disposals/write-off for the financial year ended 31 December 2024 included a reassessment of estimated costs to complete for a leasehold property. As a result of this reassessment, the expected costs to complete the leasehold property and the related accrual were reduced by \$805,000.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 3 Property, plant and equipment (cont'd)

	Leasehold properties \$'000	Factory equipment, plant and machinery \$'000	Motor vehicles \$'000	Office equipment and furniture and fittings \$'000	Other assets \$'000	Construction-in-progress \$'000	Total \$'000
<b>Group</b>							
<b>Accumulated depreciation and accumulated impairment losses</b>							
At 1 January 2023	43,016	87,300	1,321	5,791	8,649	–	146,077
Currency realignment	(1,104)	(3,016)	(42)	(179)	(276)	–	(4,617)
Depreciation for the year	3,833	3,393	207	631	403	–	8,467
Disposals/write-off	(162)	(1,295)	(23)	(110)	(66)	–	(1,656)
At 31 December 2023	45,583	86,382	1,463	6,133	8,710	–	148,271
Currency realignment	227	1,218	32	81	251	–	1,809
Depreciation for the year	3,389	3,457	125	847	411	–	8,229
Impairment	–	239	–	271	69	–	579
Disposals/write-off	–	(1,988)	(313)	(556)	(10)	–	(2,867)
At 31 December 2024	<b>49,199</b>	<b>89,308</b>	<b>1,307</b>	<b>6,776</b>	<b>9,431</b>	<b>–</b>	<b>156,021</b>
<b>Carrying amounts</b>							
At 31 December 2023	42,881	12,202	484	1,762	900	–	58,229
At 31 December 2024	<b>41,764</b>	<b>12,904</b>	<b>178</b>	<b>1,942</b>	<b>1,065</b>	<b>750</b>	<b>58,603</b>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 3 Property, plant and equipment (cont'd)

	Leasehold properties	Factory equipment, plant and machinery	Motor vehicles	Office equipment and furniture and fittings	Other assets	Construction-in-progress	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Company</b>							
<b>Cost</b>							
At 1 January 2023	26,007	27,044	1,071	2,113	3,488	20,911	80,634
Additions	967	1,911	–	737	93	136	3,844
Disposals/write-off	–	(776)	–	(85)	(5)	–	(866)
Reclassification	19,431	923	–	442	251	(21,047)	–
At 31 December 2023	46,405	29,102	1,071	3,207	3,827	–	83,612
Additions	1,055	3,469	–	774	8	750	6,056
Disposals/write-off	(805)	(251)	(476)	(525)	–	–	(2,057)
At 31 December 2024	<b>46,655</b>	<b>32,320</b>	<b>595</b>	<b>3,456</b>	<b>3,835</b>	<b>750</b>	<b>87,611</b>
<b>Accumulated depreciation and accumulated impairment losses</b>							
At 1 January 2023	15,081	21,651	476	1,736	3,313	–	42,257
Depreciation for the year	1,964	1,313	171	411	125	–	3,984
Disposals/write-off	–	(776)	–	(85)	(5)	–	(866)
At 31 December 2023	17,045	22,188	647	2,062	3,433	–	45,375
Depreciation for the year	1,830	1,577	108	585	135	–	4,235
Disposals/write-off	–	(251)	(292)	(525)	–	–	(1,068)
At 31 December 2024	<b>18,875</b>	<b>23,514</b>	<b>463</b>	<b>2,122</b>	<b>3,568</b>	<b>–</b>	<b>48,542</b>
<b>Carrying amounts</b>							
At 31 December 2023	29,360	6,914	424	1,145	394	–	38,237
At 31 December 2024	<b>27,780</b>	<b>8,806</b>	<b>132</b>	<b>1,334</b>	<b>267</b>	<b>750</b>	<b>39,069</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 3 Property, plant and equipment (cont'd)

### (a) Non-cash transactions

	Group	
	2024	2023
	\$'000	\$'000
Aggregate cost of property, plant and equipment (PPE) acquired	9,389	4,886
Add: Amount paid for purchase of property, plant and equipment made in prior year	-	226
Less: Additions under right-of-use assets	(2,443)	(202)
Less: Modification of lease	(6)	-
Less: Provision of reinstatement costs	-	(948)
Net cash outflow for purchase of property, plant and equipment	<u>6,940</u>	<u>3,962</u>

### (b) Impairment assessment

Three subsidiaries' property, plant and equipment in China and the tooling cash generating unit ("CGU") of the Company were subjected to impairment test due to continued operating losses. The recoverable amounts of the PPE of two of the subsidiaries and the tooling CGU were estimated based on the fair value less costs of disposal ("FVLCD") method and that of one subsidiary was estimated based on value in use ("VIU").

#### **Fair value less costs of disposal**

The Group engaged external valuation experts with experience in the location and category of the assets to assist in estimating the fair value of the leasehold properties and machineries.

The fair values of the PPE of the two subsidiaries in China amounted to approximately \$9,225,000 and \$18,897,000 (2023: \$7,454,000 and \$18,974,000) where the carrying amounts of those PPE were \$933,000 and \$1,988,000 (2023: \$1,055,000 and \$2,690,000) respectively as at 31 December 2024.

The fair value of the PPE of the tooling CGU amounted to approximately \$11,905,000 where the carrying amount of those PPE was \$9,967,000 as at 31 December 2024.

The fair value measurement is categorised as level 3 under the fair value hierarchy. Details of valuation techniques and key inputs used are as follows:

Type	Valuation technique	Significant unobservable inputs
Long term leasehold land	Comparison method	Comparing the property with comparable properties which have been sold or are being offered for sale and making adjustments for factors which affect value such as location and accessibility, market conditions, size, shape and terrain of land.
Buildings	Depreciated replacement cost method	Aggregated amount of gross replacement cost of the buildings and other site works from which appropriate deductions may then be made for the age, condition, economic or functional obsolescence and environmental factors.
Plant and machinery	Comparison method	Comparing the plant and machinery with comparable plant and machinery that are currently sold in the market and making adjustments for factors such as the assets' current condition and the expenses that will be incurred on disposal.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 3 Property, plant and equipment (cont'd)

### (b) Impairment assessment (cont'd)

#### *Value in use*

The recoverable amount of the subsidiary's property, plant and equipment determined based on VIU was \$Nil. The key assumptions for the VIU calculations are those regarding the discount rate, growth rates and expected revenue for the period.

The VIU calculations used cash flow forecasts derived from the most recent financial budgets approved by management covering five-year period. Revenue growth for the next five years was projected taking into account the average growth levels experienced over the past five years and the estimated revenue growth for the next five years.

Cash flows beyond the five-year period were extrapolated using an estimated terminal value growth rate of 2%. The rate does not exceed the average long-term growth rate for the relevant market.

The pre-tax rate used to discount the forecast cash flows 10.2%.

Management has considered the impact of the current macroeconomic uncertainties and rising interest rates in determination of VIU and discount rate. As a result of the review, an impairment loss of \$579,000 was recognised under "other expenses, net" in the consolidated statement of profit or loss for the financial year ended 31 December 2024.

## 4 Investment property

	<b>Group</b> <b>\$'000</b>
<b>Cost</b>	
At 1 January 2023	8,643
Currency realignment	(499)
At 31 December 2023	8,144
Currency realignment	491
At 31 December 2024	<b>8,635</b>
<b>Accumulated depreciation</b>	
At 1 January 2023	2,505
Depreciation for the year	135
Currency realignment	(148)
At 31 December 2023	2,492
Depreciation for the year	145
Currency realignment	156
At 31 December 2024	<b>2,793</b>
<b>Carrying amounts</b>	
At 31 December 2023	5,652
At 31 December 2024	<b>5,842</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 4 Investment property (cont'd)

The buildings are leased to third parties.

The Group has certain leasehold land held to earn rental income and also for own production or supply of goods and administrative purposes. If a portion of the property cannot be sold or leased out separately under a finance lease, the entire property is classified as investment property only if the portion of the property held for own use is insignificant. Judgement is involved in determining the allocation of investment property and property, plant and equipment.

The fair value of the investment property (fair value hierarchy of Level 3) as at 31 December 2024 amounts to approximately \$7,158,000 (2023: \$6,751,000) and has been determined based on valuations performed by accredited independent valuers with recent experience in the location and category of investment properties being valued. The valuations are based on comparison method and the depreciated replacement cost method. The depreciated replacement cost method makes reference to the cost of replacing the buildings as new and allowing for depreciation. Key unobservable inputs correspond to replacement costs having regard to asset life, physical deterioration, functional and economic obsolescence. The comparison method involves comparing and adopting recent transactions as a yardstick and sale evidences involving other similar properties in the vicinity. The Group has assessed that the best use of its properties does not differ from their current use.

The details of the investment property held by the Group as at 31 December 2024 is as follows:

Location	Land area/ build-up area	Percentage of interest	Tenure and unexpired lease term
21, Jalan Teknologi 4 Taman Teknologi Johor 81400 Senai Johor Darul Takzim Malaysia.	Leasehold land: 34,000 sqm Build-up area: 15,589 sqm	100%	Leasehold 60 years expiring on 31 March 2066

## 5 Subsidiaries

	Company	
	2024 \$'000	2023 \$'000
Equity investments, at cost	107,960	107,960
Forgiveness of amounts due from subsidiaries	12,802	12,802
	<b>120,762</b>	120,762
Impairment losses	(66,864)	(66,864)
	<b>53,898</b>	53,898



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 5 Subsidiaries (cont'd)

### *Impairment loss*

In the prior year, a subsidiary in China was subjected to an impairment test due to improved financial performance. The Company assessed the recoverable amount of its investment in this subsidiary using the fair value less costs of disposal ("FVLCD") method.

The recoverable amount of the subsidiary was determined based on the fair value of its leasehold properties and machinery, as assessed by independent valuers with relevant experience in valuing assets of similar nature and location. Further details on the fair value measurement of property, plant, and equipment are disclosed in Note 3. The subsidiary's other assets and liabilities primarily comprise financial assets and financial liabilities, including trade and other receivables, cash and bank balances, and trade and other payables, where their carrying amounts approximate their fair values.

As a result of impairment testing, the Company recognised a reversal of impairment loss amounting to \$3,825,000 in profit or loss. The recoverable amount of the subsidiary in the prior year was estimated at \$33,108,000.

Should the subsidiary be unable to achieve the projected financial results or realise the fair values of its assets and liabilities as anticipated, the Company may be required to recognise additional impairment losses in future periods.

The movements in the allowance for impairment in respect of investments in subsidiaries during the year are as follows:

	Company	
	2024 \$'000	2023 \$'000
At 1 January	66,864	70,689
Reversal of impairment loss	-	(3,825)
At 31 December	66,864	66,864

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 5 Subsidiaries (cont'd)

The details of subsidiaries are as follows:

Name of company	Principal activities	Country of incorporation/ Place of business	Effective equity interest held by the Group	
			2024 %	2023 %
<b><i>Held by the Company:</i></b>				
Fu Yu Investment Pte. Ltd. <sup>(1)</sup>	Investment holding	Singapore	100	100
Fu Yu Moulding & Tooling (Dongguan) Co., Ltd. <sup>(2)</sup>	Manufacturing and sub-assembly of precision plastic parts and components, fabrication of precision moulds and dies	People's Republic of China	100	100
Fu Yu Moulding & Tooling (Suzhou) Co., Ltd. <sup>(2)</sup>	Manufacturing and sub-assembly of precision plastic parts and components, fabrication of precision moulds and dies	People's Republic of China	100	100
Fu Yu Moulding & Tooling (Zhuhai) Co., Ltd. <sup>(2)</sup>	Manufacturing and sub-assembly of precision plastic parts and components, fabrication of precision moulds and dies	People's Republic of China	100	100
Fu Yu Ventures Pte. Ltd. <sup>(1)</sup>	Investment holding	Singapore	100	100
Fu Yu Biomedical Pte. Ltd. <sup>(1)</sup>	Manufacturing and sub-assembly of precision plastic parts and components, fabrication of precision moulds and dies	Singapore	100	100
<b><i>Held through Fu Yu Investment Pte. Ltd.:</i></b>				
LCTH Corporation Sdn. Bhd. <sup>(2)</sup>	Investment holding	Malaysia	100	100
<b><i>Held through LCTH Corporation Sdn. Bhd.:</i></b>				
Fu Hao Manufacturing (M) Sdn. Bhd. <sup>(2)</sup>	Manufacturing and sub-assembly of precision plastic parts and components, fabrication of precision moulds and dies	Malaysia	100	100
Classic Advantage Sdn. Bhd. <sup>(2)</sup>	Manufacturing and sub-assembly of precision plastic parts and components, fabrication of precision moulds and dies	Malaysia	100	100
<b><i>Held through Fu Yu Ventures Pte. Ltd.:</i></b>				
Fu Yu Supply Chain Solutions Pte. Ltd. <sup>(1)</sup>	Providing supply chain management services and commodity raw materials	Singapore	100	100

<sup>(1)</sup> Audited by Baker Tilly TFW LLP

<sup>(2)</sup> Audited by independent overseas member firms of Baker Tilly International

Fu Yu Moulding & Tooling (Shanghai) Co., Ltd ("FYSH") had been liquidated during the previous year. Consequently, the cumulative foreign currency translation reserve of FYSH of \$432,000 was reclassified to profit or loss as part of the gain or loss on liquidation of the subsidiary. (Note 19)



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 6 Goodwill

	<b>Group \$'000</b>
<b>Cost</b>	
At 1 January 2023	5,979
Currency realignment	(116)
At 31 December 2023	5,863
Currency realignment	101
<b>At 31 December 2024</b>	<b>5,964</b>
<b>Accumulated impairment losses</b>	
At 1 January 2023	-
Impairment loss recognised	(2,678)
At 31 December 2023	(2,678)
Impairment loss recognised	(3,286)
<b>At 31 December 2024</b>	<b>(5,964)</b>
<b>Carrying amounts</b>	
At 31 December 2023	3,185
<b>At 31 December 2024</b>	<b>-</b>

### ***Impairment testing for CGUs containing goodwill***

For the purposes of impairment testing, goodwill has been allocated to the Group's supply chain management services CGU.

During the current financial year, management resolved to cease operation of the CGU (Note 23). Consequently, the goodwill has been fully impaired during the financial year. The impairment charge of \$3,286,000 (2023: \$2,678,000) is included within the "other expenses, net" in the results of discontinued operation.

In the prior year, the recoverable amount of this CGU was based on VIU, determined by discounting the future cash flows to be generated from continuing use of the CGU.

Key assumptions used in the estimation of value in use were as follows:

	2023
<b>Group</b>	
Number of years projected in the discounted cash flows	5 years
Pre-tax discount rate	13.52%
Revenue compound annual growth rate	15.5%
Gross profit margin	1.46%
Terminal value growth rate	1.00%

In the prior year, management determined budgeted gross margin based on past performance and its expectations of market developments. Revenue growth was projected taking into account the estimated sales volume and price growth for the next five years. It was assumed that the sales price would grow at a constant margin above forecast inflation over the next five years. The discount rates used were pre-tax and reflected specific risks relating to the CGU.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 6 Goodwill (cont'd)

### *Sensitivity to changes in assumptions*

In the prior year, if the estimated gross profit margin used in the VIU calculation decreased by 0.2 percentage point, the Group would have to recognise full impairment on the goodwill.

If the forecasted revenue decreased by 11.0% in FY2023, the Group would have to recognise further impairment charge of \$72,255 on goodwill.

## 7 Trade and other receivables

	Note	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade receivables		<b>30,095</b>	25,302	<b>11,760</b>	8,350
Allowance for impairment of doubtful receivables		<b>(3)</b>	(3)	–	–
Net trade receivables		<b>30,092</b>	25,299	<b>11,760</b>	8,350
Other receivables		<b>538</b>	249	<b>184</b>	46
Amounts due from subsidiaries	8	–	–	<b>24,449</b>	27,005
Deposits		<b>346</b>	267	<b>144</b>	101
		<b>30,976</b>	25,815	<b>36,537</b>	35,502
Prepayments		<b>1,149</b>	919	<b>703</b>	537
Advances to suppliers		<b>1,557</b>	4,639	<b>384</b>	1,288
		<b>33,682</b>	31,373	<b>37,624</b>	37,327
Non-current	8	–	–	<b>17,109</b>	20,526
Current		<b>33,682</b>	31,373	<b>20,515</b>	16,801
		<b>33,682</b>	31,373	<b>37,624</b>	37,327

The Group's and the Company's exposure to credit and currency risks, and impairment losses related to trade and other receivables is disclosed in Note 26.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 8 Amounts due from subsidiaries

	Note	Company	
		2024 \$'000	2023 \$'000
Amounts due from subsidiaries			
Non-current			
- non-trade		25,578	26,827
Impairment losses		(8,469)	(6,301)
	7	17,109	20,526
Current			
- trade		287	-
- non-trade		10,455	8,108
Impairment losses		(3,402)	(1,629)
	7	24,449	27,005

The movements in the allowance for impairment in respect of amounts due from subsidiaries during the year are as follows:

	Company	
	2024 \$'000	2023 \$'000
At 1 January	7,930	6,301
Impairment loss recognised	3,941	1,629
At 31 December	11,871	7,930

The non-trade amounts due from subsidiaries are unsecured, non-interest bearing and are amounts advance to subsidiaries to satisfy funding requirements.

The current amounts due from subsidiaries are unsecured, non-interest bearing and repayable on demand.

The Company applies the general approach for expected credit loss model to measure the loss allowance on the non-trade amount due from subsidiaries. Due to the economic uncertainty in the current and future economic environment, the Company concluded that there has been significant increase in the credit risk expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECL).

Based on management's assessment, the Company recognised additional impairment loss of \$1,773,000 (2023: \$1,629,000) on current amount due from subsidiaries and \$2,168,000 (2023: \$Nil) for non-current amount due from subsidiaries in profit or loss for the year. The Company's exposure to credit risk is disclosed in Note 26.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 9 Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	← Group →				← Company →			
	Assets		Liabilities		Assets		Liabilities	
	2024	2023	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Others	238	229	-	-	88	22	-	-
Tax loss carry-forward	1,206	930	-	-	1,107	531	-	-
Rights-of-use assets	-	-	(951)	(834)	-	-	(916)	(834)
Lease liabilities	1,026	898	-	-	990	898	-	-
Property, plant and equipment	671	781	(2,741)	(2,455)	-	-	(1,989)	(1,682)
Deferred tax assets/(liabilities)	3,141	2,838	(3,692)	(3,289)	2,185	1,451	(2,905)	(2,516)
Set off of tax	(2,335)	(1,578)	2,335	1,578	(2,185)	(1,451)	2,185	1,451
Net deferred tax assets/(liabilities)	806	1,260	(1,357)	(1,711)	-	-	(720)	(1,065)

Movements in deferred tax assets and liabilities of the Group (prior to offsetting of balances) during the year are as follows:

	At 1 January 2023 \$'000	Recognised in profit or loss (Note 22) \$'000	Discontinued operation \$'000	Exchange differences \$'000	At 31 December 2023 \$'000	Recognised in profit or loss (Note 22) \$'000	Exchange differences \$'000	At 31 December 2024 \$'000
<b>Group</b>								
Employee benefits	39	(39)	-	-	-	-	-	-
Others	240	(11)	12	(12)	229	2	6	237
Tax loss carry-forward	436	505	(20)	(11)	930	275	-	1,205
Rights-of-use assets	(914)	80	-	-	(834)	(116)	(1)	(951)
Lease liabilities	967	(69)	-	-	898	126	1	1,025
Property, plant and equipment	(1,780)	73	4	29	(1,674)	(355)	(38)	(2,067)
	(1,012)	539	16	6	(451)	(68)	(32)	(551)



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 9 Deferred tax assets and liabilities (cont'd)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority.

Based on the cash flows forecast prepared by management, deferred tax assets were recognised by certain subsidiaries to the extent that management considered it probable that future taxable profits would be available against which the unutilised tax losses carried forward can be utilised by the Group.

Deferred tax assets have not been recognised in respect of the following items because it is not probable that future taxable profits would be available against which the Group can utilise the benefits there from:

	Group	
	2024 \$'000	2023 \$'000
Unutilised tax losses	<b>10,854</b>	5,648

Other than the unutilised tax losses arising from certain China subsidiaries of \$10,854,000 (2023: \$5,648,000) which will expire between 2025 and 2029 (2023: 2024 and 2028), the remaining temporary differences do not expire under current tax legislation. Unutilised tax losses of \$272,000 (2023: \$1,627,000) expired during the financial year.

### Unrecognised temporary differences relating to investments in subsidiaries

At the reporting date, a deferred tax liability of \$36,000 (2023: \$42,000) for temporary differences of \$715,000 (2023: \$845,000) related to undistributed earnings of certain subsidiaries of the Group were not recognised as the Group has determined that the undistributed profits of its overseas subsidiaries will not be remitted to Singapore in the next 12 months, but be retained for working capital purposes.

## 10 Inventories

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Raw materials	<b>10,023</b>	8,216	<b>2,241</b>	1,839
Work-in-progress	<b>688</b>	871	<b>37</b>	67
Finished goods	<b>4,370</b>	4,290	<b>1,477</b>	919
	<b>15,081</b>	13,377	<b>3,755</b>	2,825

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 10 Inventories (cont'd)

Movements in the allowance for stock obsolescence are as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
At 1 January	1,676	1,009	511	118
Allowance made	74	741	-	403
Allowance reversed	(502)	(19)	(128)	-
Allowance utilised	(20)	(10)	(1)	(10)
Currency realignment	15	(45)	-	-
At 31 December	1,243	1,676	382	511

During the year, the allowance for stock obsolescence was reversed as the Group obtained confirmation from its customers to consume the aged inventories. As a result, the Group reversed the provision for stock obsolescence.

In FY2024, the amount of inventories of \$44,318,000 (2023: \$45,273,000) were recognised as an expense during the year and included in "cost of sales" for the Group.

## 11 Loans and borrowings

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>Non-current liabilities</b>				
Lease liabilities	6,113	5,030	5,278	4,982
<b>Current liabilities</b>				
Bank loans	-	3,341	-	3,341
Lease liabilities	1,078	865	547	414
	1,078	4,206	547	3,755

### Market and liquidity risks

Information about the Group's and the Company's exposure to interest rate, foreign currency and liquidity risks is included in Note 26.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024



## 11 Loans and borrowings (cont'd)

### Terms and debt repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

	Currency	Nominal interest rate	Year of maturity	Face value \$'000	Carrying amount \$'000
<b>2024</b>					
<b>Group</b>					
Lease liabilities	SGD	1.60%-5.79%	2025-2044	7,705	5,829
Lease liabilities	MYR	5.45%-6.90%	2025-2026	151	147
Lease liabilities	RMB	3.35%-4.75%	2026-2027	1,271	1,215
				<b>9,127</b>	<b>7,191</b>
<b>Company</b>					
Lease liabilities	SGD	1.60%-3.91%	2025-2044	7,701	5,825
				<b>7,701</b>	<b>5,825</b>
<b>2023</b>					
<b>Group</b>					
Bank loans	SGD	4.58%-5.58%	2024	3,341	3,341
Lease liabilities	SGD	1.60%-5.79%	2024-2044	7,453	5,402
Lease liabilities	MYR	5.45%-6.90%	2024-2025	134	132
Lease liabilities	RMB	4.35%-4.75%	2024-2026	368	361
				<b>11,296</b>	<b>9,236</b>
<b>Company</b>					
Bank loans	SGD	4.58%-5.58%	2024	3,341	3,341
Lease liabilities	SGD	1.60%-4.50%	2024-2044	7,446	5,396
				<b>10,787</b>	<b>8,737</b>

### Bank loans

In FY2023, the bank loan was to finance the capital expenditure for the construction-in-progress (see Note 3). One of the wholly-owned subsidiary in Singapore had placed fixed deposits denominated in USD for an amount equivalent to Nil% (2023: 105%) of the outstanding bank loan (see Note 12).

### Intra-group financial guarantee

In FY2024, an intra-group financial guarantee comprises a guarantee given by the Company to banks in respect of banking credit facilities amounting to \$118,060,700 (2023: \$167,109,300) granted to the wholly-owned subsidiaries in Malaysia and Singapore (2023: Malaysia and Singapore). At the reporting date, the Company has not recognised an ECL provision as the credit facilities have not been utilised. The Company does not consider it probable that a claim will be made against the Company under the guarantee.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 11 Loans and borrowings (cont'd)

Reconciliation of movements of loans and borrowings and lease liabilities to cash flows arising from financing activities:

	Lease liabilities \$'000	Bank loans \$'000
<b>Group</b>		
Balance at 1 January 2024	5,895	3,341
<b>Changes in financing cash flows</b>		
Repayment of bank loans	-	(3,341)
Payment of lease liabilities	(1,177)	-
Finance costs paid	(205)	(67)
<b>Total changes from financing cash flows</b>	<b>(1,382)</b>	<b>(3,408)</b>
<b>Other changes</b>		
<b>Liability-related</b>		
New lease	2,443	-
Modification of lease liabilities	6	-
Interest expense	205	67
Currency realignment	24	-
<b>Total liability-related other changes</b>	<b>2,678</b>	<b>67</b>
<b>Balance at 31 December 2024</b>	<b>7,191</b>	<b>-</b>
2023 (Re-presented)		
Balance at 1 January 2023	6,756	7,350
<b>Changes in financing cash flows</b>		
Repayment of bank loans	-	(4,009)
Payment of lease liabilities	(1,037)	-
Finance costs paid	(237)	(509)
<b>Total changes from financing cash flows</b>	<b>(1,274)</b>	<b>(4,518)</b>
<b>Other changes</b>		
<b>Liability-related</b>		
New lease	202	-
Interest expense	237	509
Currency realignment	(26)	-
<b>Total liability-related other changes</b>	<b>413</b>	<b>509</b>
Balance at 31 December 2023	5,895	3,341



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 12 Cash and bank balances

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Cash at bank and in hand	24,405	25,333	4,741	2,799
Deposits with banks	31,126	34,989	-	11,017
Cash and bank balances in the statements of financial position	55,531	60,322	4,741	13,816
Cash restricted-in-use	-	(5,066)		
Deposits pledged	(76)	(70)		
Cash and cash equivalents in the consolidated statement of cash flows	55,455	55,186		

The deposit pledged represents bank balance pledged for bank guarantee purposes in the normal course of business.

Cash restricted-in-use includes \$Nil (2023: \$1,558,000) earmarked for trade financing and \$Nil (2023: \$3,508,000) deposits for the bank loan (see Note 11).

Deposits with financial institutions mature on varying periods within 12 months (2023: 12 months) from the financial year end. Effective interest rates range from 1.80% to 4.90% (2023: 1.50% to 5.30%) per annum.

Cash and bank balances totalling the equivalent of \$7,467,000 (2023: \$12,276,000) are held in a country which operates foreign exchange controls.

## 13 Share capital

	Group and Company			
	2024 Number of shares	2023	2024 \$'000	2023 \$'000
<b>Fully paid ordinary shares, with no par value:</b>				
Balance at beginning of financial year	756,994,775	752,994,775	102,985	102,158
Issuance of new ordinary shares	5,000,000	4,000,000	785	827
Balance at end of financial year	761,994,775	756,994,775	103,770	102,985

On 9 January 2024 (2023: 26 April 2023), the Company issued and allotted an aggregate of 5,000,000 (2023: 4,000,000) ordinary shares in the capital of the Company to its Group Chief Executive Officer, Seow Jun Hao David, pursuant to the vesting of the awards under the Fu Yu Restricted Share Plan.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 13 Share capital (cont'd)

### Capital management

The Group's policy is to maintain adequate capital base to maintain investors, creditors and market confidence and to sustain future development of the business. Capital consists of share capital and reserves of the Group.

Management monitors capital and externally imposed capital requirements based on the following bases (for the Group and the Company) and will report to the Board of Directors on any exceptions noted:

- Total equity attributable to equity holders of the Company, excluding revaluation reserve and foreign currency translation reserve ("net equity"); and
- Gearing ratio.

Net equity is calculated as the sum of share capital, capital reserve, statutory reserve, share-based payment reserve and retained earnings. Gearing ratio is calculated as total liabilities divided by net equity.

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Net equity	<b>164,700</b>	169,154	<b>123,574</b>	125,922
Gearing ratio	<b>22.8%</b>	22.9%	<b>14.0%</b>	17.3%

The Board of Directors monitors the level of dividends to ordinary shareholders. There were no changes in the Group's approach to capital management during the year.

## 14 Reserves

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Capital reserve	<b>(415)</b>	(415)	-	-
Statutory reserve	<b>4,278</b>	4,278	-	-
Revaluation reserve	<b>789</b>	789	<b>789</b>	789
Merger reserve	-	-	<b>(1,425)</b>	(1,425)
Foreign currency translation reserve	<b>(29,324)</b>	(32,500)	-	-
Share-based payment reserve	-	759	-	759
Retained earnings	<b>57,067</b>	61,547	<b>19,804</b>	22,177
	<b>32,395</b>	34,458	<b>19,168</b>	22,300



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 14 Reserves (cont'd)

### **Capital reserve**

The capital reserve comprises negative goodwill arising from acquisition of remaining interest in a subsidiary from NCI written off against shareholder's equity and transaction cost related to selective capital reduction exercise completed on 8 June 2018.

### **Statutory reserve**

In accordance with the Foreign Enterprise Law applicable to the subsidiaries in the PRC, wholly-owned subsidiaries are required to make appropriation to statutory reserve fund (SRF). At least 10% of the statutory after tax profits as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the SRF until the cumulative total of the SRF reaches 50% of the subsidiaries' registered capital. Subject to approval from the relevant PRC authorities, the SRF may be used to offset any accumulated losses or increase the registered capital of the subsidiaries. The SRF is not available for dividend distribution to shareholders.

### **Revaluation reserve**

The revaluation reserves represent the fair value increase of certain leasehold properties conducted in 1994. These surpluses are retained in the revaluation reserve until the ultimate disposal of the properties.

### **Merger reserve**

The merger reserve relates to the amalgamation of two subsidiaries (the "amalgamated subsidiaries") into the Company using the "as-if-pooling" method. It represents (1) retained earnings of the amalgamated subsidiaries, (2) the difference between the Company's cost of investment (net of impairment made in prior years) and share capital of the amalgamated subsidiaries, and reversal of impairment on receivables of the amalgamated subsidiaries made in prior years.

### **Foreign currency translation reserve**

The foreign currency translation reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the Group's presentation currency.

### **Share-based payment reserve**

The share-based payment reserve comprises the cumulative value of performance received from a director for the issue of the share.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 15 Trade and other payables

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade payables	11,325	8,941	3,148	2,008
Accrued expenses	5,723	7,721	2,380	3,323
Amounts payable for purchase of property, plant and equipment	628	620	81	473
Other payables	6,578	5,234	2,273	3,164
Cash-settled shared-based payment liability (Note 31)	–	785	–	785
Amounts due to subsidiaries:				
- trade	–	–	651	133
Deposits	770	809	54	4
Retention sum	742	742	742	742
	<b>25,766</b>	24,852	<b>9,329</b>	10,632
Advance billings	132	73	132	73
	<b>25,898</b>	24,925	<b>9,461</b>	10,705

## 16 Provision

	Group and Company	
	2024 \$'000	2023 \$'000
<i>Non-current</i>		
Provision for reinstatement costs	1,186	1,138

Movement in provision for reinstatement costs during the financial year are as follows:

	Group and Company	
	2024 \$'000	2023 \$'000
Balance at 1 January	1,138	–
Provision made	–	948
Unwinding of discount	48	190
Balance at 31 December	<b>1,186</b>	1,138

Provision for reinstatement costs is recognised when the Group and Company enter into leasehold land agreements for the leasehold properties. It includes the estimated cost of demolishing and removing all the leasehold improvements made by the Group and Company to the leasehold lands. The leasehold lands shall be reinstated to the condition set up in the lease agreements upon the expiration of the lease agreements.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 17 Revenue

	Continuing operations		Discontinued operations		Group	
	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Contracts with customers</b>						
Sale of goods						
- manufacturing	<b>104,144</b>	96,156	-	-	<b>104,144</b>	96,156
- supply chain management services	-	-	<b>76,395</b>	86,440	<b>76,395</b>	86,440
Revenue from tooling contracts	<b>10,744</b>	7,785	-	-	<b>10,744</b>	7,785
	<b>114,888</b>	103,941	<b>76,395</b>	86,440	<b>191,283</b>	190,381

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies:

### *Sale of goods: Manufacturing segment*

<b>Nature of goods or services</b>	Manufacture and sub-assembly of precision plastic parts and components.
<b>When revenue is recognised</b>	Revenue is recognised at a point in time upon delivery and transfer of control of goods to the customer. Delivery occurs based on the incoterms of the shipment.
<b>Significant payment terms</b>	Payment is due when control of goods is transferred to the customer, upon delivery and acceptance by the customer. Invoices for sale of goods are payable between 0 to 120 days.
<b>Obligations for returns and refunds, if any</b>	Customer has the right to return the goods to the Group only if the goods are defective.
<b>Obligations for warranties</b>	Standard warranty terms are provided for defective products. These warranties form part of the contract and the customer does not need to purchase the warranty separately (i.e., standard warranty).

### *Sale of goods: Supply chain management services segment (discontinued during the year)*

<b>Nature of goods or services</b>	The Company sells commodities such as coal, crude and refined petroleum products such as gasoil, crude palm oil and biofuels.
<b>When revenue is recognised</b>	Revenue is recognised when goods are delivered to the customer and transfer of control of goods to the customer. Delivery occurs based on the incoterms of the shipment.
<b>Significant payment terms</b>	Payment is generally within 30 days upon issuance of invoice.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 17 Revenue (cont'd)

### *Tooling contracts*

<b>Nature of goods or services</b>	Fabrication of precision moulds and dies.
<b>When revenue is recognised</b>	Tooling contracts for which (i) the assets created or generated by the Group's performance have no alternative use to the Group and (ii) the Group has an enforceable right to payment for performance completed to date, are recognised over time. The stage of completion is measured by reference to the stages and progress of work performed, based on records maintained by the Group. A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. For contracts that do not meet criteria (i) or (ii) above, revenue is recognised at a point in time when control is transferred to the customer upon completion of the performance obligation.
<b>Significant payment terms</b>	<p>Progress billings to the customer are based on a payment schedule in the contract that is dependent on the achievement of contract milestones. If the value of the tooling services rendered exceeds payments received from the customer, a contract asset is recognised. A contract liability is recognised when the Group has yet to perform under the contract but has received advance payment from the customer. A contract liability is subsequently recognised as revenue as the Group performs under the contract.</p> <p>Invoices for tooling contracts are payable between 0 to 95 days.</p>
<b>Obligations for returns and refunds, if any</b>	Customer has the right to return the goods to the Group only if the goods are defective.
<b>Obligations for warranties</b>	Under the terms of the tooling contracts, the Group is obligated to make good, by repair or replacement, manufacturing defects that become apparent during the warranty period. Standard warranty terms are provided for the tools to supply an agreed number of products. These warranties form part of the contract and the customer does not need to purchase the warranty separately (i.e., standard warranty).



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 17 Revenue (cont'd)

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments (Note 25).

Group	Reportable segments											
	Manufacturing Segment					Supply Chain Management Services Segment						
	Singapore		China		Malaysia		Total for Manufacturing Segment		Singapore		Total	
2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
<b>Major products/ service line</b>												
Sales of goods	40,662	35,046	28,490	32,842	34,992	28,268	104,144	96,156	76,395	86,440	180,539	182,596
Revenue from tooling contracts	5,547	3,193	3,608	3,555	1,589	1,037	10,744	7,785	-	-	10,744	7,785
	46,209	38,239	32,098	36,397	36,581	29,305	114,888	103,941	76,395	86,440	191,283	190,381
<b>Timing of revenue recognition</b>												
Products transferred at a point in time	41,595	35,046	29,272	32,842	36,154	28,268	107,021	96,156	76,395	86,440	183,416	182,596
Services transferred over time	4,614	3,193	2,826	3,555	427	1,037	7,867	7,785	-	-	7,867	7,785
	46,209	38,239	32,098	36,397	36,581	29,305	114,888	103,941	76,395	86,440	191,283	190,381

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 17 Revenue (cont'd)

### Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

	Note	2024 \$'000	2023 \$'000	1.1.2023 \$'000
<b>Group</b>				
Trade receivables	7	30,092	25,299	29,215
Contract assets		4,007	1,888	1,625
Contract liabilities		(749)	(538)	(805)
<b>Company</b>				
Trade receivables	7	11,760	8,350	9,538
Contract assets		1,190	354	463
Contract liabilities		(147)	(198)	(91)

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on tooling contracts. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group invoices the customers.

The contract liabilities primarily relate to advance consideration received from customers for tooling contracts.

Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

	Contract assets		Contract liabilities	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>Group</b>				
Revenue recognised from prior year balance	–	–	242	622
Cash received in advance and not recognised as revenue	–	–	(453)	(355)
Changes in measurement of progress	3,534	1,020	–	–
Contract assets reclassified to trade receivables	(1,415)	(757)	–	–
<b>Company</b>				
Revenue recognised from prior year balance	–	–	159	68
Cash received in advance and not recognised as revenue	–	–	(108)	(175)
Changes in measurement of progress	1,166	289	–	–
Contract assets reclassified to trade receivables	(330)	(398)	–	–



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 17 Revenue (cont'd)

### Contract balances (cont'd)

Significant judgements are used to estimate these total contract costs to complete. In making these estimates, management has relied on the expertise of project teams to determine the progress of the tooling contracts and also on past experience of completed projects. The estimated total contract costs is reviewed every reporting period and adjusted where necessary, with the corresponding effect of change being recognised prospectively from the date of change.

The Group applies the practical expedient in paragraph 121 of SFRS(I) 15 Revenue from Contracts with Customers and does not disclose information about its remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less.

## 18 Other income

	Group (Re-presented)	
	2024 \$'000	2023 \$'000
Rental income:		
- Investment property	549	875
- Sub-lease of leasehold property	169	19
Gain on disposal of property, plant and equipment	192	24
Sale of scrap and raw materials	245	634
Government grants	410	216
Technical and advisory services*	477	-
Others	183	35
	<b>2,225</b>	<b>1,803</b>

\* The Company entered into a contract to provide technical and advisory services on the management of toolroom. The advisory service income is recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company provides the service to the customer. The technical service income is recognized at a point in time upon the service rendered.

## 19 Other expenses, net

	Note	Group (Re-presented)	
		2024 \$'000	2023 \$'000
Foreign exchange gain/(loss), net		133	(103)
Impairment of property, plant and equipment	3	(579)	-
Property, plant and equipment written off	3	(185)	(2)
Loss on liquidation of a subsidiary	5	-	(432)
		<b>(631)</b>	<b>(537)</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 20 Finance costs

	Group (Re-presented)	
	2024	2023
	\$'000	\$'000
Interest expense		
- bank loan	67	276
- lease liabilities	197	231
- unwind of discount on site reinstatement provision	48	190
	<b>312</b>	<b>697</b>

## 21 Loss for the year

The following items have been included in arriving at loss for the year:

	Group	
	2024	2023
	\$'000	\$'000
Directors of the Company		
- fees	233	233
- salaries, bonuses and other costs	1,741	2,229
- contributions to defined contribution plans	27	26
- equity-settled share-based payment transactions	(759)	671
- cash settled share-based payment transactions	-	666
	<b>(759)</b>	<b>1,337</b>
Audit fees paid or payable to		
- auditors of the Company	212	200
- overseas affiliates of the auditors of the Company	103	103
Non-audit fees paid or payable to		
- auditors of the Company	-	7
- other auditors	-	21
Depreciation of property, plant and equipment and investment property	8,374	8,602
Staff costs, excluding directors of the Company and subsidiaries		
- salaries, bonuses and other costs	35,780	33,827
- contributions to defined contribution plans	3,310	3,798
Operating expenses incurred in relation to investment property	145	279



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 22 Tax expense/(credit)

	Group	
	2024	(Re-presented) 2023
	\$'000	\$'000
<b>Current tax expense</b>		
Current year	1,203	1,110
Withholding taxes	102	33
Over provision in prior years	(3)	(1,109)
	<b>1,302</b>	34
<b>Deferred tax expense</b>		
Movements in temporary differences	219	(1,668)
(Over)/under provision in prior years	(151)	1,129
	<b>68</b>	(539)
<b>Tax expense/(credit) on continuing operations</b>	<b>1,370</b>	(505)
<b>Reconciliation of effective tax rate</b>		
Profit/(loss) before income tax from continuing operations	150	(8,105)
Tax at domestic rates applicable to profits in the countries where the Group operate	71	(1,390)
Tax exempt income	(298)	(111)
Non-deductible expenses	454	442
Tax incentives	(164)	(437)
Change in estimates related to prior years	267	-
(Over)/under provision in prior years	(154)	20
Current year tax losses for which no deferred tax asset was recognised	1,074	635
Withholding taxes	102	33
Others	18	303
	<b>1,370</b>	(505)

The Group has exposure to income taxes in numerous jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Income tax for the subsidiaries in Malaysia is calculated at the statutory rate of 24% (2023: 24%). The income tax for the subsidiaries in China apart from Fu Yu Moulding & Tooling (Suzhou) Co., Ltd. ("FYSZ") is calculated at the statutory rate of 25% (2023: 25%) during the year. The income tax rate for FYSZ had been revised to 15% (2023: 25%) due to the award of the qualified new/high-tech enterprises incentive from the local government.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 23 Discontinued operation

The Group has made the decision to discontinue the operation of supply chain management services segment due to the inability to identify a suitable candidate to effectively run and manage the business. Despite extensive efforts to find a qualified individual with the necessary skills and vision, the Company has not been able to secure leadership that aligns with its strategic goals.

As a result, management resolved to discontinue the operations. The supply chain management services segment was not previously presented as a discontinued operation as at 31 December 2023. Thus, the comparative statement of profit or loss has been represented to show the discontinued operation separately from continuing operations.

While intra-group transactions have been fully eliminated in the consolidated financial results, management has elected to attribute the elimination of transactions between the continuing operations and the discontinued operation in a way that reflects the expected continuance of these transactions beyond the classification of the segment as discontinued, as management believes this is useful to the users of the financial statements.

To achieve this presentation, management has eliminated from the results of the discontinued operation the inter-segment sales (and costs thereof, less unrealised profits) made prior to its classification as discontinued.

### Results from discontinued operation

	<b>Group</b>	
	<b>2024</b>	2023
	<b>\$'000</b>	\$'000
<b>Results of discontinued operation</b>		
Revenue	<b>76,395</b>	86,472
Elimination of inter-company revenue	-	(32)
External revenue	<b>76,395</b>	86,440
Cost of sales	<b>(74,914)</b>	(85,304)
Other income	<b>1,370</b>	1,184
Selling and administrative expenses	<b>(2,348)</b>	(1,862)
Other expenses, net	<b>(3,566)</b>	(2,689)
Finance costs	<b>(8)</b>	(239)
Elimination of intercompany transactions	<b>(20)</b>	(29)
Results from operating activities	<b>(3,091)</b>	(2,499)
Tax	<b>(169)</b>	(14)
<b>Loss from discontinued operation, net of tax</b>	<b>(3,260)</b>	(2,513)
<b>Loss per share from discontinued operation</b>		
Basic loss per share (cents) (Note 24)	<b>(0.43)</b>	(0.33)
Diluted loss per share (cents) (Note 24)	<b>(0.43)</b>	(0.33)

Audit fees, staff costs and depreciation of discontinued operation which amounting to \$37,000, \$477,000 and \$23,000 respectively (2023: \$37,000, \$700,000 and \$23,000) have been included in loss for the year (Note 21).

The loss from discontinued operation of \$3,260,000 (2023: \$2,513,000) is attributable entirely to the owners of the Company. The loss from continuing operations of \$1,220,000 (2023: \$7,600,000) is attributable entirely to the owners of the Company.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 23 Discontinued operation (cont'd)

	Group	
	2024 \$'000	2023 \$'000
<b>Cash flow from/(used in) discontinued operation</b>		
Net cash generated from/(used in) operating activities	2,568	(2,792)
Net cash generated from investing activities	1,326	1,152
Net cash generated from/(used in) financing activities	1,578	(3,167)
Net cash flow for the year	<u>5,472</u>	<u>(4,807)</u>

## 24 Earnings per share

### Total

	Group	
	2024 \$'000	2023 \$'000
Basic and diluted loss per share is based on profit attributable to ordinary shareholders	<u>(4,480)</u>	<u>(10,113)</u>
	Number of shares	
	2024	2023
Weighted average number of ordinary shares (basic)	<u>761,885,186</u>	755,723,542
Weighted average number of ordinary shares (diluted)	<u>761,885,186</u>	755,723,542
Basic loss per share (cents)	(0.59)	(1.34)
Diluted loss per share (cents)	<u>(0.59)</u>	<u>(1.34)</u>

### From continuing operation

	Group	
	2024 \$'000	2023 \$'000
Basic and diluted loss per share is based on profit attributable to ordinary shareholders	<u>(1,220)</u>	<u>(7,600)</u>
	Number of shares	
	2024	2023
Weighted average number of ordinary shares (basic)	<u>761,885,186</u>	755,723,542
Weighted average number of ordinary shares (diluted)	<u>761,885,186</u>	755,723,542
Basic loss per share (cents)	(0.16)	(1.01)
Diluted loss per share (cents)	<u>(0.16)</u>	<u>(1.01)</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 24 Earnings per share (cont'd)

### *From discontinued operation*

	Group	
	2024	2023
	\$'000	\$'000
Basic and diluted loss per share is based on profit attributable to ordinary shareholders	<b>(3,260)</b>	(2,513)
	<b>Number of shares</b>	
	2024	2023
Weighted average number of ordinary shares (basic)	<b>761,885,186</b>	755,723,542
Weighted average number of ordinary shares (diluted)	<b>761,885,186</b>	755,723,542
Basic loss per share (cents)	<b>(0.43)</b>	(0.33)
Diluted loss per share (cents)	<b>(0.43)</b>	(0.33)

For the current financial year, diluted earnings per share is the same as basic loss per share as the Fu Yu Restricted Share Plan is anti-dilutive.

## 25 Operating segments

The Group has the following two strategic divisions, which are its reportable segments. These divisions offer different products and services, and are managed separately because they require different technology and marketing strategies.

- Manufacturing Segment
- Supply Chain Management Services Segment (discontinued during the year)

Within the manufacturing segment, includes manufacture and sub-assembly of precision plastic parts and component and fabrication of precision moulds and dies, the Group has three reportable segments which are geographical segments and are based on the location of assets, namely Singapore, Malaysia and China. These geographical segments are managed separately because they bear different financial and business risks. The location of the Group's customers is not significantly different from the location of the Group's assets.

Segment results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Performance is measured based on profit before income tax, depreciation of property, plant and equipment and investment property, finance cost and net foreign exchange gain/(loss) as included in internal management reports that are reviewed by the Group Chief Executive Director (chief operating decision maker). Such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within the Group's industry. Inter-segment pricing is based on terms agreed by the counterparties.

### **Concentration of revenue**

Revenue is derived from 3 (2023: 1) external customers who individually contributed 10% or more of the Group's revenue and are attributable to the segments as detailed below:

		Group	
		2024	2023
Attributable Segment		\$'000	\$'000
Customer 1	Supply chain management services	<b>24,095</b>	23,341
Customer 2	Supply chain management services	<b>22,707</b>	–
Customer 3	Supply chain management services	<b>22,972</b>	–
		<b>69,774</b>	23,341



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 25 Operating segments (cont'd)

### Segments

	Manufacturing Segment				Supply Chain Management Services Segment											
	Singapore		China		Malaysia		Singapore		Group adjustment and eliminations							
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023						
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000						
<b>Revenue and expenses</b>																
Total external revenue	46,209	38,239	32,098	36,397	36,581	29,305	114,888	103,941	76,395	86,440	191,283	190,381	191,283	190,381		
Inter-segment revenue	635	359	698	-	329	241	1,662	600	-	32	1,662	632	(1,662)	(632)	-	-
Segment profit (loss) before tax*	404	7,181	(1,404)	(645)	5,947	5,229	4,947	11,765	(1,099)	(640)	3,848	11,125	3,957	(10,871)	7,805	254
Depreciation of property, plant and equipment and investment property	(4,235)	(3,984)	(2,386)	(2,693)	(1,786)	(1,958)	(8,407)	(8,635)	(23)	(23)	(8,430)	(8,658)	56	56	(8,374)	(8,602)
Impairment of goodwill	-	-	-	-	-	-	-	-	(3,286)	(2,678)	(3,286)	(2,678)	-	-	(3,286)	(2,678)
Impairment of PPE	-	-	(579)	-	-	-	(579)	-	-	-	(579)	-	-	-	(579)	-
Loss on liquidation of subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	(432)	-	(432)
Interest income	173	387	78	264	110	117	361	768	1,326	1,153	1,687	1,921	(26)	(17)	1,661	1,904
Finance cost	(312)	(670)	(24)	(27)	(10)	(23)	(346)	(720)	(8)	(239)	(354)	(959)	34	23	(320)	(936)
Foreign exchange (loss)/gain (net)	1,137	(984)	(583)	(192)	(421)	127	133	(1,049)	19	(11)	152	(1,060)	-	946	152	(114)
	(2,833)	1,930	(4,898)	(3,293)	3,840	3,492	(3,891)	2,129	(3,071)	(2,438)	(6,962)	(309)	4,021	(10,295)	(2,941)	(10,604)
Loss before income tax															(2,941)	(10,604)
Tax credit/(expense)															(1,539)	491
Net loss for the year															(4,480)	(10,113)
<b>Other segment information</b>																
Non-current assets	124,093	92,134	6,172	7,006	19,373	18,838	149,638	117,978	24	3,346	149,662	121,324	(85,217)	(54,258)	64,445	67,066
Unallocated assets															806	1,260
Total non-current assets															65,251	68,326

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 25 Operating segments (cont'd)

### Segments

	Manufacturing Segment						Supply Chain Management Services Segment							
	Singapore		China		Malaysia		Singapore		Singapore		Singapore			
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023		
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Capital expenditure	6,056	3,843	938	386	2,395	656	9,389	4,885	1	4,886	4,886	4,886	4,886	4,886
Shared-based payment	(759)	671	-	-	-	-	(759)	671	-	671	671	671	(759)	671
Segment reporting assets	171,922	147,176	32,672	35,070	46,987	40,065	251,581	222,311	32,277	33,796	256,107	(110,859)	(81,177)	172,999
Unallocated assets														806
Total assets														173,805
Segment reporting liabilities	23,294	20,790	39,790	38,230	6,910	4,843	69,994	63,863	3,111	3,881	67,744	(38,081)	(31,907)	35,024
Unallocated liabilities														2,616
Total liabilities														37,640
														176,190
														35,837
														2,910
														38,747

\* After excluding depreciation, impairment of goodwill, loss on liquidation of subsidiary, finance cost, interest income and foreign exchange (loss)/gain (net).



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 26 Financial risk management

The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

### Credit risk

The carrying amounts of financial assets and contract assets represent the Group and the Company's maximum exposures to credit risk, before taking into account any collateral held. The Group and the Company do not require any collateral in respect of their financial assets.

The Group has a credit policy in place which establishes credit limits for customers and monitors their balances on an ongoing basis. Cash and fixed deposits are placed with banks and financial institutions which are regulated.

The maximum exposure to credit risk from trade and other receivables<sup>+</sup>, and contract assets at the reporting date by geographical areas is as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Singapore	13,126	9,817	10,006	6,777
China	10,007	7,809	382	350
Malaysia	3,345	2,996	564	359
United States	5,237	3,312	614	191
Italy	854	804	854	804
Denmark	727	370	83	35
Others	1,687	2,595	775	334
	<b>34,983</b>	<b>27,703</b>	<b>13,278</b>	<b>8,850</b>

<sup>+</sup> Excludes prepayments and advances to suppliers and amounts due from subsidiaries

At the reporting date, there is a concentration of credit risk relating to one major customer at the Group and the Company level (2023: one major customer at the Group and the Company level) with outstanding receivable balance of approximately \$6,742,877 (2023: \$5,234,243) and \$6,742,877 (2023: \$5,234,243) at the Group and the Company respectively.

### Expected credit loss assessment

The Group uses an allowance matrix to measure the ECLs of trade receivables and contract assets which comprise a large number of small balances, while for other receivables<sup>+</sup> there is no significant increase in credit risk for these exposures, therefore impairment has been measured on the 12-month expected loss basis and the amount of the allowance is insignificant.

Loss rates are estimated based on actual credit loss experience over the past five years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 26 Financial risk management (cont'd)

### Credit risk (cont'd)

Expected credit loss assessment (cont'd)

The following table provides information about the exposure to credit risks and ECL of trade receivables and other receivables<sup>+</sup>, and contract assets as at 31 December.

	2024		2023	
	Gross carrying amount \$'000	Impairment loss allowance \$'000	Gross carrying amount \$'000	Impairment loss allowance \$'000
<b>Group</b>				
No credit terms	4,353	–	2,155	–
Not past due	23,151	–	17,585	–
Past due 1 to 30 days	4,885	–	5,398	–
Past due 31 to 90 days	1,785	–	2,307	–
Past due more than 90 days	812	3	261	3
	<b>34,986</b>	<b>3</b>	<b>27,706</b>	<b>3</b>
<b>Company</b>				
No credit terms	1,333	–	455	–
Not past due	7,697	–	5,441	–
Past due 1 to 30 days	3,183	–	2,852	–
Past due 31 to 90 days	889	–	102	–
Past due more than 90 days	176	–	–	–
	<b>13,278</b>	<b>–</b>	<b>8,850</b>	<b>–</b>

Movements in the allowance for impairment loss in respect of trade and other receivables<sup>+</sup>, and contract assets during the year are as follows:

	2024 and 2023	
	Group \$'000	Company \$'000
At beginning and end of year	3	3

+ Excludes prepayments, advances to suppliers and amounts due from subsidiaries.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 26 Financial risk management (cont'd)

### Credit risk (cont'd)

#### Cash and cash equivalents

The Group and the Company held cash and cash equivalents of \$55,531,000 and \$4,741,000, respectively at 31 December 2024 (2023: \$60,322,000 and \$13,816,000). The cash and cash equivalents are held with bank and financial institution counterparties with high credit ratings.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents is negligible.

#### Amounts due from subsidiaries

The Company applies the SFRS(I) 9 *Financial Instruments* general approach for measuring expected credit loss for non-trade amount due from subsidiaries. The Company has considered current conditions and forecast of future business prospect of the subsidiaries, as appropriate, for example the Company has considered the financial position, cashflow projection, equity interests in these subsidiaries and expected future earnings.

The Company has current receivables from subsidiaries of \$10,742,000 (2023: \$8,108,000) as at year end. Based on the qualitative and quantitative factors as above, there are increase credit risk. The impairment loss \$1,773,000 (2023: \$1,629,000) (Note 8) was recognised in profit or loss.

The Company has non-current receivables from subsidiaries of \$25,578,000 (2023: \$26,827,000) as at year end. These balances are amounts lent to subsidiaries to satisfy funding requirements. Based on the qualitative and quantitative factors as above, there are increase credit risk. Impairment loss of \$2,168,000 (2023: \$Nil) (Note 8) was recognised in profit or loss.

### Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

	Carrying amount \$'000	Contractual cash flows \$'000	Less than 1 year \$'000	Between 1 and 5 years \$'000	More than 5 years \$'000
<b>Non-derivative financial liabilities</b>					
<b>Group</b>					
<b>2024</b>					
Trade and other payables <sup>#</sup>	25,766	25,766	25,766	–	–
Lease liabilities	7,191	9,127	1,306	2,936	4,885
<b>2023</b>					
Trade and other payables <sup>#</sup>	24,852	24,852	24,852	–	–
Bank loans	3,341	3,526	3,526	–	–
Lease liabilities	5,895	7,955	1,065	1,629	5,261

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 26 Financial risk management (cont'd)

### Liquidity risk (cont'd)

	Carrying amount \$'000	Contractual cash flows \$'000	Less than 1 year \$'000	Between 1 and 5 years \$'000	More than 5 years \$'000
<b>Non-derivative financial liabilities</b>					
<b>Company</b>					
<b>2024</b>					
Trade and other payables <sup>#</sup>	9,329	9,329	9,329	-	-
Lease liabilities	5,825	7,701	739	2,077	4,885
<b>2023</b>					
Trade and other payables <sup>#</sup>	10,632	10,632	10,632	-	-
Bank loans	3,341	3,526	3,526	-	-
Lease liabilities	5,396	7,446	601	1,585	5,260

<sup>#</sup> Excludes advance billings

It is not expected that the cash flows included in the maturity analysis would occur significantly earlier, or at significantly different amounts.

### Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Group's income or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

### Interest rate risk

At the reporting date, the interest rate profiles of the Group's interest-bearing financial instruments were as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>Fixed rate instruments</b>				
Financial assets	31,126	34,989	-	11,017
<b>Variable rate instruments</b>				
Financial liabilities	-	3,341	-	3,341

The Group's interest-bearing financial assets comprise fixed deposits placed with banks. The deposits were rolled over during the financial year at market interest rates upon maturity.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 26 Financial risk management (cont'd)

### Interest rate risk (cont'd)

#### Sensitivity analysis

The Group does not account for any fixed rate financial assets at FVTPL. Therefore, in respect of fixed rate instruments, a change in interest rates at the reporting date would not affect profit and loss.

The Group's and the Company's borrowings at variable rates on which effective hedges have not been entered into. If the interest rates increase/decrease by Nil (2023: 50) basis points with all other variables including tax rate being held constant, the loss after tax of the Group and the Company will be higher/lower by \$Nil (2023: \$139,000) and \$Nil (2023: \$139,000) respectively as a result of higher/lower interest expense on these borrowings.

### Foreign currency risk

The Group is exposed to foreign currency risk on sales, purchases and cash and cash equivalents that are denominated in currencies other than the respective functional currencies of the Group entities. The currency giving rise to this risk is primarily the United States (US) dollar.

The Group's and Company's exposures to foreign currency risk (before elimination of inter-company balances) are as follows:

	Group		Company	
	2024 US dollar \$'000	2023 US dollar \$'000	2024 US dollar \$'000	2023 US dollar \$'000
Trade and other receivables	52,645	40,332	41,475	39,121
Cash and cash equivalents	7,771	9,636	1,244	3,470
Trade and other payables	(33,665)	(22,844)	(2,223)	(645)
Net exposure	26,751	27,124	40,496	41,946

#### Sensitivity analysis

A one percentage point strengthening of the Singapore dollar against the US dollar at the reporting date would increase the Group's after income tax by approximately \$215,000 (2023: \$183,000) and increase the Company's loss after income tax by approximately \$336,000 (2023: \$348,000). This analysis assumes that all other variables remain constant.

A one percentage point weakening of the Singapore dollar against the US dollar at the reporting date would have had the equal but opposite effect on the amounts shown above, on the basis that all other variables remain constant. The analysis is performed on the same basis for 2023.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 26 Financial risk management (cont'd)

### Accounting classification and fair values

All the financial assets and financial liabilities are measured at amortised costs. The carrying amounts of financial assets and liabilities (including trade and other receivables, cash and cash equivalents, trade and other payables and unsecured bank loans) are assumed to approximate their fair values because of the short period to maturity or re-pricing. Further, the fair value disclosure of lease liabilities is also not required.

	Financial assets \$'000	Financial liabilities \$'000	Total carrying amount \$'000
<b>Group</b>			
<b>31 December 2024</b>			
Trade and other receivables <sup>+</sup>	30,976	–	30,976
Cash and cash equivalents	55,531	–	55,531
Trade and other payables <sup>#</sup>	–	(25,766)	(25,766)
	<b>86,507</b>	<b>(25,766)</b>	<b>60,741</b>
31 December 2023			
Trade and other receivables <sup>+</sup>	25,815	–	25,815
Cash and cash equivalents	60,322	–	60,322
Trade and other payables <sup>#</sup>	–	(24,852)	(24,852)
Bank loans	–	(3,341)	(3,341)
	<b>86,137</b>	<b>(28,193)</b>	<b>57,944</b>

+ Excludes prepayments and advances to suppliers

# Excludes advance billings

	Financial assets \$'000	Financial liabilities \$'000	Total carrying amount \$'000
<b>Company</b>			
<b>31 December 2024</b>			
Trade and other receivables <sup>+</sup>	36,537	–	36,537
Cash and cash equivalents	4,741	–	4,741
Trade and other payables <sup>#</sup>	–	(9,329)	(9,329)
	<b>41,278</b>	<b>(9,329)</b>	<b>31,949</b>
31 December 2023			
Trade and other receivables <sup>+</sup>	35,502	–	35,502
Cash and cash equivalents	13,816	–	13,816
Trade and other payables <sup>#</sup>	–	(10,632)	(10,632)
Bank loans	–	(3,341)	(3,341)
	<b>49,318</b>	<b>(13,973)</b>	<b>35,345</b>

+ Excludes prepayments and advances to suppliers

# Excludes advance billings



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 27 Commitments

### Capital expenditure commitments

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Capital expenditure contracted for as at the reporting date but not recognised in the financial statements	<b>1,389</b>	5,418	<b>602</b>	5,378

## 28 Related parties

### Key management personnel compensation

Key management personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. The directors and key executives are considered as key management personnel of the Group and Company.

Key management personnel compensation comprises:

	Group	
	2024 \$'000	2023 \$'000
Directors' fees	<b>233</b>	233
Short term employee benefits	<b>3,664</b>	4,244
Contributions to defined contribution plans	<b>132</b>	140
Share-based payment transactions	<b>(759)</b>	1,337
	<b>3,270</b>	5,954
Comprise amounts paid/payable to:		
- directors of the Company	<b>1,242</b>	3,825
- key executives	<b>2,028</b>	2,129
	<b>3,270</b>	5,954

### Other related party transactions

	Group	
	2024 \$'000	2023 \$'000
<b>Purchase of services</b>		
Related party not within the Group	<b>73</b>	21

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 29 Dividends

The following exempt (one-tier) dividends were declared and paid by the Group and Company:

	<b>Group and Company</b>	
	<b>2024</b>	2023
	<b>\$'000</b>	\$'000
<b>Paid by the Company to owners of the Company</b>		
Final dividend of nil cents (2023: 0.60 cents) per qualifying ordinary share	-	4,542

## 30 Leases

### *Leases as lessee (SFRS(I) 16)*

The Group and the Company lease certain properties, production equipment and IT equipment under lease arrangements that are non-cancellable within one year. Other leases, which include the renewal options, expire at various dates till 2044 and contain provisions for rental adjustments and restrictions to further sub-lease certain properties.

The Group leases IT equipment with contract terms of less than one year. These leases are short-term leases. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

### *Right-of-use assets*

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment (see Note 3).

	<b>Note</b>	<b>Land and buildings \$'000</b>	<b>Production equipment \$'000</b>	<b>Total \$'000</b>
<b>Group</b>				
<b>2024</b>				
<b>Cost</b>				
At 1 January		11,300	28	11,328
Additions to right-of-use assets	3	2,443	-	2,443
Lease modification	3	4	2	6
Currency realignment		716	-	716
At 31 December		<b>14,463</b>	<b>30</b>	<b>14,493</b>
<b>Accumulated depreciation</b>				
At 1 January		4,574	18	4,592
Depreciation for the year		1,125	5	1,130
Currency realignment		138	(1)	137
At 31 December		<b>5,837</b>	<b>22</b>	<b>5,859</b>
Carrying amount at 31 December		<b>8,626</b>	<b>8</b>	<b>8,634</b>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 30 Leases (cont'd)

### Right-of-use assets (cont'd)

	Note	Land and buildings \$'000	Production equipment \$'000	Total \$'000
<b>Group</b>				
2023				
<b>Cost</b>				
At 1 January		10,477	35	10,512
Additions to right-of-use assets	3	1,150	–	1,150
Currency realignment		(165)	(7)	(172)
Disposal/Write-off		(162)	–	(162)
At 31 December		11,300	28	11,328
<b>Accumulated depreciation</b>				
At 1 January		3,591	18	3,609
Depreciation for the year		1,243	5	1,248
Disposal/Write-off		(162)	–	(162)
Currency realignment		(98)	(5)	(103)
At 31 December		4,574	18	4,592
Carrying amount at 31 December		6,726	10	6,736

### Land and buildings

2024 \$'000	2023 \$'000
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### Company

#### Cost

At 1 January	7,830	6,863
Additions to right-of-use assets	1,054	967
At 31 December	8,884	7,830

#### Accumulated depreciation

At 1 January	2,176	1,423
Depreciation for the year	615	753
At 31 December	2,791	2,176
Carrying amount at 31 December	6,093	5,654

Information about leases for which the Group is a lessee is presented below.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 30 Leases (cont'd)

### *Amounts recognised in profit or loss*

	<b>Group</b>	
	<b>2024</b>	2023
	<b>\$'000</b>	\$'000
Interest on lease liabilities	<b>205</b>	237
Income from sub-leasing right-of-use assets presented in 'other income'	<b>(169)</b>	(19)
Expenses relating to short-term leases	<b>139</b>	101
<b>Total cash outflow for leases</b>	<b>1,521</b>	1,375

### *Extension options*

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The Group has no potential exercisable option as at 31 December 2023 and 31 December 2024.

### *Leases as lessor*

The Group leases out its investment property consisting of its investment property disclosed in Note 4. All leases are classified as operating leases from a lessor perspective.

### *Operating lease*

The Group leases out its investment property (see Note 4) and sub-lease a leasehold property to third party. The Group has classified these leases as operating leases, because they do not transfer substantially all of the risk and rewards incidental to the ownership of the assets.

Rental income from investment property and property sublease recognised by the Group during FY2024 was \$718,000 (2023: \$894,000).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

	<b>Group</b>	
	<b>2024</b>	2023
	<b>\$'000</b>	\$'000
Less than one year	<b>603</b>	1,087
After 1 year but within 5 years	<b>534</b>	2,467
	<b>1,137</b>	3,554



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 31 Share-based payment arrangements

### Description of the share-based arrangements

At 31 December 2024, the Group has the following share-based payment arrangements:

#### *Fu Yu Restricted Share Plan*

The Company has implemented the Fu Yu Restricted Share Plan (“RSP”) as part of a long-term incentive plan to increase the Company’s flexibility and effectiveness in its continuing efforts to reward, retain and motivate Directors and employees of the Group to achieve desired performance. The Fu Yu Restricted Share Plan was approved and adopted by the shareholders of the Company at an extraordinary general meeting held on 6 September 2022. Capitalised terms used herein have the same meanings ascribed in the RSP.

On 14 November 2022, the Company granted RSP awards (the “RSP Awards”) to its Group Chief Executive Officer, Mr Seow Jun Hao David (“Mr David Seow”). On 26 December 2022, the Company issued a supplement letter to amend the vesting periods of the RSP Awards.

The key terms and conditions related to the RSP Awards are as follows, to be settled by physical delivery of shares or payment in cash of an amount equal to the aggregate Market Value of such shares on the Vesting Date:

Grant date	Number of RSP Awards '000	Vesting Conditions
On 14 November 2022 (Amended on 26 December 2022)	5,000	Vested on the grant date upon the acceptance of the RSP Award. (“Tranche I”)
	5,000	Subject to Mr David Seow’s employment with the Group not having ceased for whatever reason on or before 31 December 2023. (“Tranche II”)
	3,000	Subject to the achievement of the Group’s revenue target and profit before tax target for the financial year 31 December 2022. (“Tranche III”)
	3,000	Subject to the achievement of the Group’s revenue target and profit before tax target for the financial year 31 December 2023. (“Tranche IV”)
	3,000	Subject to the achievement of the Group’s revenue target and profit before tax target for the financial year 31 December 2024. (“Tranche V”)
	5,000	Subject to the achievement of the Group’s revenue target and profit before tax target for the financial year 31 December 2025. (“Tranche VI”)
	6,000	Subject to the achievement of the Group’s revenue target of and profit before tax target for the financial year 31 December 2026. (“Tranche VII”)
Total RSP Awards	30,000	

The vesting of Tranche III to Tranche VII RSP Awards can be earlier or later if, at any point in time:

- A subsequent vesting condition is satisfied prior to its specified vesting date, the shares to be vested in respect of that subsequent vesting condition shall also be vested on such earlier vesting date; and
- A previous vesting condition is satisfied subsequent to its specified vesting date, the shares to be vested in respect of that previous condition shall also be vested on such subsequent vesting date.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 31 Share-based payment arrangements (cont'd)

### Measurement of RSP Awards

#### Cash-settled share-based arrangements

Tranche I, 5,000,000 RSP Awards shares were vested during FY2022 and fully settled in cash of an amount of \$1,012,000 during the FY2023 and FY2022. Tranche II, 5,000,000 RSP Awards shares were vested as at 31 December 2023 and the fair value has been measured based on the share price of the Company on vesting date. On 9 January 2024, Tranche II RSP Awards were settled by way of issuance of 5,000,000 shares during the current financial year (Note 13).

The inputs used in the measurement of the fair values at grant date and measurement date of the RSP were as follows:

	Group and Company	
	Grant date	Measurement date
	14.11.2022	31.12.2023
Fair value (cents)	21.50	21.50
Share price (cents)	21.50	15.70
Expected dividends	7.4%	7.2%

Movements of the cash-settled share-based payment liabilities arising from Tranche I and II RSP Awards were as follows:

	Group and Company	
	2024	2023
	\$'000	\$'000
Carrying amount at 1 January	785	625
Share-based payment expense recognised during the year	-	666
Payment made	-	(506)
Reclassification to Equity-settled	(785)	-
Carrying amount at 31 December	-	785

The Company changed its share-based payment arrangement from a cash-settled plan to an equity-settled plan. As a result, the liability previously recognised under the cash-settled plan amounting to \$785,000 was reclassified to equity-settled. The modification did not result in any additional expense being recognised, as the fair value of the equity instruments granted was equal to the carrying amount of the liability at the modification date.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 31 Share-based payment arrangements (cont'd)

### Equity-settled share-based arrangements

Tranche III to VII, 20,000,000 RSP Awards which are subject to the performance conditions set out under the RSP are valued based on share price of the Company adjusted for expected dividend and probability of meeting the performance conditions, based on the following key assumptions:

Share price at grant date (cents)	21.50
Fair value (cents):	
FY2022	20.70
FY2023	19.20
FY2024	18.10
FY2025	17.10
FY2026	16.10
Expected dividends	7.2%
Probability of meeting the performance conditions:	
Best	30%
Base	60%
Worst	10%

Key assumptions used for the financial performance of the base case scenario (Manufacturing Segment):

	Group and Company	
	2024	2023
	%	%
Revenue growth rate	8 – 24	8 – 51
Gross profit margin	16	19

Management determined budgeted gross profit margin based on past performance and its expectations of market developments. Revenue growth was projected taking into account the estimated sales volume and price growth. It was assumed that the sales price would grow at a constant margin above forecast inflation.

For the key assumptions used for the supply chain management services segment, see Note 6.

4,000,000 RSP Awards from Tranche III and Tranche IV were vested upon achievement of the performance conditions and 4,000,000 ordinary shares in the capital of the Company were issued to Mr David Seow on 26 April 2023 (see Note 13).

5,000,000 RSP Awards from Tranche II were vested on 31 December 2023 and 5,000,000 ordinary shares in the capital of the Company were issued to Mr David Seow on 9 January 2024.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

## 31 Share-based payment arrangements (cont'd)

### *Equity-settled share-based arrangements (cont'd)*

The movement in the share awards reserve during the year was as follow:

	<b>Group and Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Outstanding at 1 January	<b>759</b>	915
Share-based payment expense (reversed)/recognised during the year	<b>(759)</b>	671
Issuance of shares (Note 13)	<b>(785)</b>	(827)
Reclassification from cash-settled	<b>785</b>	–
Outstanding at 31 December	<b>–</b>	759

### *Reconciliation of outstanding RSP Awards*

The number of RSP Awards under the RSP is as follows:

	<b>Number of RSP Awards</b>	
	<b>2024</b>	<b>2023</b>
Outstanding at 1 January	<b>16,000</b>	25,000
Granted during the year	–	–
Vested during the year	–	(9,000)
Outstanding at 31 December	<b>16,000</b>	16,000

*Expense recognised in profit or loss*

For details on the related employee benefit expenses, see Note 21.

## 32 Ongoing investigation into affairs of Fu Yu Supply Chain Solutions Pte. Ltd.

As announced by the Company on 31 January 2025, the Board of Directors (the “Board”) received an internal audit report dated 26 July 2024 on 7 August 2024 from its internal auditors, and noted that Fu Yu Supply Chain Solutions Pte Ltd (“FYSCS”), a wholly-owned subsidiary of the Company, was accorded an overall assessment rating of “4” (Cause for considerable concern). In the internal audit report, the internal auditors highlighted significant weaknesses in FYSCS’s risk management process that could expose the auditable unit to unacceptable levels of risk if left uncorrected. In addition to the agreed-upon scope of internal audit, the internal auditors brought to the Board’s attention certain additional risks areas that were noted during the course of their field work.

Accordingly, the Board acted on the findings of the aforementioned internal audit report and Damodara Ong LLC was engaged on 8 October 2024 to conduct an investigation into the affairs of FYSCS.

The Board received an Interim Status Update Report dated 5 February 2025 from Damodara Ong LLC (“Interim Report”) and updated the shareholders on 6 February 2025 regarding some salient observations highlighted in the Interim Report:

- (1) There are one or more unverifiable arrangements in respect of a payment of US\$2,984,501 by FYSCS to a third party for which services did not appear to have been rendered and there are potential issues of conflict of interest which warrant further review.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

- (2) There was unauthorized usage of the email account bd@fuyu-scs.com by third parties which warrant further review.
- (3) The secondment of an individual to FYSCS as its general manager from May 2023 to May 2024 and the individual's conduct raises questions which warrants further review.
- (4) There were expense claims made to FYSCS by a former employee of FYSCS for herself and on behalf of a current employee of the Company, which appear from documents sighted to be irregular and warrants further review.

On 11 February 2025, the Board appointed professional namely Rajah & Tann Singapore LLP and PricewaterhouseCoopers Risk Services Pte Ltd to review, evaluate, investigate and advise on issues mentioned in the Interim Report.

As of the date of this financial statements, based on the progress of the investigation, the Group intends to make claims against certain persons for (collectively, the "Claims"): (a) FYC's acquisition of Avantgarde Enterprise Pte Ltd (now, FYSCS) (the "AEPL Acquisition Claim"), (b) purported misuse of FYSCS's resources (the "FYSCS Claim"), and (c) the payment of a pre-paid commission of US\$ 2,984,501 (the "Pre-Paid Commission Claim") as announced by the Company on 1 April 2025. The Group, through its legal advisors Nine Yards Chambers LLC, have sent demand letters against these persons (or their legal advisors) on the same day, to commence the process of pursuing the Claims.

The Company and the Group will continue to monitor the progress of the investigation, and the Group has expressly reserved its rights in the demands to add, amend, and/or increase the quantum of its Claims.

The Board will deliberate on the next course of action and seek legal advice, as and when necessary, upon the conclusion of the FYSCS investigation.

### 33 Subsequent event

As announced on 12 June 2024, FYSCS had on 11 June 2024, received a letter of demand from solicitors acting for Evertree Hongkong Limited ("Evertree") claiming an aggregate sum of US\$ 925,773.57 (or \$1.24 million) ("Evertree's Claim") as compensation for services rendered, under an alleged profit sharing agreement dated 1 September 2023.

On 26 September 2024, its legal counsel, Rajah & Tann Singapore LLP, filed its responses in defence to Evertree's notice of arbitration pertaining to Evertree's Claim with the Singapore International Arbitration Centre.

On 4 June 2025, the arbitral tribunal has ruled in favour of Evertree in respect of Evertree's Claim. The tribunal has further awarded Evertree interest on the amount of Evertree's Claim, its legal and other costs, as well as reimbursement of its share of the costs of arbitration.

The Company will arrange to make payment of the aggregate amount of approximately \$1.67 million to Evertree, which has been recorded in these financial statements.

### 34 Authorisation of financial statements

The consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 5 June 2025.



# STATISTICS OF SHAREHOLDINGS

As at 3 June 2025

<b>Number of Issued and Paid-up Share Capital</b>	<b>: S\$103,770,153</b>
<b>Number of Issued and Paid-up Shares</b>	<b>: 761,994,775</b>
<b>Class of Shares</b>	<b>: Ordinary Shares</b>
<b>Voting Rights</b>	<b>: One Vote per Ordinary Share</b>
<b>Number and Percentage of Treasury Shares</b>	<b>: Nil</b>
<b>Number and Percentage of Subsidiary Holdings Held</b>	<b>: Nil</b>

## DISTRIBUTION OF SHAREHOLDINGS

<b>SIZE OF SHAREHOLDINGS</b>	<b>NO. OF SHAREHOLDERS</b>	<b>%</b>	<b>NO. OF SHARES</b>	<b>%</b>
1 - 99	108	1.67	4,739	0.00
100 - 1,000	335	5.17	164,922	0.02
1,001 - 10,000	2,785	42.98	13,979,411	1.83
10,001 - 1,000,000	3,196	49.33	227,494,986	29.86
1,000,001 AND ABOVE	55	0.85	520,350,717	68.29
<b>TOTAL</b>	<b>6,479</b>	<b>100.00</b>	<b>761,994,775</b>	<b>100.00</b>

## SUBSTANTIAL SHAREHOLDERS AS AT 3 JUNE 2025

(As recorded in the Register of Substantial Shareholders)

	<b>Direct interest</b>	<b>%</b>	<b>Deemed interest</b>	<b>%</b>
Lim Wei De Victor	224,392,511	29.45	–	–

# STATISTICS OF SHAREHOLDINGS

As at 3 June 2025



## TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	LIM WEI DE VICTOR	224,392,511	29.45
2	DBS NOMINEES (PRIVATE) LIMITED	45,577,650	5.98
3	RAFFLES NOMINEES (PTE.) LIMITED	24,928,350	3.27
4	HO NEE KIT	22,468,388	2.95
5	CITIBANK NOMINEES SINGAPORE PTE LTD	20,651,400	2.71
6	TAM WAI	20,632,738	2.71
7	WONG GHAN OR WONG SHI HAO	14,179,200	1.86
8	CHING HENG YANG	10,659,738	1.40
9	PHILLIP SECURITIES PTE LTD	10,398,486	1.36
10	HONG LEONG FINANCE NOMINEES PTE LTD	10,000,500	1.31
11	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	7,111,402	0.93
12	LIEW CHOON FONG	6,600,000	0.87
13	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	6,233,060	0.82
14	OCBC SECURITIES PRIVATE LIMITED	5,642,889	0.74
15	MAYBANK SECURITIES PTE. LTD.	5,507,755	0.72
16	LOH TEE DANG @LOH TEE YANG	5,210,000	0.68
17	SEOW JUN HAO DAVID (XIAO JUNHAO)	5,000,000	0.66
18	TAY HUAY HONG	4,569,700	0.60
19	IFAST FINANCIAL PTE. LTD.	3,884,250	0.51
20	HEW LIEN LEE	3,845,100	0.50
	<b>TOTAL</b>	<b>457,493,117</b>	<b>60.03</b>

As at 3 June 2025, 69.37% of the issued and paid-up shares of the Company were held in the hands of the public (based on the information available to the Company). Accordingly, the Company has complied with Rule 723 of the Listing Manual of Singapore Exchange Securities Trading Limited.



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Annual General Meeting**” or the “**AGM**”) of **FU YU CORPORATION LIMITED** (the “**Company**”) will be held at Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive Singapore 638404 on Friday, 27 June 2025 at 10.00 a.m. (Singapore time) for the purpose of transacting the following businesses:

## **ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2024, together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company who will be retiring by rotation pursuant to Regulation 110 of the Constitution of the Company and who, being eligible, offers themselves for re-election:
  - (a) Mr Huang Junli, Christopher *[See Explanatory Note (i)]* **(Resolution 2)**
  - (b) Mr Tan Tong Loong Royston *[See Explanatory Note (ii)]* **(Resolution 3)**
3. To approve the payment of Directors’ fees of S\$233,000 for the financial year ending 31 December 2025, payable quarterly in arrears (2024: S\$233,000). **(Resolution 4)**
4. To re-appoint Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

## **SPECIAL BUSINESS**

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

5. To remove the following Directors of the Company:
  - (a) Mr Huang Junli, Christopher *[See Explanatory Note (iii)]* **(Resolution 6)**
  - (b) Mr Tan Tong Loong Royston *[See Explanatory Note (iv)]* **(Resolution 7)**
6. To appoint the following persons as Directors of the Company:
  - (a) Mr Gilbert L. Rodrigues *[See Explanatory Note (v)]* **(Resolution 8)**
  - (b) Mr Ralf Pilarczyk *[See Explanatory Note (vi)]* **(Resolution 9)**
  - (c) Mr Yang Zhenrong *[See Explanatory Note (vii)]* **(Resolution 10)**
  - (d) Mr Haytham T KH S Al Essa *[See Explanatory Note (viii)]* **(Resolution 11)**

## **7. Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be given to the Directors to:

- (a) issue shares in the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; or
- (b) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares; and

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

# NOTICE OF ANNUAL GENERAL MEETING



(notwithstanding the authority conferred by this ordinary resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this ordinary resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

provided further that adjustments in accordance with sub-paragraphs (2)(i) and (ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST;
- (4) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (5) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

*[See Explanatory Note (ix)]*

**(Resolution 12)**



# NOTICE OF ANNUAL GENERAL MEETING

## 8. Authority to issue shares under the Fu Yu Restricted Share Plan

That pursuant to Section 161 of the Companies Act, the Directors of the Company be and are authorised to offer and grant awards in accordance with the provisions of the Fu Yu Restricted Share Plan (the “**Scheme**”) and to allot and issue from time to time such number of fully-paid up Shares as may be required to be allotted and issued pursuant to the vesting of the awards under the Scheme provided always that the aggregate number of Shares to be issued pursuant to the Scheme and any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total issued share capital of the Company from time to time and provided also that subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (x)]*

**(Resolution 13)**

## 9. Proposed renewal of the Share Purchase Mandate

That for the purposes of Section 76C and 76E of the Companies Act, the Directors be and are hereby authorised to make purchases of Shares from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent (10%) of the total issued Shares (excluding treasury shares and subsidiary holdings) ascertained as at the time of passing of this ordinary resolution, at the price of up to but not exceeding the Maximum Price as set out in the Appendix to the Annual Report and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held or the date when purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier.

For the purposes of this ordinary resolution, “**Maximum Price**” means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting five per cent (5%) above the average closing price of the Shares over the period of five (5) Market Days (“**Market Day**” being a day on which the SGX-ST is open for securities trading) in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and in the case of an off-market purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the purchases are made.

*[See Explanatory Note (xi)]*

**(Resolution 14)**

By Order of the Board

Janet Tan  
Company Secretary

Singapore,  
**5 June 2025**

# NOTICE OF ANNUAL GENERAL MEETING



## Explanatory Notes:

- (i) **Ordinary Resolution 2** is to re-elect Mr Huang Junli, Christopher who will be retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. Mr Huang Junli, Christopher will, upon re-election, remain as Independent Non-Executive Chairman, Chairman of the Remuneration Committee, and Member of the Audit and Nominating Committees. The Board of Directors considers Mr Huang Junli, Christopher to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) **Ordinary Resolution 3** is to re-elect Mr Tan Tong Loong Royston who will be retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. Mr Tan Tong Loong Royston will, upon re-election, remain as an Independent Director, Chairman of the Nominating Committee, and a member of the Remuneration and Audit Committees. The Board of Directors considers Mr Tan Tong Loong Royston to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- Detailed information of all retiring directors including information as set out in Appendix 7.4.1. of the Listing Manual can be found under “Board of Directors”, “Corporate Governance Report”, “Directors’ Statement” and “Additional Information on Directors Seeking Re-election” sections of the Company’s Annual Report.
- (iii) **Ordinary Resolution 6** is to remove Mr Huang Junli, Christopher as Director of the Company. This resolution was tabled pursuant to a requisition by Mr Lim Wei De, Victor under Section 183 of the Companies Act 1967 deposited with the Company on 11 March 2025.
- (iv) **Ordinary Resolution 7** is to remove Mr Tan Tong Loong Royston as Director of the Company. This resolution was tabled pursuant to a requisition by Mr Lim Wei De, Victor under Section 183 of the Companies Act 1967 deposited with the Company on 11 March 2025.
- (v) **Ordinary Resolution 8** is to appoint Mr Gilbert L. Rodrigues (“**Mr Rodrigues**”) as Director of the Company. This resolution was tabled pursuant to a requisition by Mr Lim Wei De, Victor under Section 183 of the Companies Act 1967 deposited with the Company on 11 March 2025 (the “**Requisition**”). Mr Rodrigues will, if appointed, be designated as an Independent Non-Executive Director of the Company. Pursuant to a request by SGX RegCo on 11 February 2025, the Company appointed Asian Corporate Advisors Pte Ltd (“**ACA**”), to assess the suitability and independence of the new independent Directors proposed to be appointed pursuant to the Requisition. ACA is in the midst of conducting its assessment on Mr Rodrigues and the Company will update shareholders on the assessment in due course.
- (vi) **Ordinary Resolution 9** is to appoint Mr Ralf Pilarczyk (“**Mr Pilarczyk**”) as Director of the Company. This resolution was tabled pursuant to a requisition by Mr Lim Wei De, Victor under Section 183 of the Companies Act 1967 deposited with the Company on 11 March 2025. Mr Pilarczyk will, if appointed, be designated as an Independent Non-Executive Director of the Company. ACA is in the midst of conducting its assessment on Mr Pilarczyk and the Company will update shareholders on the assessment in due course.
- (vii) **Ordinary Resolution 10** is to appoint Mr Yang Zhenrong (“**Mr Yang**”) as Director of the Company. This resolution was tabled pursuant to a requisition by Mr Lim Wei De, Victor under Section 183 of the Companies Act 1967 deposited with the Company on 11 March 2025. Mr Yang will, if appointed, be designated as an Independent Non-Executive Director of the Company. ACA is in the midst of conducting its assessment on Mr Yang and the Company will update shareholders on the assessment in due course.
- (viii) **Ordinary Resolution 11** is to appoint Mr Haytham T KH S Al Essa (“**Mr Haytham**”) as Director of the Company. This resolution was tabled pursuant to a requisition by Mr Lim Wei De, Victor under Section 183 of the Companies Act 1967 deposited with the Company on 11 March 2025. Mr Haytham will, if appointed, be designated as an Independent Non-Executive Director of the Company. ACA is in the midst of conducting its assessment on Mr Haytham and the Company will update shareholders on the assessment in due course.
- (ix) **Ordinary Resolution 12**, if passed, will authorise and empower the Directors of the Company from the date of the AGM to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, of which the total number of Shares that may be issued other than on a pro-rata basis to shareholders shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time the resolution is passed. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.



# NOTICE OF ANNUAL GENERAL MEETING

- (x) **Ordinary Resolution 13**, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the Scheme in accordance with the provisions of the Scheme and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the Scheme subject to the maximum number of shares prescribed under the provisions of the Scheme. The aggregate number of shares which may be issued pursuant to the Scheme is limited to fifteen per cent (15%) of the total issued share capital of the Company from time to time subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company.
- (xi) **Ordinary Resolution 14**, if passed, will empower the Directors, from the date of this AGM until the date of the next annual general meeting, or the date by which the next annual general meeting is required by law to be held or when varied or revoked by the Company in general meeting or when purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earlier, to purchase Shares by way of market purchases or off-market purchases of up to ten per cent (10%) of the total issued Shares (excluding treasury shares and subsidiary holdings) at such price up to the Maximum Price. Information relating to this ordinary resolution is set out in the Appendix to the Annual Report.

## Notes:

1. The Annual General Meeting will be held, in a **wholly physical format**, at Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive Singapore 638404 on Friday, 27 June 2025 at 10.00 a.m. **There will be no option for members of the Company (“Members”) to participate virtually.** Printed copies of this Notice of AGM, the accompanying proxy form and the Request Form will be sent by post to Members (collectively, the “Documents”). The Documents will also be published on the Company’s website at the URL <https://www.fuyucorp.com/investor-relations/annual-reports/> and <https://www.fuyucorp.com/investor-relations/agm-egm/>, as well as on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. A Member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such shareholder’s proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument appointing the proxies.
3. A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such shareholder’s proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. A proxy need not be a Member. A Member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
5. CPF and SRS investors:
  - (a) may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 June 2025.
6. The proxy form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
  - (b) if submitted electronically, be submitted via email to the Company at [AGM@fuyucorp.com](mailto:AGM@fuyucorp.com),

in either case, by 10.00 a.m. on 24 June 2025, being not less than 72 hours before the time appointed for holding the AGM.

A Member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **Members are strongly encouraged to submit completed proxy forms electronically via email.**

7. The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the proxy form, failing which the proxy form may be treated as invalid.

# NOTICE OF ANNUAL GENERAL MEETING



8. In the case of Members whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
9. Members, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting in advance of the Annual General Meeting:
  - (a) by post to the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
  - (b) or via email to the Company at [AGM@fuyucorp.com](mailto:AGM@fuyucorp.com).

When submitting questions by post or via email, Members should also provide the following details: (i) the Member's full name; (ii) the Member's address; and (iii) the manner in which the Member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes. All questions submitted in advance must be received by 5.00 p.m. on 16 June 2025.
10. All substantive and relevant questions related to the resolutions to be tabled for approval at the AGM received in advance of the AGM by 5.00 p.m. on 16 June 2025, will be addressed and published at least 48 hours prior to the deadline for the submission of the proxy form on the Company's website at <https://www.fuyucorp.com/investor-relations/agm-egm/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. The Company will respond to questions or follow-up questions submitted after 5.00 p.m. on 16 June 2025 either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
11. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.
12. The Annual Report for the financial year ended 31 December 2024 (the "Annual Report 2024") and the Appendix to the Annual Report dated 5 June 2025 in relation to the proposed renewal of the share purchase mandate ("Appendix") have been published and may be accessed at the Company's website as follows:
  - (a) the Annual Report 2024 may be accessed at the URL <https://www.fuyucorp.com/investor-relations/annual-reports/> by clicking on "2024 Annual Report"; and
  - (b) the Appendix may be accessed at the URL <https://www.fuyucorp.com/investor-relations/agm-egm/> by clicking on "Appendix to the Annual Report".

The above documents may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and submitting the Request Form sent to them by post together with printed copies of this Notice and the accompanying proxy form, or otherwise made available on the Company's website at the URL <https://www.fuyucorp.com/investor-relations/agm-egm/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, by 5.00 p.m. on 16 June 2025.

## Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.



# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Huang Junli, Christopher and Mr Tan Tong Loong Royston are the Directors seeking re-election at the forthcoming annual general meeting of the Company (“**AGM**”) (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Retiring Directors as set out in the Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:-

	<b>MR HUANG JUNLI, CHRISTOPHER</b>	<b>MR TAN TONG LOONG ROYSTON</b>
Date of Appointment	19 July 2021	31 January 2022
Date of last re-appointment	20 April 2023	26 April 2022
Age	39	50
Country of principal residence	Singapore	Singapore
The Board's comments on this re-appointment	The Nominating Committee (“ <b>NC</b> ”), after having reviewed and considered the qualification, expertise, and overall contribution of Mr Huang Junli, Christopher (“ <b>Mr Huang</b> ”), recommended to the Board that Mr Huang be nominated for re-election at the forthcoming AGM. The Board accepted the NC's recommendation and recommends shareholders to approve the re-election of Mr Huang as Director of the Company.	The NC, having reviewed and considered the qualification, independence, expertise, past experience and overall contribution of Mr Tan Tong Loong Royston (“ <b>Mr Tan</b> ”), recommended to the Board that Mr Tan be nominated for re-election at the forthcoming AGM. The Board accepted the NC's recommendation and recommends shareholders to approve the re-election of Mr Tan as Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director, Chairman of RC and member of the AC and NC	Independent Non-Executive Director, Chairman of NC and member of the AC and RC
Professional Qualifications	Bachelor of Law (LL.B.) and Commerce (B.Com) from the University of Queensland in 2011	Bachelor in Business Studies, Nanyang Technological University
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	<b>MR HUANG JUNLI, CHRISTOPHER</b>	<b>MR TAN TONG LOONG ROYSTON</b>
Conflict of interests (including any competing business)	None	None
Working experience and occupation(s) during the past 10 years	<p>Apr 2019 to Present – CHP Law LLC (Managing Director)</p> <p>Jul 2018 to Apr 2019 – Colin Ng &amp; Partners LLP (Partner)</p> <p>Apr 2015 to Jun 2018 – Colin Ng &amp; Partners LLP (Legal Executive; Associate; Senior Associate)</p> <p>Mar 2013 to Mar 2015 – Voskamplawyers (Associate)</p> <p>Mar 2012 to Feb 2013 – PwC Singapore (Tax Associate)</p>	<p>September 2023 to Present – Director, B2B Acceptance Asia Pacific</p> <p>November 2021 to August 2023 – General Manager of Pine Labs Pte Ltd</p> <p>January 2020 to November 2021 – Head of Sales, SME Small Business of American Express International Inc.</p> <p>February 2018 to January 2020 – Head of Sales, Middle Market of American Express</p> <p>May 2017 to February 2018 – Head of Merchant Sales &amp; Alliance of Liquid Group Pte Ltd</p> <p>September 2015 to December 2016 – Director, Consumer Engagement Network of American Express Sdn Bhd</p> <p>November 2010 to September 2015 – Head of Merchant Engagement (Small Medium Merchants) of American Express International Inc.</p>
Undertaking has been submitted to the listed issuer in the form of Appendix 7.7 under Rule 720(1)	Yes	Yes
Shareholding interest in the listed issuer and its subsidiaries	No	No
Other Principal Commitments Including Directorships: Past (for the last 5 years)	<p><u>Directorships:</u></p> <ol style="list-style-type: none"> <li>1. Van Ameyde APAC Holding Pte Ltd</li> <li>2. Digital Crest Global Pte Ltd</li> <li>3. Fund Asia Pte. Ltd.</li> <li>4. Fund Singapore Pte. Ltd.</li> <li>5. DELV Pte. Ltd.</li> </ol> <p><u>Other Principal Commitments:</u> Nil</p>	<p><u>Directorships:</u></p> <ol style="list-style-type: none"> <li>1. Nil</li> </ol> <p><u>Other Principal Commitments:</u></p> <ol style="list-style-type: none"> <li>1. Mastercard Asia Pacific Pte. Ltd.</li> </ol>
Present	<p><u>Directorships:</u></p> <ol style="list-style-type: none"> <li>1. Aztech Global Ltd.</li> <li>2. CHP Law LLC</li> <li>3. Goodwill Entertainment Holding Limited</li> </ol> <p><u>Other Principal Commitments:</u> Nil</p>	<p><u>Directorships:</u></p> <ol style="list-style-type: none"> <li>1. Nil</li> </ol> <p><u>Other Principal Commitments:</u></p> <ol style="list-style-type: none"> <li>1. Vita Verification Pte. Ltd.</li> </ol>



# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

**Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.**

Mr Huang and Mr Tan have answered “No” to all the following questions.

- (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?
- (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?
- (c) Whether there is any unsatisfied judgment against him?
- (d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?
- (e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?
- (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?
- (g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?
- (h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?
- (i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?
- (j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:
  - (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or
  - (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or
  - (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or
  - (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?
- (k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

# FU YU CORPORATION LIMITED

Company Registration No. 198004601C  
(Incorporated in the Republic of Singapore)

## IMPORTANT

- The Annual General Meeting ("AGM") will be held, in a wholly physical format, at Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive Singapore 638404 on Friday, 27 June 2025 at 10:00 a.m.. **There will be no option for members of the Company ("Members") to participate virtually.**
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purported to be used by CPF and SRS investors.
- CPF and SRS investors:
  - may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 June 2025.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 June 2025.

## PROXY FORM

I/We\*, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Registration No.)  
of \_\_\_\_\_ (Address)

being a member/members\* of Fu Yu Corporation Limited (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or\*

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing him/her\*, the Chairman of the AGM of the Company as my/our proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf at the AGM of the Company to be held at Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive Singapore 638404 on Friday, 27 June 2025 at 10:00 a.m. and at any adjournment thereof.

I /We\* direct my/our\* proxy/proxies\* to vote for or against the resolutions to be proposed at the AGM as indicated hereunder.

All resolutions put to the vote of the AGM shall be decided by the way of poll. Please indicate the number of votes as appropriate.

\*Delete as appropriate.

No.	Ordinary Resolutions relating to:	No. of votes For*	No. of votes Against*	No. of votes Abstain*
<b>Ordinary Business</b>				
1	Approval of Directors' Statement and Audited Financial Statements for the year ended 31 December 2024			
2	Re-election of Mr Huang Junli, Christopher as Director			
3	Re-election of Mr Tan Tong Loong Royston as Director			
4	Approval of Directors' fees of S\$233,000 for the financial year ending 31 December 2025, payable quarterly in arrears			
5	Re-appointment of Baker Tilly TFW LLP as Auditors			
<b>Special Business</b>				
6	Removal of Mr Huang Junli, Christopher as Director			
7	Removal of Mr Tan Tong Loong Royston as Director			
8	Appointment of Mr Gilbert L. Rodrigues as Director			
9	Appointment of Mr Raf Pilarczyk as Director			
10	Appointment of Mr Yang Zhenrong as Director			
11	Appointment of Mr Haytham T KH S Al Essa as Director			
12	Authority to allot and issue new shares			
13	Authority to issue shares under the Fu Yu Restricted Share Plan			
14	Proposed renewal of the Share Purchase Mandate			

\* Voting will be conducted by poll. Please indicate with a "X" in the spaces whether you wish your vote(s) to be cast for or against, or abstain from voting, in respect of all your Shares for each Resolution as set out in the Notice of AGM. Alternatively, you may indicate the number of Shares that you wish to vote for or against, and/or abstain from voting, for each Resolution in the relevant box. In the absence of specific directions in respect of a Resolution, the appointment of proxy for that Resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) or Common Seal of Shareholders

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM**

**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members.
2. A Member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such shareholder's proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument appointing the proxies.
3. A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such shareholder's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
4. Where a member (whether individual or corporate) appoints a proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of proxy(ies) for that resolution will be treated as invalid.
5. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
6. The proxy form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
  - (b) if submitted electronically, be submitted via email to the Company at [AGM@fuyucorp.com](mailto:AGM@fuyucorp.com).

Fold here

**Affix  
Postage  
Stamp**

**FU YU CORPORATION LIMITED**  
8 Tuas Drive 1  
Singapore 638675

Fold here

in either case, no later than 10.00 a.m. on 24 June 2025, being not less than 72 hours before the time appointed for holding the AGM.

**Members are strongly encouraged to submit completed proxy forms electronically via email.**

7. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.
8. The instrument appointing a proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (such as in the case where the appointor submits more than one instrument of proxy). In addition, in the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such members are not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 June 2025.

Fold along this line and glue overleaf.



**FUYU**  
CORPORATION

**FU YU CORPORATION LIMITED**

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