

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT

### 5.1 OUR PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

#### 5.1.1 Promoters and substantial shareholders' shareholdings

The following table shows the shareholdings of our Promoters and substantial shareholders before and after our IPO:

Name	Nationality / Place of incorporation	Before our IPO				After our IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	<sup>(1)</sup> (%)	No. of Shares	<sup>(1)</sup> (%)	No. of Shares	<sup>(2)</sup> (%)	No. of Shares	<sup>(2)</sup> (%)
<b><u>Promoters and substantial shareholders</u></b>									
Cat Ching	Malaysia	172,889,216	43.22	-	-	172,889,216	34.58	-	-
See Chin Joo	Malaysian	1	*	<sup>(3)</sup> 172,889,216	43.22	<sup>(4)</sup> 300,001	0.06	<sup>(3)</sup> 172,889,216	34.58
Ooi Kok Hong	Malaysian	1	*	<sup>(3)</sup> 172,889,216	43.22	<sup>(4)</sup> 300,001	0.06	<sup>(3)</sup> 172,889,216	34.58
<b><u>Substantial shareholder</u></b>									
Koo Hong @ Ku Hong Hai	Malaysian	136,266,664	34.07	-	-	76,266,580	15.25	-	-

**Notes:**

\* Less than 0.01%.

(1) Based on the total number of 400,000,000 Shares after completion of the Acquisition and before our IPO.

(2) Based on the enlarged total number of 500,000,000 Shares after our IPO.

(3) Deemed interested by virtue of his direct interest in Cat Ching pursuant to Section 8(4) of the Act.

(4) Assuming that the Directors will fully subscribe for their respective entitlements under the Pink Form Allocations.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

Save for our Promoters and substantial shareholders above, there are no:

- (i) other substantial shareholders with a deemed interest in our Company; or
- (ii) other persons who are able to, directly or indirectly, jointly or severally, exercise control over our Company.

As at the LPD, our Promoters and substantial shareholders have the same voting rights as the other shareholders of our Company and there is no arrangement between our Company and its shareholders with any third parties, the operation of which may, at a subsequent date, result in the change in control of our Company.

### 5.1.2 Profiles of Promoters and substantial shareholders

The profiles of our Promoters and substantial shareholders are as follows:

- (i) **See Chin Joo**  
*(Executive Director, Promoter, substantial shareholder and key senior management)*

See Chin Joo, a Malaysian aged 52, is the Executive Director, Promoter, substantial shareholder and key senior management of our Group. He was appointed to our Board on 23 March 2023, and he also sits on the board of all our subsidiaries. He is also a shareholder of Cat Ching, which is our Promoter and substantial shareholder. He has over 21 years of experience in the animation production industry.

He graduated with a Bachelor of Commerce, Finance and Accounting from the University of Melbourne, Australia in March 1994. In July 2016, he was selected as an Endeavor Entrepreneur in the 65<sup>th</sup> Endeavor International Selection Panel in Bali.

He began his career with an accounting firm, Coopers & Lybrand, as an Audit Assistant in the audit department in November 1994. In January 1995, he left Coopers & Lybrand to pursue his career in capital markets when he joined KLOFFE Capital Sdn Bhd, a company principally involved in the business of options and future exchange, as a Compliance and Surveillance Officer from February 1995 to August 1996 where he was involved in the surveillance of market trading activities on the Kuala Lumpur Options and Financial Futures Exchange (KLOFFE).

In September 1996, he joined SBB Securities Sdn Bhd (subsequently known as RC Holdings Sdn Bhd), a company principally involved in the business of stockbroking and equity research, as a Financial Analyst where he was involved in doing general equity research work. He later left SBB Securities Sdn Bhd in April 1997 to join a multinational brokerage network, J.M. Sassoon Research (M) Sdn Bhd, a company principally involved in the business of equity research, as an Investment Analyst from April 1997 to December 1999 where he was responsible for doing equity research in the motor, media and telecommunication sector. He continued his work on equity research in the motor, media and telecommunication sector when he joined HLG Securities Sdn Bhd, a company principally involved in the business of stockbroking, corporate finance and equity research, as a Research Analyst from January 1999 to May 1999.

In December 1999, he along with Ooi Kok Hong, our Executive Director, co-founded Tourific (currently our subsidiary), then a software distribution and systems integration company where See Chin Joo assumed the role as the Sales and Marketing Director. As the Sales and Marketing Director, he is primarily responsible for the financial and administration of Tourific.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

Subsequently, he and Ooi Kok Hong decided to venture into the animation production industry where they co-founded an animation production company, Inspidea in May 2002. Similarly, See Chin Joo assumed the role as the Sales and Marketing Director of Inspidea where he is responsible for overseeing the sales, marketing, finance and day-to-day operations of Inspidea.

See Chin Joo, together with Ooi Kok Hong, are instrumental in and has contributed significantly to the growth and development of our Group from a 4-person team to 230 artists and designers, becoming one of the largest creative studio in Malaysia and South East Asia.

As our Executive Director, he is responsible for providing management guidance, and strategic advice to the key management and personnel of our Group as well as overseeing the portfolio of finance, sales and marketing, and human resources processing.

He is also a director of other private limited companies, details of which are set out in Section 5.2.4 of this Prospectus.

**(ii) Ooi Kok Hong**  
*(Executive Director, Promoter, substantial shareholder and key senior management)*

Ooi Kok Hong, a Malaysian aged 52, is the Executive Director, Promoter, substantial shareholder and key senior management of our Group. He was appointed to our Board on 23 March 2023, and he also sits in the board of all our subsidiaries. He is also a shareholder of Cat Ching, which is our Promoter and substantial shareholder. He has over 21 years of experience in the animation production industry.

He graduated with a Bachelor of Science (Housing, Building and Planning) from Universiti Sains Malaysia in August 1995. He subsequently obtained a Master of Science (Planning) from Universiti Sains Malaysia in August 1996. In July 2016, he was selected as an Endeavor Entrepreneur in the 65<sup>th</sup> Endeavor International Selection Panel in Bali.

He began his career with Perunding Alam Bina Sdn Bhd, a company principally involved in the business of architectural and landscape consultancy services, as an Urban Planner in July 1996 where he was involved in the preparation and presentation of proposals of urban planning for development projects to local authorities. In September 1996, he left Perunding Alam Bina Sdn Bhd to pursue his career in information technology (IT) when he joined Bentley Systems (Malaysia) Sdn Bhd, a company principally involved in the business of providing customer interfacing support services to Bentley System International Limited and provide technical support and/or other services to customers located in Malaysia, as a Geo-Engineering Specialist from October 1996 to November 1999 where he was involved in providing pre-sales and post-sales technical support for engineering software developed by Bentley Systems (Malaysia) Sdn Bhd.

In December 1999, he along with See Chin Joo, our Executive Director, co-founded Tourific (currently our subsidiary), then a software distribution and systems integration company, where Ooi Kok Hong assumed the role as the Technology Director. As the Technology Director, he is primarily responsible for the technical sales training of software developed by Tourific.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

Subsequently, he and See Chin Joo decided to venture into the animation production industry where they co-founded an animation production company, Inspidea in May 2002. Ooi Kok Hong then assumed the role as the Managing Director of Inspidea where he is responsible for the management, intellectual property development and animation production of Inspidea.

Ooi Kok Hong, together with See Chin Joo, are instrumental in and has contributed significantly to the growth and development of our Group from a 4-person team to 230 artists and designers, becoming one of the largest creative studio in Malaysia and South East Asia.

As our Executive Director, he is responsible for providing strategic guidance and direction to the running of animation production, including talent acquisition, resource planning, process improvement, and technology development and deployment within our Group.

He is also a director of other private limited companies, details of which are set out in Section 5.2.4 of this Prospectus.

### (iii) **Cat Ching** (Promoter and substantial shareholder)

Cat Ching is the Promoter and substantial shareholder of our Company. Cat Ching was incorporated by See Chin Joo and Ooi Kok Hong to hold Shares in our Company.

Cat Ching was incorporated on 25 July 2023 in Malaysia under the Act as a private limited company. Cat Ching is principally involved in the activities of holding companies.

As at 5 January 2024, the issued share capital of Cat Ching is RM10,000.00 comprising 10,000 ordinary shares. The directors and shareholders of Cat Ching are as follows as at 5 January 2024:

Name	Nature of involvement	Direct		Indirect	
		No. of shares	%	No. of shares	%
See Chin Joo	Director and shareholder	5,305	53.05	-	-
Ooi Kok Hong	Director and shareholder	4,695	46.95	-	-

As at the LPD, Cat Ching does not have any subsidiary and associated companies.

### (iv) **Koo Hong @ Ku Hong Hai** (Substantial shareholder)

Koo Hong @ Ku Hong Hai, a Malaysian aged 77, is the substantial shareholder of our Group.

Koo Hong @ Ku Hong Hai graduated with a Bachelor of Science in Electrical Engineering from the National Taiwan University, Taiwan in June 1971. He subsequently obtained a Diploma in Electronics from the University of Wales Institute of Science and Technology, United Kingdom in July 1972.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

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He began his career with Motorola (M) Sdn Bhd, a semiconductor manufacturing company as a Process Engineer in 1973. In 1978, he relocated to the Republic of Philippines when he was transferred to Motorola's entity in the Republic of Philippines as an Engineering Manager where he was responsible for the start-up of a new semiconductor plant. He was subsequently relocated back to Malaysia when he was transferred back to Motorola (M) Sdn Bhd in 1982 as a Quality Assurance Manager where he was responsible for quality assurance activities of the semiconductor plant in Malaysia.

He left Motorola (M) Sdn Bhd in 1985 and joined Carsem (M) Sdn Bhd, a company principally involved in the business of manufacturing and testing of semiconductor devices and electronic components, until 1991 as a General Manager where he was responsible for the day-to-day operations of the semiconductor plant. After he left Carsem (M) Sdn Bhd, he pioneered the startup of Unisem (M) Sdn Bhd (now known as Unisem (M) Berhad) in 1991 which is principally involved in the manufacturing of semiconductor devices where he was then appointed as the Chief Operation Officer, Vice President and Director of Unisem (M) Sdn Bhd. In June 1997, Unisem (M) Sdn Bhd was converted into a public company and assumed the name of Unisem (M) Berhad. Unisem (M) Berhad was listed on the Main Board of Bursa Securities (now known as the Main Market of Bursa Securities) in July 1998. Koo Hong @ Ku Hong Hai retired from Unisem (M) Berhad as a Director in April 2000.

After his retirement till present, he has not taken up any employment positions but has taken up a board seat in Netval Ventures since July 2000.

He is a person connected to our Non-Independent Non-Executive Director, Ku Chia Loon as he is the father of Ku Chia Loon.

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## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

### 5.1.3 Changes in our Promoters' and substantial shareholders' shareholdings in our Company

The changes in the shareholdings of our Promoters and substantial shareholders in our Company since our incorporation are as follows:

Name	As at date of incorporation				Before our IPO				After our IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	(%)	No. of Shares	(%)	No. of Shares	<sup>(1)</sup> (%)	No. of Shares	<sup>(1)</sup> (%)	No. of Shares	<sup>(2)</sup> (%)	No. of Shares	<sup>(2)</sup> (%)
<b>Promoters and substantial shareholders</b>												
Cat Ching	-	-	-	-	172,889,216	43.22	-	-	172,889,216	34.58	-	-
See Chin Joo	1	50.00	-	-	1	*	<sup>(3)</sup> 172,889,216	43.22	<sup>(4)</sup> 300,001	0.06	<sup>(3)</sup> 172,889,216	34.58
Ooi Kok Hong	1	50.00	-	-	1	*	<sup>(3)</sup> 172,889,216	43.22	<sup>(4)</sup> 300,001	0.06	<sup>(3)</sup> 172,889,216	34.58
<b>Substantial shareholder</b>												
Koo Hong @ Ku Hong Hai	-	-	-	-	136,266,664	34.07	-	-	76,266,580	15.25	-	-

**Notes:**

\* Less than 0.01%.

(1) Based on the total number of 400,000,000 Shares after the completion of the Acquisition and before our IPO.

(2) Based on the enlarged total number of 500,000,000 Shares after our IPO.

(3) Deemed interested by virtue of his direct interest in Cat Ching pursuant to Section 8(4) of the Act.

(4) Assuming that the Directors will fully subscribe for their respective entitlements under the Pink Form Allocations.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

### 5.1.4 Promoters and/or substantial shareholders' remuneration and benefits

Save for the dividends paid or proposed to be paid to our Promoters and/or substantial shareholders and the aggregate remuneration and benefits paid and proposed to be paid for services rendered to our Group in all capacities, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus.

Further details of our dividend payment are set out in Section 12.13 of this Prospectus and further details of the remuneration and benefits paid or proposed to be paid to our Promoters and substantial shareholders are set out in Sections 5.2.5 of this Prospectus.

## 5.2 BOARD OF DIRECTORS

### 5.2.1 Our Board

Our Board comprises the following members:

<u>Name</u>	<u>Age</u>	<u>Nationality</u>	<u>Date of appointment</u>	<u>Designation</u>
Lim Chor Ghee	54	Malaysian	15 September 2023	Independent Non-Executive Chairman
See Chin Joo	52	Malaysian	23 March 2023	Executive Director
Ooi Kok Hong	52	Malaysian	23 March 2023	Executive Director
Quah Bee Fong	53	Malaysian	15 September 2023	Independent Non-Executive Director
Elaine Law Soh Ying	45	Malaysian	15 September 2023	Independent Non-Executive Director
Puar Chin Jong	53	Malaysian	15 September 2023	Independent Non-Executive Director
Ku Chia Loon	47	Malaysian	15 September 2023	Non-Independent Non-Executive Director

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## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

### 5.2.2 Profiles of our Directors

The profiles of See Chin Joo and Ooi Kok Hong are set out in Section 5.1.2 of this Prospectus. The profiles of our other Directors are as follows:

(i) **Lim Chor Ghee**  
(*Independent Non-Executive Chairman*)

Lim Chor Ghee, a Malaysian aged 54, is our Independent Non-Executive Chairman. He was appointed to our Board on 15 September 2023. He has over 20 years of experience in providing business consultancy services.

Lim Chor Ghee graduated with a Bachelor of Commerce from the University of Melbourne, Australia, in March 1993. In March 1997, he attained the status of Certified Practising Accountant from the Australian Society of Certified Practising Accountants (CPA). In April 1999, he was admitted as an Associate of the Malaysian Institute of Taxation. He is also a Chartered Accountant with the Malaysian Institute of Accountants since June 2001. Amongst his diverse academic achievements, Lim Chor Ghee has attained a Master of Business Administration from the Heriot-Watt University, United Kingdom, in February 2003. He also obtained a Master in International Studies from the University of Sydney, Australia, in August 2004.

He began his career with a tax consultancy firm, Coopers & Lybrand Taxation Services Sdn Bhd, as a Consultant from June 1993 to 1994 where he was responsible to assist clients in the preparation of tax returns. He later joined another tax consultancy firm, Price Waterhouse Tax Services Sdn Bhd, as a Senior Consultant from 1994 to 1996 where he was responsible in advisory and consultancy role focusing in tax services. Subsequently, he joined Star Cruises Administrative Services Sdn Bhd, a company principally involved in the business of investment holding, provision of ship management and administrative services, a wholly owned subsidiary of Star Cruise Limited (now known as Genting Hong Kong Limited), a holding company that operated Star Cruises, a cruise line operator, as Vice President, Legal and Corporate Affairs from April 1996 to February 2002 where he was responsible in overseeing the legal and corporate affairs of the entire Star Cruises group of companies. He then took a break from March 2002 to September 2004 during which he pursued 2 of the aforementioned Master degrees.

Upon completion of his postgraduate studies, he began his entrepreneurial journey through the formation of various business entities specialising in the provision of professional services such as audit, consultancy and management services. In October 2004, Lim Chor Ghee co-founded a trading and consultancy firm specialising in corporate consultancy, training services and cross border trade, Peligo Training Solutions Sdn Bhd (now known as Peligo Link Sdn Bhd), and in July 2007, he co-founded a management consultancy firm based in Singapore, Indochina Link Pte Ltd which primarily focuses on international trade and investment consultancy services. He is currently still active in both companies as a director and shareholder.

He assumed the role as the Executive Director with BDO Consulting Vietnam, a company based in Vietnam providing a broad range of professional service from November 2012 to April 2013, where he was responsible in the business development and client services of BDO Consulting Vietnam.



## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

In March 2014, he continued his business ventures when he co-founded a company based in Vietnam, Tricor Vietnam Co., Ltd (now known as Tricor Axcelasia Vietnam Co., Ltd) specialising in general management and consultancy services, and subsequently exited the said company when he divested his shareholdings in December 2020 and resigned as a director/legal representative in May 2023. In December 2016, he co-founded a company based in Vietnam, Tricor Services Vietnam Co., Ltd providing a broad range of professional services, and subsequently exited the said company when he divested his shareholdings in September 2020 and resigned as a director/legal representative in February 2023.

In May 2015, he co-founded IMM Group Pte Ltd, a company based in Singapore focusing on wealth management and investment migration services for clients based in Vietnam, which forms part of a group of entities under IMM Group Company Limited, a company based in Vietnam specialising in wealth management and investment migration services. He subsequently exited IMM Group Pte Ltd when he divested his shareholdings and resigned as a director in December 2022.

In addition to the above, he also served as a lecturer in multiple universities on an ad hoc basis, including when he was appointed as an Adjunct Professor in the area of Finance and Accounting at the Management and Science University, Malaysia, from February 2009 to February 2015.

In October 2023, he was appointed as a Senior Adviser of ADK Vietnam Lawyers, a law firm based in Vietnam, where he focuses on providing advice on mergers and acquisitions as well as environment, social and corporate governance (**ESG**).

He is also a director of other private limited companies, details of which are set out in Section 5.2.4 of this Prospectus.

### (ii) **Quah Bee Fong** (*Independent Non-Executive Director*)

Quah Bee Fong, a Malaysian aged 53, is our Independent Non-Executive Director. She was appointed to our Board on 15 September 2023. She has over 10 years of experience of equity research and analysis with multiple financial advisory and stockbroking firms. She has also over 13 years of experience in investment management.

She graduated with a Bachelor of Commerce from the University of Guelph, Canada, in June 1995.

Upon graduation, Quah Bee Fong began her career as a Research Analyst with a financial advisory firm, Capital Dynamics Investment Advisory Services Sdn Bhd from 1995 to 1996. She subsequently joined Yamaichi Advisory Services (M) Sdn Bhd, a company principally involved in the business of investment advisory, as a Research Analyst from 1996 to 1997. She continued to work in the research field when she joined UT Securities (M) Sdn Bhd, a company principally involved in the business of stock and share broking, as the Head of Research from 1998 to 2000. She later joined another equity and investment research firm, OCBC Research (M) Sdn Bhd from 2000 to 2003 where she expanded her equity research coverage to public listed companies beyond Malaysia into Singapore, Hong Kong and China. In 2003, she joined RHB Research Institute Sdn Bhd, a company principally involved in the business of equity research, as an Equity Analyst, where she primarily focused in equity research, analysis and valuation for private and public listed companies in Malaysia.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

She grew progressively in Khazanah Nasional Berhad, when she joined in November 2005 as a Vice President in the Investments Division and was promoted to a Director in the Investments Division in 2012, a position she held till the completion of her employment tenure with Khazanah Nasional Berhad in March 2019. Her key responsibilities as a Vice President of Khazanah Nasional Berhad include to execute, manage and monitor the investment and divestment activities of Khazanah Nasional Berhad as well as the restructuring and re-organisation of her assigned portfolio companies. As a Director in the Investments Division of Khazanah Nasional Berhad, she sat on the boards of various creative and media companies within Khazanah Nasional Berhad's portfolio companies.

She served on the board of Astro Malaysia Holdings Berhad as a Non-Independent and Non-Executive Director from April 2015 to December 2017.

Since March 2019, she was involved in various charitable organisation. In August 2022, she assumed the role as the Head of Yu Cai Foundation (a position she still holds as at the LPD), which is a charitable foundation, focusing on advancement, uplifting and benefiting the underserved communities of Malaysia and to promote the learning of vernacular languages of Malaysia.

She is also a director of other private limited companies, details of which are set out in Section 5.2.4 of this Prospectus.

**(iii) Elaine Law Soh Ying**  
*(Independent Non-Executive Director)*

Elaine Law Soh Ying, a Malaysian aged 45, is our Independent Non-Executive Director. She was appointed to our Board on 15 September 2023.

She graduated with a degree in Bachelor of Laws in Law from the University of Leicester, United Kingdom in July 2000. She then undertook the professional law course in Malaysia from September 2000 until June 2001 and later obtained the Certificate in Legal Practice from the Legal Profession Qualifying Board Malaysia in March 2002. In September 2001, she returned to the University of Leicester, United Kingdom to pursue her Master of Laws (in International Commercial Law) ("**LLM**") and completed the same in September 2002. She was awarded the degree in LLM in January 2003.

After completion of the LLM, she commenced her pupillage with Messrs Raja, Darryl & Loh, a law firm, in October 2002 and thereafter was admitted as an Advocate and Solicitor of the High Court of Malaya in September 2003. She is also a Certified Professional Coach after having completed a coach training program accredited by the International Coaching Federation with Corporate Coach Academy, Malaysia in December 2021 and currently holds an Associate Certified Coach (ACC) credentialed by the International Coaching Federation.

She then joined Messrs Zain & Co, a law firm, as a Legal Associate from September 2003 to June 2006 where she was involved in civil litigation and arbitration matters. From June 2006 to December 2006, she joined Messrs Foong & Partners, a law firm, as a Legal Associate where she was primarily involved in corporate advisory work.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

Subsequently, she joined Messrs Azman Davidson & Co, a law firm, from January 2007 to June 2021 as a Legal Associate in the corporate and commercial department. She was promoted to Senior Associate in January 2011, and was subsequently admitted as Partner in January 2012 where she was one of the partners responsible for the corporate and commercial department as well as intellectual property department of the firm. While in Messrs Azman Davidson & Co., her practice areas encompassed advising on mergers and acquisitions (M&A), joint ventures, shareholders' agreements and foreign investments into Malaysia, as well as various commercial contracts drafting. She was also involved in advising on initial public offering exercises on Bursa Securities and acting as Malaysian counsel in initial public offering exercises on the Singapore Exchange. In the intellectual property practice area, she has provided advisory work relating to intellectual property laws and assisted clients in trademark registration.

In July 2021, Elaine Law Soh Ying joined Messrs Law Kuan Yew & Co, a law firm, as a Partner where she is currently still active and is specialising in the practise areas of corporate and commercial law as well as intellectual property law, particularly on trademark advisory and registration.

In October 2020, Elaine set up a sole proprietorship business, namely Emerging Leaders Coaching & Consulting which specialises in coaching, training and consulting. In November 2022, Elaine Law Soh Ying was appointed as the Independent Non-Executive Director of KJTS Group Berhad, an investment holding company where its subsidiaries are principally involved in the business of integrated building support services.

The details of her business, partnership and other directorships are set out in Section 5.2.4 of this Prospectus.

**(iv) Puar Chin Jong**  
(*Independent Non-Executive Director*)

Puar Chin Jong, a Malaysian aged 53, is the Independent Non-Executive Director of our Group. He was appointed to our Board on 15 September 2023.

He obtained his Bachelor of Economics (Business Administration) from Universiti Malaya in 1994. In 2001, he was admitted as an Associate Member of the Chartered Institute of Management Accountants.

He began his career in 1994 in FACB Capital Sdn Bhd, a company principally involved in the business of investment holding, consultancy and money lending, a subsidiary of FACB Resorts Berhad (now known as Karambunai Corporation Berhad), a company which was listed on the Main Market of Bursa Securities until November 2019, as a Management Trainee in the Corporate Strategy & Research department and was subsequently promoted to Executive in the same department in 1995. In 1996, he was reassigned as an Executive in the Corporate Finance – Mergers & Acquisitions department and was subsequently promoted to Assistant Manager and Manager in the same department in 1997 and 1998 respectively. During his tenure with FACB Capital Sdn Bhd, he was responsible for managing financing and implementation of various mergers & acquisition exercises. Thereafter, he left FACB Capital Sdn Bhd in 1999.

In 2000, he joined Petaling Tin Berhad ("**PTB**"), a company principally involved in the business of property development, investment holdings and provision of management services, as a Senior Manager of Corporate Finance where he was responsible for overseeing end to end mergers and acquisition operations, identifying and reviewing potential deals to enhance the overall shareholders' value of PTB.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

He subsequently left PTB in 2003 and joined Alliance Merchant Bank Berhad (now known as Alliance Investment Bank Berhad) (“**AIBB**”), a company principally involved in investment banking business including Islamic banking business and the provision of related financial services, as a Senior Manager in the Corporate Finance Department in the same year. In 2007, he was promoted to Vice President in the Corporate Finance department and Senior Vice President, Head of Capital Markets – Equity Execution in 2013. During his tenure with AIBB, he led the origination, structuring and management of deals while providing corporate and financial advice on a myriad of mergers & acquisitions, fund raising and takeover exercises as well as restructuring transactions and flotation.

In 2013, he joined RHB Investment Bank Berhad (“**RHBIB**”), a company principally involved in the business of merchant banking business, dealing in securities, stock, debt and derivatives, stock-broking business and the business of brokers and dealers in futures and option contracts, as a Senior Vice President of Corporate Finance. He was involved in corporate finance advisory exercises such as mergers and acquisitions, fund raising and corporate restructuring.

In 2016, he left RHBIB and joined S P Setia Berhad, a public company listed on the Main Market of Bursa Securities which is principally involved in the business of investment holdings, where its subsidiary companies are principally involved in property development and other property related business, as the Head of Corporate Affairs, Group Corporate Finance Division. During his tenure in S P Setia Berhad, he has been tasked to oversee the corporate finance, accounting, treasury, audit and taxation as well as investor relations for S P Setia Berhad group of companies. He left S P Setia Berhad as Divisional General Manager in 2022.

He is presently a Partner at Ecore Synergy PLT where he provides business management consultancy services as well as focuses in providing guidance and knowledge-sharing opportunities to young professionals in the field of corporate finance. As at the LPD, he is the Independent Non-Executive Director of SCC Holdings Berhad, a public listed company on ACE Market of Bursa Securities and Heng Hup Holdings Limited, a company listed on the Hong Kong Stock Exchange.

He brings with him approximately 29 years of experience in corporate finance and mergers and acquisitions.

He is also a director of other private limited and public listed companies, details of which are set out in Section 5.2.4 of this Prospectus.

**(v) Ku Chia Loon**  
(*Non-Independent Non-Executive Director*)

Ku Chia Loon, a Malaysian aged 47, is our Non-Independent Non-Executive Director. He was appointed to our Board on 15 September 2023. He has over 20 years of experience as a consultant focusing in IT services and solutions area.

He graduated with a Bachelor of Engineering (Information Technology) from the University of Western Australia, Australia, in April 1999.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

Upon his graduation, he began his career with Wildridge Technologies Sdn Bhd, a company based in Kuala Lumpur, Malaysia, primarily involved in the business of providing IT services and solutions, from 1999 to December 2000, where he primarily focused in the consultation of Windows and Microsoft Exchange systems design and deployment. In January 2001, he was transferred to I.S.A Technologies Sdn Bhd (now known as ISATEC Sdn Bhd), a company principally involved in the business of provision of products and contract programming services related to IT and telecommunication facilities, pursuant to an internal restructuring of Wildridge Technologies Sdn Bhd. Subsequently, he was promoted to assume the role as the Group Manager in consulting services, where he was responsible in IT solution proposals, project management, resource management and client management, a position he held until he left ISA Technologies Sdn Bhd in April 2008.

In June 2008, he set up his own business, Impreszions Services, an IT service provider specialising in web, product and mobile design services, where he focuses in web design consulting, client management, mobile application design architecture, as well as creating virtual reality and augmented reality solution. In May 2015, he co-founded Impreszions Solutions Sdn Bhd, a company principally involved in the provision of graphical application development services specialising in 3D visualisations, augmented reality and virtual reality solutions for architectural visualisations, where he also assumed the role as the director since its incorporation and up to the LPD. He is primarily responsible for the solutioning, sales and market, and day-to-day management of the company.

He is also a director of other private limited companies, details of which are set out in Section 5.2.4 of this Prospectus.

He is the son and the board representative of Koo Hong @ Ku Hong Hai, a substantial shareholder of our Group.

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**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

**5.2.3 Shareholdings of our Directors**

The following table sets out the direct and indirect shareholdings of our Directors before and after our IPO:

Name	Before our IPO				After our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	<sup>(1)</sup> (%)	No. of Shares	<sup>(1)</sup> (%)	No. of Shares	<sup>(2)</sup> (%)	No. of Shares	<sup>(2)</sup> (%)
Lim Chor Ghee	-	-	-	-	<sup>(4)</sup> 300,000	0.06	-	-
See Chin Joo	1	*	<sup>(3)</sup> 172,889,216	43.22	<sup>(4)</sup> 300,001	0.06	<sup>(3)</sup> 172,889,216	34.58
Ooi Kok Hong	1	*	<sup>(3)</sup> 172,889,216	43.22	<sup>(4)</sup> 300,001	0.06	<sup>(3)</sup> 172,889,216	34.58
Quah Bee Fong	-	-	-	-	<sup>(4)</sup> 300,000	0.06	-	-
Elaine Law Soh Ying	-	-	-	-	<sup>(4)</sup> 300,000	0.06	-	-
Puar Chin Jong	-	-	-	-	<sup>(4)</sup> 300,000	0.06	-	-
Ku Chia Loon	-	-	-	-	<sup>(4)</sup> 300,000	0.06	-	-

**Notes:**

\* *Less than 0.01%.*

(1) *Based on the total number of 400,000,000 Shares after completion of the Acquisition and before our IPO.*

(2) *Based on the total enlarged number of 500,000,000 Shares after our IPO.*

(3) *Deemed interested by virtue of his direct interest in Cat Ching pursuant to Section 8(4) of the Act.*

(4) *Assuming that the Directors will fully subscribe for their respective entitlements under the Pink Form Allocations.*

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

**5.2.4 Principal directorships and business activities of our Directors outside our Group**

Save as disclosed below, none of our Directors have any other principal directorships and principal business activities performed outside of our Group as at the LPD (“**Present Involvement**”), and within the past 5 years up to the LPD (“**Past Involvement**”):

**(i) Lim Chor Ghee**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
<u>Present involvement</u>				
IMT Software Solutions Pte Ltd	3 October 2014	-	<ul style="list-style-type: none"> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>• Development of software and applications (except games and cybersecurity)</li> <li>• Information technology consultancy (except cybersecurity)</li> </ul>
Indochina Link Pte Ltd	26 December 2007	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 80.00%)</li> </ul>	<ul style="list-style-type: none"> <li>• Management consultancy services</li> <li>• Convention/Conference organisers</li> </ul>
Peligo Link Sdn Bhd	1 August 2006	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 51.00%)</li> </ul>	<ul style="list-style-type: none"> <li>• Provide corporate consultancy, training services and cross border trade</li> </ul>
<u>Past involvement</u>				
IMM Group Pte Ltd	26 May 2015	23 December 2022	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 20.00%)(<sup>1</sup>)</li> </ul>	<ul style="list-style-type: none"> <li>• Management consultancy services</li> </ul>

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

<b>Directorships / Shareholdings</b>	<b>Date of appointment as director / joining as partner</b>	<b>Date of resignation as director</b>	<b>Involvement / % of shareholding held</b>	<b>Principal activities</b>
Pearl Alto Resources Sdn Bhd	-	-	<ul style="list-style-type: none"> <li>Shareholder (Direct: 7.50%)<sup>(2)</sup></li> </ul>	<ul style="list-style-type: none"> <li>Business of management consultants to render business management, industrial, commercial, financial, public relations, industrial relations and human resources services</li> <li>Explore and drill for produce, buy, sell and otherwise deal</li> <li>Supplier, retailer, dealer, distributor, merchant</li> </ul>
Tricor Axcelasia Vietnam Co., Ltd.	13 March 2014	26 May 2023	<ul style="list-style-type: none"> <li>Director/Legal Representative</li> <li>Shareholder (Direct: 30.00%)<sup>(3)</sup></li> </ul>	<ul style="list-style-type: none"> <li>Professional services</li> </ul>
Tricor Services Vietnam Co. Ltd.	23 December 2016	22 February 2023	<ul style="list-style-type: none"> <li>Director/Legal Representative</li> <li>Shareholder (Direct: 28.25%)<sup>(4)</sup></li> </ul>	<ul style="list-style-type: none"> <li>Professional services</li> </ul>
TSV Services (Singapore) Pte Ltd	13 November 2014	1 April 2023	<ul style="list-style-type: none"> <li>Director</li> <li>Shareholder (Direct: 25.00%)<sup>(5)</sup></li> </ul>	<ul style="list-style-type: none"> <li>Other holding companies</li> <li>Management consultancy services</li> </ul>

**Notes:**

(1) He held 20.00% equity interest (direct) in IMM Group Pte Ltd prior to his divestment on 23 December 2022.

(2) He held 20.00% equity interest (direct) in Pearl Alto Resources Sdn Bhd prior to its dissolution on 26 November 2019.



**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

- (3) He held 30.00% equity interest (direct) in Tricor Axcelasia Vietnam Co., Ltd, prior to his divestment on 30 December 2020.
- (4) He held 28.25% equity interest (direct) in Tricor Services Vietnam Co. Ltd prior to his divestment on 21 September 2020.
- (5) He held 25.00% equity interest (direct) in TSV Services (Singapore) Pte Ltd prior to his divestment on 23 November 2020.

**(ii) See Chin Joo**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
<u>Present involvement</u>				
Arboratory Limited	18 October 2019	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Indirect: 43.22%)(<sup>1</sup>)</li> </ul>	<ul style="list-style-type: none"> <li>• Investment holding, where its subsidiaries are principally involved in software platform development and commercialisation</li> </ul>
Cat Ching	25 July 2023	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 53.05%)</li> </ul>	<ul style="list-style-type: none"> <li>• Activities of holding companies (incorporated to hold shares in Kucingko)</li> </ul>
Defyx Sdn Bhd	5 October 2010	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 53.06% ordinary shares and 53.06% preference shares)</li> </ul>	<ul style="list-style-type: none"> <li>• Investment holding. As at the LPD, it holds 43.22% direct equity interest in Arboratory Limited.</li> </ul>
See Teow Chuan Holdings Sdn Bhd	18 June 2007	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 40.00%)</li> </ul>	<ul style="list-style-type: none"> <li>• Property investment</li> <li>• Management and letting of property</li> </ul>
Tapestream Pte Ltd	7 February 2018	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Indirect: 100.00%)(<sup>2</sup>)</li> </ul>	<ul style="list-style-type: none"> <li>• Publishing of games software / applications</li> </ul>

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

<b>Directorships / Shareholdings</b>	<b>Date of appointment as director / joining as partner</b>	<b>Date of resignation as director</b>	<b>Involvement / % of shareholding held</b>	<b>Principal activities</b>
Tessereum Limited	-	-	<ul style="list-style-type: none"> <li>Shareholder (Indirect: 37.50% ordinary shares and 100.00% convertible preference shares)<sup>(3)</sup></li> </ul>	<ul style="list-style-type: none"> <li>Developer for web based and mobile based software application</li> </ul>
TSSRM Sdn Bhd	20 December 2013	-	<ul style="list-style-type: none"> <li>Director</li> <li>Shareholder (Indirect: 100.00%)<sup>(4)</sup></li> </ul>	<ul style="list-style-type: none"> <li>Business of developing software and application for the cloud, mobile and desktop, including but not limited to research and development of emerging technologies, design and development of software and programs for the cloud, enterprises and consumers</li> <li>Design and development of software and programs running on games and virtual infrastructure and consultancy services</li> </ul>

**Notes:**

- (1) *Deemed interested pursuant to Section 8(4) of the Act; held via Defyx Sdn Bhd which in turn holds 43.22% direct equity interest in Arboratory Limited.*
- (2) *Deemed interested pursuant to Section 8(4) of the Act; held via Arboratory Limited which in turn holds 100.00% direct equity interest in Tapestream Pte Ltd.*
- (3) *Deemed interested pursuant to Section 8(4) of the Act; held via Arboratory Limited which in turn holds 37.50% of the ordinary shares and 100.00% of the convertible preference shares of Tessereum Limited.*
- (4) *Deemed interested pursuant to Section 8(4) of the Act; held via Arboratory Limited which in turn holds 100.00% direct equity interest in TSSRM Sdn Bhd.*

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

**(iii) Ooi Kok Hong**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
<u>Present involvement</u>				
Arboratory Limited	18 October 2019	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Indirect: 43.22%)(<sup>1</sup>)</li> </ul>	<ul style="list-style-type: none"> <li>• Investment holding, where its subsidiaries are principally involved in software platform development and commercialisation</li> </ul>
Cat Ching	25 July 2023	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 46.95%)</li> </ul>	<ul style="list-style-type: none"> <li>• Activities of holding companies (incorporated to hold shares in Kucingko)</li> </ul>
Defyx Sdn Bhd	5 October 2010	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 46.94% ordinary shares and 46.94% preference shares)</li> </ul>	<ul style="list-style-type: none"> <li>• Investment holding. As at the LPD, it holds 43.22% direct equity interest in Arboratory Limited.</li> </ul>
Ooi Labuan Foundation	10 September 2021	-	<ul style="list-style-type: none"> <li>• Founder</li> <li>• Officer</li> </ul>	<ul style="list-style-type: none"> <li>• Investment holding. It does not hold shares in any company as at the LPD.</li> </ul>
Tapestreum Pte Ltd	7 February 2018	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Indirect: 100.00%)(<sup>2</sup>)</li> </ul>	<ul style="list-style-type: none"> <li>• Publishing of games software / applications</li> </ul>

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

<b>Directorships / Shareholdings</b>	<b>Date of appointment as director / joining as partner</b>	<b>Date of resignation as director</b>	<b>Involvement / % of shareholding held</b>	<b>Principal activities</b>
Tessereum Limited	29 January 2021	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 1.70%) (Indirect: 37.50% ordinary shares and 100.00% convertible preference shares)<sup>(3)</sup></li> </ul>	<ul style="list-style-type: none"> <li>• Developer for web based and mobile based software application</li> </ul>
TSSRM Sdn Bhd	20 December 2013	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Indirect: 100.00%)<sup>(4)</sup></li> </ul>	<ul style="list-style-type: none"> <li>• Business of developing software and application for the cloud, mobile and desktop, including but not limited to research and development of emerging technologies, design and development of software and programs for the cloud, enterprise and consumer</li> <li>• Design and development of software and programs running on games and virtual infrastructure and consultancy services</li> </ul>

**Notes:**

- (1) *Deemed interested pursuant to Section 8(4) of the Act; held via Defyx Sdn Bhd which in turn holds 43.22% direct equity interest in Arboratory Limited.*
- (2) *Deemed interested pursuant to Section 8(4) of the Act; held via Arboratory Limited which in turn holds 100.00% direct equity interest in Tapestream Pte Ltd.*
- (3) *Deemed interested pursuant to Section 8(4) of the Act; held via Arboratory Limited which in turn holds 37.50% of the ordinary shares and 100.00% of the convertible preference shares of Tessereum Limited.*
- (4) *Deemed interested pursuant to Section 8(4) of the Act; held via Arboratory Limited which in turn holds 100.00% direct equity interest in TSSRM Sdn Bhd.*

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

**(iv) Quah Bee Fong**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement/ % of shareholding held</u>	<u>Principal activities</u>
<u>Present involvement</u>				
Academy For Silent Member <sup>(1)</sup>	26 October 2020	-	• Director	• For medical research, medical studies and training
<u>Past involvement</u>				
AGT Productions Sdn Bhd	9 October 2014	21 November 2018	• Director	• To produce a television series titled 'Asia's Got Talent'
Apareiba Capital Sdn Bhd	2 June 2015	8 February 2019	• Director	• Dormant
IDM Lab Sdn Bhd	14 October 2014	28 March 2019	• Director	• Research and development of internet and media Intellectual properties
Imagica South East Asia Sdn Bhd	9 February 2014	21 November 2018	• Director	• Digital post of production services
Marco Polo Productions Asia Sdn Bhd	24 September 2013	21 November 2018	• Director	• To produce an episodic television series titled "Marco Polo"
Pulau Kapas Ventures Sdn Bhd	14 August 2014	23 October 2018	• Director	• Investment holding
The Imaginarium Studios Asia Pacific Sdn Bhd	12 November 2015	21 November 2018	• Director	• Dormant

**Note:**

(1) A public company limited by guarantee incorporated pursuant to the Act.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

**(v) Elaine Law Soh Ying**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
<u>Present involvement</u>				
Emerging Leaders Coaching & Consulting <sup>(1)</sup>	-	-	• Sole Proprietor	• Coaching, training and consulting
Law Kuan Yew & Co	1 July 2021	-	• Partner	• Law firm specialising in the areas of corporate and commercial, property and real estate
KJTS Group Berhad	21 November 2022	-	• Independent Non-Executive Director	• Activities of holding companies, where its subsidiaries are principally involved in the business of integrated building support services

**Note:**

(1) A registered business (sole proprietorship) pursuant to the Registration of Business Act 1956. It has not commenced business as at the LPD.

**(vi) Puar Chin Jong**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
<u>Present involvement</u>				
1Advisory Sdn Bhd	4 June 2020	-	• Director • Shareholder (Direct: 20.00%)	• Financial consultancy services • Business management consultancy services

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
CMGI Berhad	8 September 2023	-	<ul style="list-style-type: none"> <li>Independent Non-Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>Activities of holding companies. It does not hold shares in any company as at the LPD.</li> </ul>
Ecore Synergy PLT <sup>(1)</sup>	19 February 2021	-	<ul style="list-style-type: none"> <li>Partner</li> </ul>	<ul style="list-style-type: none"> <li>Business management consultancy services</li> <li>Activities of holding companies</li> </ul>
Heng Hup Holdings Limited	19 February 2019	-	<ul style="list-style-type: none"> <li>Independent Non-Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>Investment holding, where its subsidiaries are principally involved in trading of scrap ferrous metals, used batteries and other scraps</li> </ul>
Inter Consultancy Service PLT <sup>(2)</sup>	20 April 2022	-	<ul style="list-style-type: none"> <li>Partner</li> </ul>	<ul style="list-style-type: none"> <li>Accounting, bookkeeping, auditing activities and tax consultancy</li> <li>Business management consultancy services</li> <li>Financial consultancy services</li> <li>Investment advisory services</li> </ul>
SCC Holdings Berhad	26 May 2023	-	<ul style="list-style-type: none"> <li>Independent Non-Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>Investment holding, where its subsidiaries are principally involved in the business of sales, marketing and distribution of animal health product</li> <li>Listed on ACE Market</li> </ul>
<u>Past involvement</u>				
Homevest Sdn Bhd	1 July 2022	30 June 2023	Director	<ul style="list-style-type: none"> <li>Activities of holding companies</li> <li>Development of building projects for own operation, i.e., for renting of space in these buildings</li> <li>Buying, selling renting and operating of self-owned or leased real estate – residential buildings</li> </ul>

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director / joining as partner</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
I & P Supply Berhad	3 April 2019	11 January 2022	• Director	• Other retail sale not in stores, stalls or markets not elsewhere classified
Kesas Kenangan Sdn Bhd	15 August 2018	21 January 2022	• Director	• Property development and property investment
Setia Putrajaya Development Sdn Bhd	30 August 2018	27 January 2022	• Director	• Property development
Setia Putrajaya Sdn Bhd	30 August 2018	27 January 2022	• Director	• Property development, building construction, and investment holding

**Notes:**

(1) A limited liability partnership registered on 19 February 2021 pursuant to the Limited Liability Partnership Act 2012.

(2) A limited liability partnership registered on 20 April 2022 pursuant to the Limited Liability Partnership Act 2012. It is dormant as at the LPD as it has not commenced business activities.

**(vii) Ku Chia Loon**

<u>Directorships / Shareholdings</u>	<u>Date of appointment as director</u>	<u>Date of resignation as director</u>	<u>Involvement / % of shareholding held</u>	<u>Principal activities</u>
<u>Present involvement</u>				
Impreszions Solutions Sdn Bhd	26 May 2015	-	• Director • Shareholder (Direct: 50.00%)	• Carrying on the business of service provider for graphical application development



**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

<b>Directorships / Shareholdings</b>	<b>Date of appointment as director</b>	<b>Date of resignation as director</b>	<b>Involvement / % of shareholding held</b>	<b>Principal activities</b>
Take Care Living Services Sdn Bhd	17 June 2019	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 50.00%)</li> </ul>	<ul style="list-style-type: none"> <li>• Other social work activities without accommodation for the elderly and disabled</li> </ul>
Two Cents Incubation Sdn Bhd	13 March 2020	-	<ul style="list-style-type: none"> <li>• Director</li> <li>• Shareholder (Direct: 50.00%)</li> </ul>	<ul style="list-style-type: none"> <li>• Organisation, promotions and/or management of event</li> <li>• Market research and public opinion polling</li> <li>• Advertising</li> </ul>

Save as disclosed above and in Section 11.1 of this Prospectus, as at the LPD, none of our Directors has any interest, direct or indirect, or directorship in other businesses or corporations. Notwithstanding the above and as disclosed in Section 11.1 of this Prospectus, there are no interest, direct or indirect, or directorship in other businesses or corporations by our Directors that may give rise to a situation of conflict of interest with our Group.

The involvement of our Executive Directors in the abovementioned business activities does not require significant amount of time, and hence does not affect their ability to perform their executive roles and responsibilities as well as their contribution to our Group.

The involvement of our Independent Non-Executive Directors and Non-Independent Non-Executive Director in other businesses or corporations outside our Group is not expected to affect their ability to perform their roles and responsibilities as well as their contribution to our Group as they do not act in any executive capacity and are not involved in the day-to-day operations of our Group.

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## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

### 5.2.5 Directors' remuneration and benefits-in-kind

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid to our current Directors for services rendered to our Group for FYE 2022 and proposed to be paid for FYE 2023 are as follows:

FYE 2022 <sup>(1)</sup>	Salaries RM'000	Fees and allowances RM'000	Bonuses RM'000	Statutory contributions RM'000	Benefits- in-kind RM'000	Total RM'000
<b>Non-Independent Executive Directors</b>						
See Chin Joo	120	<sup>(2)</sup> 50	30	17	-	217
Ooi Kok Hong	132	<sup>(2)</sup> 50	33	18	-	233

**Notes:**

- (1) There were no remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid to our Non-Executive Directors in FYE 2022 in view that they were only appointed on 15 September 2023.
- (2) Amount declared but not paid as at the LPD.

FYE 2023	Salaries RM'000	Fees and allowances RM'000	Bonuses RM'000	Statutory contributions RM'000	Benefits- in-kind RM'000	Total RM'000
<b>Independent Non-Executive Chairman</b>						
Lim Chor Ghee	-	<sup>(2)</sup> 10	-	-	-	10
<b>Non-Independent Executive Directors</b>						
See Chin Joo	120	<sup>(1)</sup> 60	25	16	-	221
Ooi Kok Hong	132	<sup>(1)</sup> 60	27	18	-	237
<b>Independent Non-Executive Directors</b>						
Quah Bee Fong	-	<sup>(2)</sup> 8	-	-	-	8
Elaine Law Soh Ying	-	<sup>(2)</sup> 8	-	-	-	8
Puar Chin Jong	-	<sup>(2)</sup> 8	-	-	-	8
<b>Non-Independent Non-Executive Director</b>						
Ku Chia Loon	-	<sup>(2)</sup> 8	-	-	-	8

**Notes:**

- (1) Estimated amount.
- (2) Fees and allowances for the Non-Executive Directors are computed on a pro-rated basis, from their appointment on 15 September 2023 up to 31 December 2023.

The remuneration of our Directors, which includes salaries, fees and allowances, bonuses, as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently, be approved by our Board, subject to the provisions of our Constitution. Our Directors' fees and benefits must be further approved and endorsed by our shareholders at a general meeting.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

### 5.3 BOARD PRACTICES

#### 5.3.1 Directors' term of office

As at the LPD, the date of expiry of the current term of office for each of our Directors and the period that each of them has served in that office is as follows:

<u>Directors</u>	<u>Date of appointment</u>	<u>Date of expiry of the current term of office</u>	<u>Approximate no. of years and months in office up to the date of this Prospectus</u>
Lim Chor Ghee	15 September 2023	At the first annual general meeting	Less than 1 year
See Chin Joo	23 March 2023	At the first annual general meeting	Less than 1 year
Ooi Kok Hong	23 March 2023	At the first annual general meeting	Less than 1 year
Quah Bee Fong	15 September 2023	At the first annual general meeting	Less than 1 year
Elaine Law Soh Ying	15 September 2023	At the first annual general meeting	Less than 1 year
Puar Chin Jong	15 September 2023	At the first annual general meeting	Less than 1 year
Ku Chia Loon	15 September 2023	At the first annual general meeting	Less than 1 year

Pursuant to Clause 94 of our Constitution, any Director appointed by our Board shall hold office only until the conclusion of the next annual general meeting and shall be eligible for re-election at such meeting.

Pursuant to Clause 96 of our Constitution, at each annual general meeting of our Company, 1/3 of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to 1/3, shall retire from office provided always that all Directors including our Non-Independent Executive Director shall retire from office once at least in each 3 years as required by the Listing Requirements but shall be eligible for re-election.

A retiring Director shall retain office until the close of the meeting at which he retires. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between Directors of equal seniority, the Directors to retire shall (unless they otherwise agree among themselves) be determined from among them by lot.

Our Board acknowledges and takes cognisance of the Malaysian Code on Corporate Governance ("MCCG"), which contains best practices and guidance for listed companies to improve or enhance their corporate governance, as it forms an integral part of their business operations and culture.

As at the LPD, our Company has adopted all the relevant recommended MCCG best practices in terms of the Board composition except having a Board comprising at least 30% women directors. In this regard, our Company endeavours to comply with such recommendation within two years following our Listing.

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## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

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### 5.3.2 Audit and Risk Management Committee

The Audit and Risk Management Committee shall solely comprise of Independent Non-Executive Directors. The Audit and Risk Management Committee was constituted on 25 September 2023 by our Board with the function of assisting our Board in fulfilling its oversight responsibilities. The composition of our Audit and Risk Management Committee is set out below:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Puar Chin Jong	Chairperson	Independent Non-Executive Director
Quah Bee Fong	Member	Independent Non-Executive Director
Elaine Law Soh Ying	Member	Independent Non-Executive Director

Our Audit and Risk Management Committee has full access to both internal and external auditors who in turn have access at all times to the Chairperson of our Audit and Risk Management Committee. The key duties and responsibilities of our Audit and Risk Management Committee as stated in its terms of reference include, amongst others, the following:

(i) **Financial reporting**

Review the Group's quarterly results and year-end financial statements before submission to our Board for approval, focusing particularly on:

- (a) changes in or implementation of major accounting policy changes;
- (b) significant matters highlighted in the financial statements including the "Key Audit Matters" and significant and unusual events or transactions, and how these matters are addressed;
- (c) significant adjustments arising from the audit;
- (d) compliance with accounting standards and other legal requirements; and
- (e) the going concern assumption.

(ii) **External audit**

To conduct the following in respect of external audit: -

- (a) to consider and recommend to our Board on the appointment or re-appointment of external auditors, to consider the adequacy of experience and resources of the external auditors and determine the audit fees;
- (b) to review any letter of resignation from the external auditors and any questions of resignation or dismissal;
- (c) to annually assess the suitability, objectivity and independence of the external auditors, taking into consideration the following:
  - the competence, audit quality and resource capacity of the external auditors in relation to the audit;

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

- the Annual Transparency Report (“**ATR**”) of the external auditors, if applicable, or to engage with audit firms (for firms that are not required to issue ATR) on matters in relation to their governance and leadership structure as well as measures undertaken by the audit firm to uphold audit quality and manage risks;
  - the appropriateness of audit fees to support a quality audit;
  - the nature and extent of non-audit services rendered and the level of fees paid for such services relative to audit fees. In this connection, the Committee shall review and approve all proposed non-audit services, including proposed fees, prior to work commencement;
  - the conduct of and independence demonstrated by the external auditors throughout the audit engagement. In this connection, the Committee shall obtain written confirmation from the external auditors that they are, and have been, independent in accordance with all relevant professional and regulatory requirements; and
  - the conduct of an annual evaluation on the performance of the external auditors and undertaking follow-up measures, where necessary;
- (d) to discuss with the external auditors before the audit commences, their audit plan, the nature and scope of their audit and their co-ordination with component auditors where more than 1 audit firm is involved in the audit of our Group’s financial statements;
- (e) to review with the external auditors, their evaluation of the system of internal controls and their audit report and to report the same to our Board;
- (f) to review any significant audit findings, reservations, difficulties encountered or material weaknesses reported by the external auditors and to report the same to our Board;
- (g) to review the external auditors’ management letter and Management’s response to their suggestions for improvements;
- (h) to review whether there is a reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment; and
- (i) to discuss and review the contracts for the provision of non-audit services which can be entered into and procedures that must be followed by the external auditors. The contracts cannot be entered into should include management consulting, policy and standard operating procedures documentation, strategic decision and internal audit.

**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

**(iii) Internal audit**

To review the following in respect of internal audit: -

- (a) suitability of the candidate to be hired as in-house internal auditors, his/her jobs description and remuneration;
- (b) adequacy of scope, functions and resources of the firm of internal auditors (that was engaged to undertake the internal audit function) and that it has the necessary authority to carry out its work;
- (c) the internal audit plan, processes, the results of the internal audit assessments, investigation undertaken and ensure that appropriate actions are taken on the recommendations of the internal audit function;
- (d) the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function; and
- (e) review and approve any appointment, termination or resignation of the internal auditors.

Review with the internal auditors on the following and report the same to our Board:

- (a) the annual audit plan which is risk-based and focused on significant risk areas to ensure adequate scope and comprehensive coverage over the activities of our Group and that it has the necessary authority to carry out its work;
- (b) effectiveness of the internal audit processes as well as the adequacy of the resource requirements, competency and the budget of the internal audit function;
- (c) the internal audit report containing the internal audit findings, commentaries and recommendations and to follow-up on remedial actions;
- (d) effectiveness of the internal control systems and risk management systems and have them considered if necessary; and
- (e) internal auditors' report of deficiencies in internal control and management's response thereto.

**(iv) Review related party transactions and conflict of interest**

- (a) to review any related party transaction and conflict of interest situation that may arise within our Company or our Group including any transaction, procedure or course of conduct that raises question of management integrity and to report the same to our Board; and
- (b) to ensure that our Group has adequate procedures and processes in place to monitor and track related party transactions and to review these processes;

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**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

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(v) **Risk management and internal control**

- (a) to review the adequacy of our Group's risk management framework and assess the resources and knowledge of the management and employee involved in the risk management process;
- (b) to review the effectiveness of internal control systems deployed by the Management to address those risks;
- (c) to review and recommend corrective measures undertaken to remedy failings and/or weaknesses;
- (d) to review and further monitor principal risks that may affect our Group directly or indirectly that if deemed necessary, recommend additional course of action to mitigate such risks;
- (e) to communicate and monitor the risk assessment results to our Board; and
- (f) to highlight actual and potential impact of any failing or weakness, particularly those related to financial performance or conditions affecting our Group.

(vi) **Sustainability reporting**

To provide oversight of sustainability reporting by ensuring the effective identification, management and reporting of material sustainability matters (i.e. risks and opportunities) affecting the economic, environmental and social aspects of our Group's businesses towards achievement of sustainability goals across our Group.

(vii) **Other matters**

- (a) to provide oversight of anti-bribery management of our Group.
- (b) to oversee the implementation of the whistleblowing policy and procedures of our Group.
- (c) to verify the allocation of share options and grant of shares pursuant to the share issuance scheme to ensure in compliance with the allocation criteria under the share issuance scheme, at the end of each financial year.
- (d) to assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies.
- (e) to review the Annual Statement on Risk Management and Internal Control, Audit and Risk Management Committee Report, Corporate Governance Overview Statement and Corporate Governance Report to be published in the Annual Report.
- (f) to carry out any other function that may be mutually agreed upon by the Committee and our Board.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

### 5.3.3 Remuneration Committee

The Remuneration Committee was constituted on 25 September 2023 by our Board. The composition of our Remuneration Committee is set out below:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Quah Bee Fong	Chairperson	Independent Non-Executive Director
Puar Chin Jong	Member	Independent Non-Executive Director
Elaine Law Soh Ying	Member	Independent Non-Executive Director

The key duties and responsibilities of our Remuneration Committee as stated in its terms of reference include, amongst others, the following:

- (a) to determine and recommend to our Board the general remuneration policy for Executive Directors, Non-Executive Directors and key senior management;
- (b) to review and recommend to our Board in relation to the remuneration structures of the Executive Directors, Non-Executive Directors and key senior management;
- (c) to review and recommend the fee and benefits payable to the Non-Executive Directors to our Board taking into consideration each Director's contribution, the level of expertise, commitment and responsibilities undertaken;
- (d) to ensure that the remuneration package of Executive Directors commensurate with skills and responsibility of the director concerned and is sufficient to attract and retain Directors needed to run our Company successfully;
- (e) to review the policies and procedures of the remuneration framework periodically; and
- (f) to carry out any other function that may be mutually agreed upon by the Committee and our Board.

### 5.3.4 Nomination Committee

The Nomination Committee was constituted on 25 September 2023 by our Board. The composition of our Nomination Committee is set out below:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Elaine Law Soh Ying	Chairperson	Independent Non-Executive Director
Quah Bee Fong	Member	Independent Non-Executive Director
Puar Chin Jong	Member	Independent Non-Executive Director

The key duties and responsibilities of our Nomination Committee as stated in its terms of reference include, amongst others, the following:

- (a) to assess and recommend to our Board, candidates for any directorships. In making its recommendations, the Committee should consider the following attributes of the candidates or factors:
  - (i) technical competency, skills, knowledge, expertise and experience;



**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

- (ii) strong sense of professionalism;
  - (iii) background, character, integrity and competence;
  - (iv) contribution and performance;
  - (v) other commitments and time available to contribute inputs to our Board;
  - (vi) in the case of candidates for the position of Independent Non-Executive Directors, the Committee should evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors; and
  - (vii) boardroom diversity.
- (b) to review annually the overall structure, size and composition of our Board, which including the required mix of skills, knowledge, experience, diversity and core competencies which Non-Executive and Executive Directors should bring to our Board.
  - (c) to formulate, maintain and review the re-appointment and re-election process of Directors having due regard to their performance and ability to continue contributing to our Board with their knowledge, skills and experience as and when required.
  - (d) to formulate the "Fit and Proper Policy" and to ensure that all Directors fulfil the fit and proper criteria and for conducting assessments of the fitness and properness of candidates to be appointed onto our Board, including Directors who are seeking for re-election.
  - (e) to prepare and review the report of the Committee in accordance with Rule 15.08A of the Listing Requirements.
  - (f) to recommend to our Board the nominees to fill the seats on the committees of our Board.
  - (g) to review Board succession plans and make recommendations to our Board on succession planning policy.
  - (h) to lead the succession planning and appointment of board members, including the Chairman of our Board and Executive Directors.
  - (i) to review the training needs/programs for our Board and facilitate our Board induction and training programs.
  - (j) to review annually, the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and members have carried out their duties in accordance with the terms of reference of the Audit and Risk Management Committee.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

- (k) to implement annual assessment on the effectiveness and performance of our Board as a whole, the committees of our Board, as well as the contribution/performance, character, experience, integrity, competence and time to effectively discharge his/her role as a Director, including non-executive Directors and executive Directors. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented together with the criteria used for such assessment.
- (l) to develop the criteria to assess independence and to assess on an annual basis, the independence of the Independent Non-Executive Directors and recommend the same to our Board.
- (m) to recommend and, where applicable, to provide justifications to our Board for its recommendation, on whether annual shareholders' approval should be sought to on the retention of its Independent Non-Executive Directors whose terms have exceeded nine (9) years' tenure for continuance in the office.
- (n) to recommend the re-election of Directors who retired by rotation pursuant to our Company's Constitution.
- (o) to establish a policy formalising its approach to boardroom diversity.
- (p) to act in line with the directions of our Board.
- (q) to review with the Executive Directors, their goals and objectives and to assess their performance against these objectives as well as their contribution to the corporate strategy.
- (r) to ensure that the composition of our Board is refreshed periodically. The tenure of each director should be reviewed by the Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to our Board.
- (s) To consider and examine such other matters as the Committee considers appropriate including the activities of the Committee in the discharge of its duties for the financial year.

### 5.4 KEY SENIOR MANAGEMENT

#### 5.4.1 Key senior management team

The composition of our key senior management team is set out below:

<u>Name</u>	<u>Age</u>	<u>Nationality</u>	<u>Designation / Function</u>
See Chin Joo	52	Malaysian	Executive Director
Ooi Kok Hong	52	Malaysian	Executive Director
Leong Mei Cian	34	Malaysian	Head of Planning
Mohd Faizal Bin Mohd Wazir	39	Malaysian	Head of Animation

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## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (*CONT'D*)

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### 5.4.2 Profiles of our key senior management

The profiles of our key senior management are as follows:

(i) **See Chin Joo**  
(*Executive Director*)

See Chin Joo is responsible for providing management guidance and strategic advice to the key management and personnel of our Group. He is also the key personnel overseeing the following portfolio of our Group:

- (a) finance, which he is responsible for managing the finance matters and reporting of our Group;
- (b) sales and marketing, which he is responsible for developing sales and marketing strategies for our Group, identifying new business opportunities, and maintaining strong customer relationships; and
- (c) human resources processing, which he is responsible for overseeing payroll processing and administration, human resources record management and employees' benefits administration.

For further details on See Chin Joo, please refer to Section 5.1.2 of this Prospectus.

(ii) **Ooi Kok Hong**  
(*Executive Director*)

Ooi Kok Hong is responsible for providing strategic guidance and direction to the operations of our Group, in which he is the key personnel overseeing the following portfolio of our Group:

- (a) animation production, which he is responsible for leading and managing the animation production team, driving technology adoption in animation production, resource planning and talent acquisition.

He is also supported by the other key senior management of our Group in animation production, being Leong Mei Cian (Head of Planning) and Mohd Faizal Bin Mohd Wazir (Head of Animation), details of which are set out below; and

- (b) technology department, which he is responsible for leading the technology team of our Group, identifying emerging technologies and implementation within the animation production pipeline and overseeing the information technology infrastructure management.

For further details on Ooi Kok Hong, please refer to Section 5.1.2 of this Prospectus.

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**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

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**(i) Leong Mei Cian**  
*(Head of Planning)*

Leong Mei Cian, a Malaysian aged 34, is the Head of Planning of our Group and she reports to Ooi Kok Hong, our Executive Director. She has over 10 years of experience in 2D animation production. Her main responsibilities as Head of Planning include production scheduling, resource planning and allocation, production management and monitoring, talent acquisition, as well as overseeing and managing the planning activities of the animation productions and projects of Inspidea in the Planning Department.

Leong Mei Cian graduated with a Bachelor of Communication (Honours) Broadcasting from the Universiti Tunku Abdul Rahman, Malaysia, in February 2013.

She began her career with cCube TV Sdn Bhd, a company principally involved in the business of TV production, musical industries and general merchant, as a Video Editor from March 2013 to April 2014 where she was involved in video editing and motion graphics creation.

In June 2014, she joined Inspidea as a Production Co-ordinator where she was responsible to plan, organise and manage the overall production scheduling and workflow for each project team within the animation department. In September 2014, she was promoted to the role of Assistant Manager where she was given more responsibilities as she handled larger projects and managed a team of Production Co-ordinators. She was then promoted to Planning Supervisor in January 2016 where she was given the responsibility to manage a larger team of Production Co-ordinators. She was subsequently promoted to the current role of Head of Planning in January 2020 to lead the Planning Department.

**(ii) Mohd Faizal Bin Mohd Wazir**  
*(Head of Animation)*

Mohd Faizal Bin Mohd Wazir, a Malaysian aged 39, is the Head of Animation of our Group and he reports to Ooi Kok Hong, our Executive Director. As the Head of Animation, he is responsible in overseeing the animation direction, providing creative supervision for the animation production, quality management, as well as training and coaching talent in the Animation Department. He has over 14 years of experience in 2D animation production.

He graduated with a Bachelor of Multimedia Communication with Honours from Open University Malaysia, Malaysia, in May 2013.

He began his career in animation production industry whilst still pursuing his bachelor's degree in Multimedia Communication from Open University Malaysia, where he first received the offer to join Inspidea as a Junior Animator in November 2009.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

In November 2010, he was promoted to the role of Assistant Clean Up Checker where he was responsible to assist the Lead Clean Up Checker in maintaining the quality of the ink and paint process and to guide the clean-up artists to ensure that the animations met client's specifications for each project. In November 2011, he was promoted to the role of Animator, where he was responsible for the creation and production of various animation projects. In November 2012, he was promoted to Team Lead where he was given the responsibility to lead a team of 10 animators and is responsible to provide leadership and guidance to his team members alongside with his animation role. Subsequently, in November 2014, he assumed the role of Animation Checker and Supervisor, where he was given greater responsibility in overseeing several projects to ensure the quality of each project, managing the team leaders as well as liaising with clients to ensure successful delivery of each project.

In September 2012, he decided to complete his deferred final year project to complete his bachelor's degree with Open University Malaysia, while still maintaining full-time employment with Inspidea. He subsequently graduated with a Bachelor of Multimedia Communication with Honours from Open University Malaysia, in May 2013.

Mohd Faizal Bin Mohd Wazir was promoted to his current role as the Head of Animation of our Group in January 2020.

### 5.4.3 Shareholdings of our key senior management

The direct and indirect shareholdings of See Chin Joo and Ooi Kok Hong before and after our IPO are set out in Section 5.2.3 of this Prospectus.

The following table sets out the direct and indirect shareholdings of our other key senior management (assuming full subscription of Pink Form Allocations reserved for our eligible employees):

Name	Before our IPO				After our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)(%)	No. of Shares	(1)(%)	No. of Shares	(2)(%)	No. of Shares	(2)(%)
Leong Mei Cian	-	-	-	-	<sup>(3)</sup> 400,000	0.08	-	-
Mohd Faizal Bin Mohd Wazir	-	-	-	-	<sup>(3)</sup> 400,000	0.08	-	-

#### Notes:

- (1) Based on the total number of 400,000,000 Shares after completion of the Acquisition and before our IPO.
- (2) Based on the enlarged total number of 500,000,000 Shares after our IPO.
- (3) Assuming that the key senior management will fully subscribe for their respective entitlements under the Pink Form Allocations.

## 5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)

### 5.4.4 Principal directorship of our key senior management and principal business activities performed outside of our Group

Save as disclosed in Section 5.2.4 of this Prospectus, none of our key senior management is involved in any other principal business activities outside our Group as at the LPD.

Save as disclosed in Section 11.1 of this Prospectus, the involvement of our key senior management in those business activities outside our Group does not give rise to any conflict of interest situation with our business.

### 5.4.5 Key senior management's remuneration and benefits-in-kind

The aggregate remuneration and material benefits-in-kind paid to See Chin Joo and Ooi Kok Hong for FYE 2022 and proposed to be paid for FYE 2023 are set out in Section 5.2.5 of this Prospectus.

The aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid (in bands of RM50,000) to our other key senior management for services rendered in all capacities to our Group for FYE 2022 and proposed to be paid for FYE 2023 are as follows:

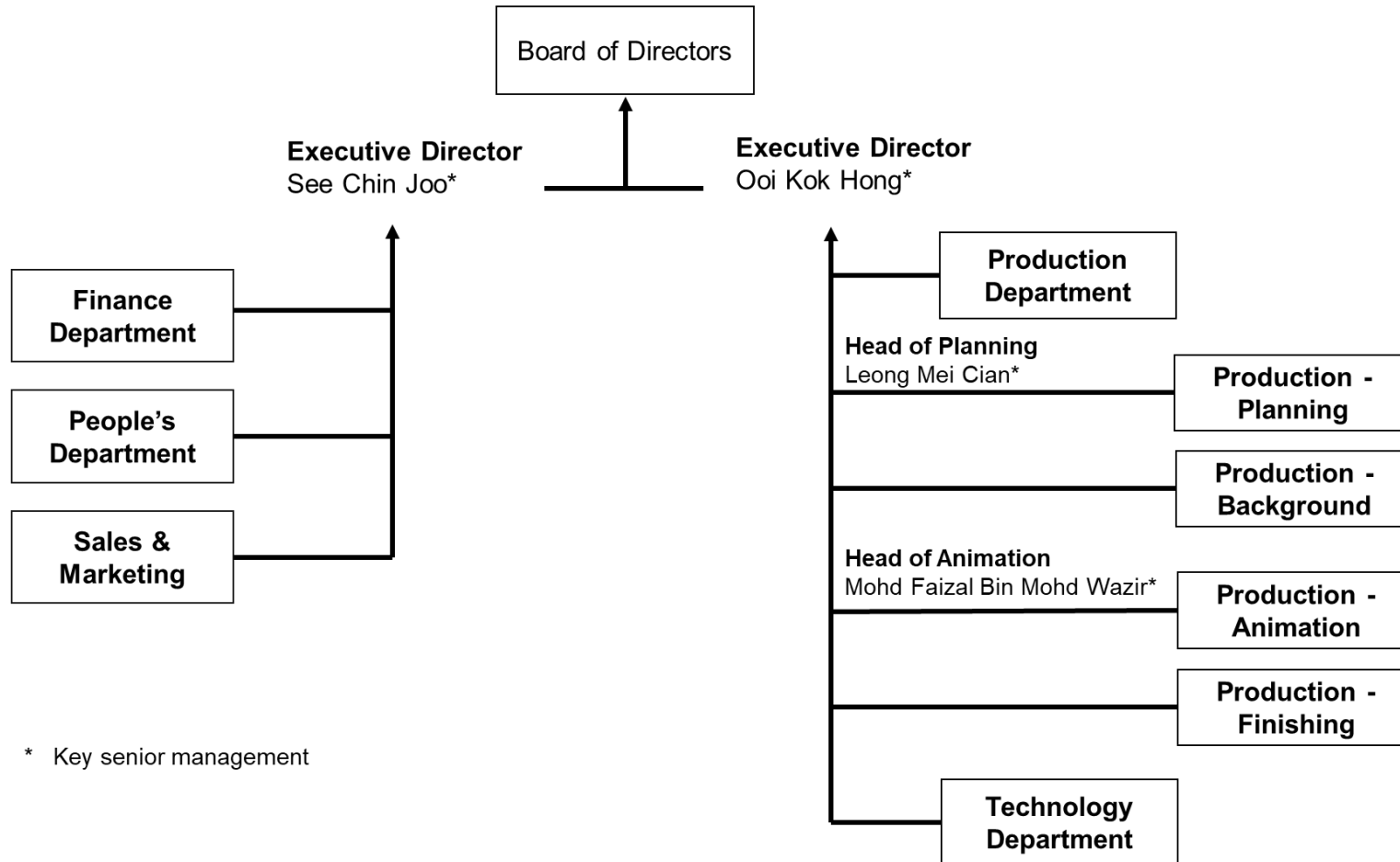
Name	Remuneration band	
	FYE 2022 (RM'000)	FYE 2023 (RM'000)
Leong Mei Cian	100 to 150	100 to 150
Mohd Faizal Bin Mohd Wazir	100 to 150	100 to 150

The remuneration of our key senior management, which includes salaries, fees and allowances, bonuses, as well as other benefits, shall be considered and recommended by our Remuneration Committee and subsequently, be approved by our Board, subject to the provisions of our board charter.

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**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

**5.5 MANAGEMENT REPORTING STRUCTURE**



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## **5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

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### **5.6 DECLARATION BY OUR PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT**

As at the LPD, none of our Promoters, Directors and key senior management is or has been involved in any of the following events (whether in or outside Malaysia):

- (i) in the last 10 years, a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he/she was a partner or any corporation of which he/she was a director or member of key senior management;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) in the last 10 years, charged or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) in the last 10 years, any judgement was entered against such person, or finding of fault, misrepresentation, dishonesty, incompetence or malpractice on his/her part, involving a breach of any law or regulatory requirement that relates to the capital market;
- (v) in the last 10 years, such person was the subject of any civil proceeding, involving an allegation of fraud, misrepresentation, dishonesty, incompetence or malpractice on his/her part that relates to the capital market;
- (vi) was the subject of any order, judgement or ruling of any court, government, or regulatory authority or body temporarily enjoining him/her from engaging in any type of business practice or activity;
- (vii) in the last 10 years, such person has been reprimanded or issued any warning by any regulatory authority, securities or derivatives exchange, professional body or government agency; and
- (viii) has any unsatisfied judgement against such person.

### **5.7 FAMILY RELATIONSHIPS AND ASSOCIATIONS**

Save for Ku Chia Loon, our Non-Independent Non-Executive Director which is the son of our substantial shareholder, Koo Hong @ Ku Hong Hai, there is no family relationship and/or association between any of our Promoters, substantial shareholders, Directors and key senior management.

### **5.8 SERVICE AGREEMENTS**

As at the LPD, there are no existing or proposed service agreements entered into or to be entered into between our Company with any Directors, or between any companies within our Group with any member of our key senior management.



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**5. INFORMATION ON OUR PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT (CONT'D)**

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**5.9 MANAGEMENT SUCCESSION PLAN**

Our future success also depends on our ability to attract and retain skilled personnel. Our strategies to retain our key senior management and attract new personnel include, amongst others, succession planning and promotion opportunities, attractive remuneration packages and training activities.

Our succession plan consists of:

- (i) selection and recruitment: identifying key competencies and requirements for managerial and key senior positions for succession planning; and identifying potential successor's readiness to facilitate skills transfer so as to ensure smooth running and continuity of the operations of our Group;
- (ii) attractive remuneration packages and employee benefits;
- (iii) career planning and development: our senior management trains the lower and middle management staff to gradually assume more responsibilities; and
- (iv) continuous training and education: our middle management actively participate in discussions and decision-making in various operations of our Group. Such active participation will ensure better understanding of our operations and enable the personnel to equip themselves with the necessary knowledge and skills to succeed in senior management roles.

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