

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL**

**5.1 PROMOTERS AND SUBSTANTIAL SHAREHOLDERS**

**5.1.1 Promoters' and substantial shareholders' shareholdings**

The shareholdings of our Promoters and substantial shareholders in our Company before and after our IPO are set out below:

Name	Nationality	Before IPO				After 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>
Goh Chye Hin	Malaysian	164,569,789	59.55	10,000,000 <sup>(3)</sup>	3.62	164,569,789	44.50	10,000,000 <sup>(3)</sup>	2.70
Kee Hui Lang	Malaysian	27,774,611	10.05	10,000,000 <sup>(3)</sup>	3.62	27,774,611	7.51	10,000,000 <sup>(3)</sup>	2.70

**Notes:**

(1) Based on the total number of 276,350,420 Shares before our IPO.

(2) Based on our enlarged total number of 369,850,420 Shares after our IPO.

(3) Deemed interested by virtue of the direct shareholding of their children, Goh Sim Yee (5,000,000 Shares) and Goh Ji Syuan (5,000,000 Shares) pursuant to Section 59(11)(c) of the Act.

Our Promoters and substantial shareholders do not have different voting rights from the other shareholders of our Company as all our Shares before and after our IPO are of the same class.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (*Cont'd*)

### 5.1.2 Profiles of our Promoters and substantial shareholders

The profiles of our Promoters and substantial shareholders are set out below:

(a) **Goh Chye Hin**

*Promoter, substantial shareholder and Managing Director*

Goh Chye Hin, a Malaysian, age 63, is our Promoter, substantial shareholder and Managing Director. He was appointed to our Board on 13 May 2019. He is responsible for spearheading and overseeing our Group's overall operations as well as formulating and implementing new business strategies.

He completed his secondary education in Sekolah Menengah Jenis Kebangsaan Chung Ling Pulau Pinang in 1978. From 1979 to 1980, he attended the Advanced Level pre-university programme at Han Chiang High School. However, he opted not to continue pursuing the programme as he decided to set up Global Company, a business partnership involved in the trading of sundries with his partners in 1980.

In 1982, he joined Juan Kuang Electrical Works as a Sales Representative where he was responsible for promoting and selling electronic products. He later joined Seamaster Paint (Malaysia) Sdn Bhd in 1983 as their Sales Executive and was responsible for formulating marketing strategies and business development plans.

He left Seamaster Paint (Malaysia) Sdn Bhd in 1990 to embark on his entrepreneurial journey by co-founding United Trading, a business that is involved in the trading of paints and tools, in the same year. He later co-founded UT Holdings in 1992 with our Non-Independent Executive Director, Kee Hui Lang, a company which was previously involved in the sale and distribution of paints, coating materials and hardware. Pursuant to the incorporation of UT Holdings, United Trading was terminated in 1992. UT Holdings has ceased its sale and distribution operations in January 2023 and is only involved in property investment.

In 1999, he co-founded Colourland Paints Sdn Bhd, a paint manufacturing company, with Kee Hui Lang, Wong Chee Keen and Wong Chee Leong. In addition, in 2000, he also co-founded Colourland Paints (Marketing) Sdn Bhd (now known as Akzo Nobel Paints Marketing Sdn Bhd) ("**Colourland Marketing**") with Wong Chee Leong, Loh Boon Leong and Tan Chin Keong (collectively, Colourland Paints Sdn Bhd and Colourland Paints (Marketing) Sdn Bhd are hereinafter referred to as the "**Colourland Companies**"). Save for Kee Hui Lang, the other co-founders of the Colourland Companies are non-related parties of Goh Chye Hin. He took on the role as Managing Director of the Colourland Companies and played vital roles in overseeing their operations as well as the setting of business strategies.

In 2009, he took on the role as Managing Director of Colourland Paints Holdings Bhd. He later resigned as Managing Director of Colourland Paints Holdings Bhd and the Colourland Companies in 2012 due to the differences in views of the Colourland Companies' future direction with the other shareholders. He disposed of his entire shareholdings in the Colourland Companies (41.91% in both Colourland Companies) to his business partners in the same year, with no conditions attached such as non-competition clause or restriction to enter into similar business to the said disposal of interest in the Colourland Companies.

After leaving the Colourland Companies in 2012, in the same year, he co-founded Smart Paint (Selangor) with our Non-Independent Executive Director, Kee Hui Lang, and our other subsidiaries, Smart Paints (M) and Smart Paints (Sabah) in 2013. In 2013, he also co-founded Smart Paint Manufacturing with his cousin, Goh Bee Sim, and had assumed the position of Managing Director in these companies since. He has been instrumental in leading and growing the business of our Group.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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Goh Chye Hin is the spouse of Kee Hui Lang, our Non-Independent Executive Director.

Further details of his directorships in other companies are as set out in Section 5.2.3 of this Prospectus.

**(b) Kee Hui Lang**

*Promoter, substantial shareholder and Non-Independent Executive Director*

Kee Hui Lang, a Malaysian, age 61, is our Promoter, substantial shareholder and Non-Independent Executive Director. She was appointed to our Board on 13 May 2019. She is mainly responsible for the management of the supply chain, warehouse, products' pricing and customer service.

She completed her secondary education in Sekolah Menengah Sultanah Engku Tun Aminah in 1980. Thereupon, she commenced her career as a General Clerk with Dragon & Phoenix Sdn Bhd, a company involved in the manufacturing and export of cloth, before leaving as their Supervisor in 1990. During her tenure there, she was responsible for overseeing a team involved in the measurement and trimming of cloth.

She subsequently joined United Trading in 1990 as an Executive before leaving in 1992 to co-found UT Holdings with Goh Chye Hin, a company previously involved in the sale and distribution of paints, coating material and hardware.

In 1999, she co-founded Colourland Paints Sdn Bhd with Goh Chye Hin and non-related parties, namely Wong Chee Keen and Wong Chee Leong and she was appointed as a director of the company. However, as she was not involved in the day-to-day operations of Colourland Paints Sdn Bhd and did not hold any executive roles, she later resigned as director of the company in the same year. In 2002, she disposed of her entire shareholdings in Colourland Paints Sdn Bhd to Goh Chye Hin.

In 2012, together with our Managing Director, Goh Chye Hin, she co-founded Smart Paint (Selangor) and our subsidiaries, Smart Paints (M) and Smart Paints (Sabah) in 2013. Since then, she assumed the role as our Non-Independent Executive Director.

She is the spouse of Goh Chye Hin, our Managing Director.

Further details of her directorships in other companies are as set out in Section 5.2.3 of this Prospectus.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**5.1.3 Changes in the Promoters' and substantial shareholders' shareholdings for the past 3 years**

Save as disclosed below, there has been no change in our Promoters and substantial shareholders' respective shareholdings in our Company for the past 3 years prior to the LPD and after our IPO:

Promoters / Substantial Shareholders	As at 31 December 2020				As at 31 December 2021				As at 31 December 2022			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
Goh Chye Hin	29,749,871	58.45	2,000,000 <sup>(5)</sup>	3.93	29,749,871	58.45	2,000,000 <sup>(5)</sup>	3.93	30,499,887	59.93	2,000,000 <sup>(5)</sup>	3.93
Kee Hui Lang	5,000,045	9.82	2,000,000 <sup>(5)</sup>	3.93	5,000,045	9.82	2,000,000 <sup>(5)</sup>	3.93	5,000,045	9.82	2,000,000 <sup>(5)</sup>	3.93

Promoters / Substantial Shareholders	After the Share Split				After the Acquisitions and as at the LPD				After our IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(3)</sup>	No. of Shares	% <sup>(3)</sup>	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(4)</sup>
Goh Chye Hin	151,499,435	59.53	10,000,000 <sup>(6)</sup>	3.93	164,569,789	59.55	10,000,000 <sup>(6)</sup>	3.62	164,569,789	44.50	10,000,000 <sup>(6)</sup>	2.70
Kee Hui Lang	25,000,225	9.82	10,000,000 <sup>(6)</sup>	3.93	27,774,611	10.05	10,000,000 <sup>(6)</sup>	3.62	27,774,611	7.51	10,000,000 <sup>(6)</sup>	2.70

**Notes:**

- (1) Based on the total number of 50,900,002 Shares.
- (2) Based on the total number of 254,500,010 Shares pursuant to the Share Split which was completed on 12 May 2023.
- (3) Based on the total number of 276,350,420 Shares after the Acquisitions and as at the LPD.
- (4) Based on our enlarged total number of 369,850,420 Shares after our IPO.
- (5) Deemed interested by virtue of the direct shareholding of their children, Goh Sim Yee (1,000,000 Shares) and Goh Ji Syuan (1,000,000 Shares) pursuant to Section 59(1)(c) of the Act.
- (6) Deemed interested by virtue of the direct shareholding of their children, Goh Sim Yee (5,000,000 Shares) and Goh Ji Syuan (5,000,000 Shares) pursuant to Section 59(1)(c) of the Act.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**5.1.4 Persons exercising control over the corporation**

Save for our Promoters and substantial shareholders, there is no other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company. As at the LPD, there is also no arrangement between our Company and our shareholders with any third party, which may, at a subsequent date, result in a change in control of our Company.

**5.1.5 Benefits paid or intended to be paid or given to our Promoters or substantial shareholders**

Save for the following, there is no amount and benefit that has been or is intended to be paid or given to our Promoters and substantial shareholders within the 2 years preceding the date of this Prospectus:

- (a) dividends paid or to be paid to our Promoters and substantial shareholders as detailed below:

Promoters and substantial shareholders	Dividends paid	
	FYE 2021	FYE 2022
	RM'000	RM'000
Goh Chye Hin	389	210
Kee Hui Lang	75	41

- (b) issuance of our Shares as consideration pursuant to the Acquisitions as set out in Section 6.1.2 of this Prospectus; and
- (c) aggregate remuneration and benefits paid and proposed to be paid for services rendered to our Group in all capacities as set out in Section 5.2.4 of this Prospectus.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**5.2 DIRECTORS**

**5.2.1 Directors' shareholdings**

The shareholdings of our Directors in our Company before and after our IPO assuming that our Directors will fully subscribe for their respective entitlements under the Pink Form Allocations as set out in Section 4.3.1 of this Prospectus are set out below:

Name	Designation / Nationality	Before IPO				After 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>
Yau Yin Wee	Independent Non-Executive Chairman / Malaysian	-	-	-	-	200,000	0.05	-	-
Goh Chye Hin	Managing Director / Malaysian	164,569,789	59.55	10,000,000 <sup>(3)</sup>	3.62	164,569,789	44.50	10,000,000 <sup>(3)</sup>	2.70
Kee Hui Lang	Non-Independent Executive Director / Malaysian	27,774,611	10.05	10,000,000 <sup>(3)</sup>	3.62	27,774,611	7.51	10,000,000 <sup>(3)</sup>	2.70
Lim Kok Beng	Non-Independent Executive Director , Chief Operating Officer / Malaysian	9,160,059	3.31	-	-	9,360,059	2.53	-	-
Yap Yung Chien	Independent Non-Executive Director / Malaysian	-	-	-	-	200,000	0.05	-	-
Ang Hock Seng	Independent Non-Executive Director / Malaysian	-	-	-	-	200,000	0.05	-	-
Tan Suat Hoon	Independent Non-Executive Director / Malaysian	-	-	-	-	200,000	0.05	-	-

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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**Notes:**

- (1) *Based on the total number of 276,350,420 Shares before our IPO.*
- (2) *Based on our enlarged total number of 369,850,420 Shares after our IPO.*
- (3) *Deemed interested by virtue of the direct shareholding of their children, Goh Sim Yee (5,000,000 Shares) and Goh Ji Syuan (5,000,000 Shares) pursuant to Section 59(11)(c) of the Act.*

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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**5.2.2 Profiles of Directors**

Save for the profile of Goh Chye Hin and Kee Hui Lang, which have been disclosed in Section 5.1.2 of this Prospectus, the profiles of our Directors are as follows:

**(a) Yau Yin Wee**

*Independent Non-Executive Chairman*

Yau Yin Wee, a Malaysian, age 66, is our Independent Non-Executive Chairman. He was appointed to our Board on 17 April 2023.

He obtained his Bachelor of Science in Business Administration majoring in Finance from the University of South Alabama, United States of America in 1983.

Upon returning to Malaysia, he joined Hong Leong Finance Berhad in 1983 as their Marketing and Credit Executive, where he was responsible for the marketing of business and retail loans. In 1987, he was promoted to the position of Branch Manager where his responsibilities expanded to overseeing the business operations of the branch.

He was re-designated to the position of Hire Purchase Centre Manager in 1991 to spearhead the bank's automobile business in Perak by initiating new business concepts, as well as setting up a dedicated team of Marketing and Credit Managers and Officers. In 1996, he was promoted to the position of Corporate and Commercial Manager (Senior Manager).

He left to join AmBank Group in 2005 as their Senior Manager and was subsequently redesignated to Associate Director of the Corporate and Institutional Banking in 2010 where he was involved in marketing and development for corporate advisory and business loans. During his tenure there, he also assisted various clients with their initial public offering processes on both Malaysia's and Singapore's stock exchanges before leaving in 2014.

In 2015, he joined Hong Leong Bank Berhad as the General Manager, Retail Community Business. He was later appointed as the Senior Regional Head (Southern Region) in 2015, a position he held until his retirement in 2021.

He served as a Committee Member of the Institute of Bankers Malaysia (now known as Asian Institute of Chartered Bankers) from 2001 to 2014 and Chairman of the Association of Finance Companies Malaysia (Johor Regional Committee) from 2000 to 2006.

He was appointed as the Independent Non-Executive Director of I REIT Managers Sdn Bhd, Cape EMS Berhad and Axteria Group Berhad on 1 April 2022, 5 May 2022 and 13 March 2023, respectively, roles which he continues to assume.

He has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

Further details of his directorships in other companies are as set out in Section 5.2.3 of this Prospectus.

**(b) Lim Kok Beng**

*Non-Independent Executive Director / Chief Operating Officer.*

Lim Kok Beng, a Malaysian, age 63, is our Non-Independent Executive Director and Chief Operating Officer. He was appointed to our Board on 23 February 2023. He is responsible for managing and enhancing the operational efficiencies of our Group.



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

He obtained his Certificate in Technology (Materials Engineering) from Kolej Tunku Abdul Rahman, Kuala Lumpur in 1982.

He commenced his career as Quality Control Supervisor with Motorola in 1982 and was responsible for product quality improvement. He later left to join Intel (Malaysia) Sdn Bhd in 1983 as Process Engineering Technical Specialist before leaving in 1990 as their Senior Technical Specialist. During his tenure here, he was involved in sustaining and improving the manufacturing processes in the company.

He subsequently joined Acer Technologies Sdn Bhd as a Process Technology Engineer in 1990 and was promoted to the position of Senior Product Mechanical Engineer in 1992. As the Senior Product Mechanical Engineer, he was involved in developing manufacturing technology for monitors.

During his employment with Acer Technologies Sdn Bhd, he also obtained his Diploma of Marketing from Marketing Confederation Australia Limited in 1992 and his Master of Business Administration from Herriot-Watt University in 1995. In 1994, he also became a member of the Chartered Institute of Marketing.

In 1995, he left Acer Technologies Sdn Bhd to join Eng Technology Sdn Bhd in the role of General Manager where he was responsible for overseeing the company's manufacturing processes. After leaving Eng Technology Sdn Bhd in 2001, he joined Mega Precision Engineering Sdn Bhd, a company involved in the production of machinery precision engineering parts as their Business Development Manager. In 2012, he left Mega Precision Engineering Sdn Bhd and joined Synergy Manufacturing Works Sdn Bhd as their Business Director and was responsible for business development as well as maintaining customer relationships.

In 2016, he left Synergy Manufacturing Works Sdn Bhd to join our Group as our Chief Operating Officer, a role he currently assumes.

He has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

Further details of his directorships in other companies are as set out in Section 5.2.3 of this Prospectus.

**(c) Ang Hock Seng**  
*Independent Non-Executive Director*

Ang Hock Seng, a Malaysian, age 61, was appointed as our Independent Non-Executive Director on 8 June 2023. He is also the Chairman of our Remuneration Committee and a member of our Nomination Committee and Audit and Risk Management Committee.

He obtained his Bachelor of Science in Geology from the National University of Malaysia in 1986.

He commenced his career in 1986 as a Sales Representative of Kimia Tanah Air (Malaysia) Sdn Bhd, where he was responsible for securing sales of industrial cleaning chemicals from the government and academic institutions. In 1987, he joined International Paints (Malaysia) Sdn Bhd as their Technical Sales / Service Executive, where he provided technical advice in respect of protective and marine coatings for new construction projects as well as for the maintenance of existing projects.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

He left in 1992 to join TNT Express Worldwide (Malaysia) Sdn Bhd as their Territory Manager where he was tasked with overseeing courier services for parcel and document deliveries to companies. He then joined Revertex (Malaysia) Sdn Bhd in 1994 as Sales Executive of the Polymer Division where he was responsible for sales of resins and binders to the coating industry. During his tenure at Revertex (Malaysia) Sdn Bhd, which spanned almost 28 years, he was promoted through the ranks of amongst others, Senior Manager, before retiring as the Head of Sales in charge of Malaysia, Singapore, New Zealand and Australia regions in 2022. Throughout his career at Revertex (Malaysia) Sdn Bhd, he was involved in managing clients across Asia Pacific, handling and managing numerous product segments as well as overseeing the sales teams.

He has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

As at the LPD, Ang Hock Seng does not hold any directorships in any other companies outside our Group.

**(d) Tan Suat Hoon**  
*Independent Non-Executive Director*

Tan Suat Hoon, a Malaysian, age 54, is our Independent Non-Executive Director. She was appointed to our Board on 17 April 2023. She is also the Chairman of our Audit and Risk Management Committee and a member of our Nomination Committee and Remuneration Committee.

She obtained her Diploma in Commerce (Management Accounting) from Tunku Abdul Rahman College, Kuala Lumpur in 1992. She was admitted as an Associate of the Chartered Institute of Management Accountants, United Kingdom ("CIMA") and the Association of Chartered Certified Accountants, United Kingdom ("ACCA") in 1996 and as Fellow in 2001 for both CIMA and ACCA. She has also been a Chartered Accountant with Malaysian Institute of Accountants ("MIA") since 1996. She is presently a member of CIMA and MIA.

She began her career as an Audit Assistant with KPMG Peat Marwick (now known as KPMG) in 1992 and left as an Audit Senior in 1996 where she was involved in audit assignments of private and public listed companies in various industries.

She joined Malaysian International Merchant Bankers Berhad (which was taken over by Eon Bank Berhad and subsequently by Hong Leong Bank Berhad) in 1996 as an Executive in Corporate Finance and left in 2002 as a Manager. She then joined AmlInvestment Bank Berhad as a Manager, Corporate Finance in 2002 and left in 2017 as Senior Vice President, Corporate Finance. In 2017, she joined Pen Petroleum Sdn Bhd which is involved in petroleum retailing as Group Senior Finance Manager and left in 2018. She was responsible for the supervision of the finance department in Pen Petroleum Sdn Bhd. She joined Kenanga Investment Bank Berhad as Senior Vice President, Corporate Finance in 2018 and left in 2021. She has accumulated more than 20 years of experience in corporate finance, advisory and debt capital market in the investment banking industry and was involved in initial public offerings, capital and fund-raising exercises, corporate restructuring, mergers and acquisitions, privatisation and take-overs.

Subsequently, she joined Texchem Corporation Sdn Bhd, a subsidiary of Texchem Resources Bhd ("TRB"), in June 2021 as Group Chief Financial Officer and was responsible for finance and treasury matters for TRB's group of companies which are involved in the industrial, polymer engineering, food, and restaurant segments. She was transferred to TRB as the Special Officer-Regulatory, Presidential Office in July 2022 and left in September 2022. She was responsible for ensuring compliance of TRB with the

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

relevant regulatory requirements and to manage ad-hoc projects assigned by the Presidential Office.

Currently, she serves as the Chief Financial Officer of Northeast Precision Sdn Bhd, a company involved in the manufacturing of precision engineering components which she joined since September 2022 and is responsible for the financial and corporate matters.

She was appointed as the Independent Non-Executive Director of Central Global Berhad and PGF Capital Berhad since 3 January 2023 and 31 May 2023, respectively.

She has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

Further details of her directorships in other companies are as set out in Section 5.2.3 of this Prospectus.

**(e) Yap Yung Chien**  
*Independent Non-Executive Director*

Yap Yung Chien, a Malaysian, age 33, was appointed as our Independent Non-Executive Director on 8 June 2023. She is also the Chairman of our Nomination Committee and a member of our Remuneration Committee and Audit and Risk Management Committee.

She commenced her career with Yusarn Audrey as Legal Secretary in 2011 while undertaking the part-time Diploma in Law, University of London (External) course with Advance Tertiary College Singapore which she successfully completed in 2013. She left Yusarn Audrey in 2014 to join Gallant Venture Ltd as their Legal Executive before leaving as their Assistant Manager, Legal in 2019. During her tenure in Yusarn Audrey and Gallant Venture Ltd, she was involved in preparing and negotiating contracts as well as providing legal advisory services.

Upon obtaining her Diploma in Law in 2013, she continued to further her studies on part-time basis and graduated with a Bachelor of Laws from University of London (External) in 2015 and the Certificate in Legal Practice in 2019.

In 2019, she joined Epson Singapore Pte Ltd briefly as their Regional Legal Counsel before deciding to return to Malaysia in the same year to assist in managing her family business, Sushi House Master Sdn Bhd as Chief Executive Officer until 2020.

She commenced her pupillage with Lee & Tengku Azrina in 2020 and was admitted as an Advocate and Solicitor of the High Court of Malaya in 2021. She was subsequently retained as a Legal Associate in the corporate and commercial department before leaving Lee & Tengku Azrina in 2022 to re-join her family business, Sushi House Master Sdn Bhd, as Chief Executive Officer.

In August 2022, she left her family business to set up her own legal firm Y.C. Yap & Co., specialising in corporate and commercial matters, wills, trusts and property.

She was appointed as the Independent Non-Executive Director of Axteria Group Berhad on 1 March 2023, a role which she continues to assume.

Further details of her directorships in other companies are as set out in Section 5.2.3 of this Prospectus.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**5.2.3 Involvement of our Directors in other principal business activities outside our Group**

Save as disclosed below, none of our Directors have any other principal directorship and/or principal business activities performed outside our Group in the past 5 years up to the LPD:

**(a) Yau Yin Wee**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding/ unitholding held	
					Direct	Indirect
<b><u>Present involvement</u></b>						
Business Legion Sdn Bhd	• Property investment holding	Director / Shareholder	8 July 2021	-	0.01	-
Axteria Group Berhad	• Investment holding company with its subsidiaries principally involved in the development and management of real estate projects	Independent Non-Executive Director	13 March 2023	-	-	-
I REIT Managers Sdn Bhd	• Management company of AME Real Estate Investment Trust	Independent Non-Executive Director <sup>(1)</sup>	1 April 2022	-	-	-
AME Real Estate Investment Trust	• Real Estate Investment Trust	Unitholder <sup>(1)</sup>	-	-	0.05	-
Cape EMS Berhad	• Investment holding company involved in electronics manufacturing services (“EMS”) and with its subsidiaries involved in aluminium die casting, EMS and the supply of electronic products	Independent Non-Executive Director	5 May 2022	-	-	-

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding/ unitholding held	
					Direct	Indirect
<b>Past Involvement</b>						
NOVA CJC Inno-tech Solutions Limited	<ul style="list-style-type: none"> <li>Provision of Information Technology ("IT") consultancy services</li> <li>Deregistered on 4 April 2019</li> </ul>	Director / Shareholder	25 October 2016	-	66.67	-
Cape Smart Solutions Pte Ltd	<ul style="list-style-type: none"> <li>Provision of IT consultancy services</li> <li>Struck off on 4 October 2021</li> </ul>	Director / Shareholder	3 January 2017	-	45.00	-
Cape EMS Berhad	<ul style="list-style-type: none"> <li>Investment holding company involved in EMS and with its subsidiaries involved in aluminium die casting, EMS and the supply of electronic products.</li> </ul>	Shareholder	-	-	0.04 <sup>(2)</sup>	-

**Notes:**

- (1) As at the LPD, Yau Yin Wee holds 250,000 units (0.05%) in AME Real Estate Investment Trust while serving as the Independent Non-Executive Director of I REIT Managers Sdn Bhd, management company of AME Real Estate Investment Trust. Yau Yin Wee's obligations/ responsibilities as Independent Non-Executive Director of I REIT Managers Sdn Bhd is primarily in respect of AME Real Estate Investment Trust.
- (2) Yau Yin Wee held shares in Cape EMS Berhad while serving as the Independent Non-Executive Director of Cape EMS Berhad. He disposed of his entire shareholdings on 10 March 2023, 17 March 2023 and 19 April 2023 via open market transactions.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**(b) Goh Chye Hin**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
<b><u>Present involvement</u></b>						
UT Holdings	<ul style="list-style-type: none"> <li>Property investment holding</li> </ul>	Director / Shareholder	31 October 1992	-	54.53	22.22 <sup>(1)</sup>
Mr.Mark Tools (M) Sdn Bhd	<ul style="list-style-type: none"> <li>Trading in industrial tools, equipment and hardware</li> </ul>	Director / Shareholder	17 January 2005	-	50.75	-
Mr.Mark Machinery Sdn Bhd	<ul style="list-style-type: none"> <li>Dormant with no intended activities.</li> <li>Previously involved in the trading of machinery.</li> </ul>	Director / Shareholder	26 October 2010	-	70.00	-
KTC Hardware & Trading Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of hardware</li> </ul>	Shareholder	-	-	46.20	-
Kulim Economy Centre Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of clothes.</li> <li>In the process of striking out</li> </ul>	Director	19 October 1981	-	-	-
Reginehojiak Angel PLT	<ul style="list-style-type: none"> <li>Food and beverage services</li> </ul>	Partner	13 May 2022	-	N/A (Partnership)	N/A (Partnership)
<b><u>Past Involvement</u></b>						
MP World Hardware & Machinery Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of hardware</li> </ul>	Director / Shareholder	15 October 2012	21 January 2021	50.00 <sup>(2)</sup>	-
KTC Hardware & Trading Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of hardware</li> </ul>	Director	3 October 2012	11 April 2023	-	-
Ztree Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of paints</li> </ul>	Shareholder	-	-	50.00 <sup>(3)</sup>	-

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
Smart Asia Chemical Berhad	<ul style="list-style-type: none"> <li>Dormant, intended as an investment holding company</li> <li>Struck off on 27 September 2019</li> </ul>	Director / Shareholder	18 January 2019	-	50.00	-
Smart Paints (Sarawak) Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of paints and coating materials.</li> <li>Struck off on 16 January 2019</li> </ul>	Director / Shareholder <sup>(4)</sup>	6 May 2013	-	80.00	-
PT Smart Paint Indonesia	<ul style="list-style-type: none"> <li>Manufacturing of paints</li> </ul>	Shareholder	-	-	50.00 <sup>(5)</sup>	-

**Notes:**

- (1) Deemed interested by virtue of the direct shareholding of his children, Goh Sim Yee and Goh Ji Syuan pursuant to Section 59(11)(c) of the Act.
- (2) Goh Chye Hin disposed of his entire shareholdings in MP World Hardware & Machinery Sdn Bhd to a non-related party, Cho Chooi Mei (250,000 shares) on 4 February 2021.
- (3) Goh Chye Hin disposed of all his entire shareholdings in Ztree Sdn Bhd to non-related parties, Chang Peng Chye (74,999 shares) and Chang Peng Chye's trustee, Nurul Rashaqa Nafira Binti Imran (1 share) on 27 October 2022.
- (4) Prior to the company being struck off on 16 January 2019, Goh Chye Hin was involved in the day-to-day operations where he was responsible for overseeing and managing the company.
- (5) Goh Chye Hin disposed of his entire shareholdings in PT Smart Paint Indonesia to a non-related party, Santos Loy (122,500 shares), who is also a minority shareholder of our Company (holding 2,000,000 Shares or 0.54% after IPO), on 8 January 2022.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**(c) Kee Hui Lang**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
<b><u>Present involvement</u></b>						
UT Holdings Sdn Bhd (formerly known as UT Paints Sdn Bhd)	<ul style="list-style-type: none"> <li>Property investment holding company</li> </ul>	Director / Shareholder	31 October 1992	-	23.25	22.22 <sup>(1)</sup>
BIY Home Store (Kota Tinggi) Sdn Bhd	<ul style="list-style-type: none"> <li>Retail in hardware, tools, paints and household items</li> </ul>	Shareholder	-	-	20.00	-
<b><u>Past Involvement</u></b>						
BIY Home Store (Kota Tinggi) Sdn Bhd	<ul style="list-style-type: none"> <li>Retail in hardware, tools, paints and household items</li> </ul>	Director	29 November 2012	30 April 2023	-	-
QC Printing (J) Sdn Bhd	<ul style="list-style-type: none"> <li>Operation of printing business</li> </ul>	Director / Shareholder	20 June 2016	26 January 2022	3.84 <sup>(2)</sup>	-
QC Printing Sdn Bhd	<ul style="list-style-type: none"> <li>Design and printing of catalogues, brochures, leaflets and other related products</li> </ul>	Director / Shareholder	1 August 2005	8 December 2021	23.00 <sup>(3)</sup>	-
KTC Hardware & Trading Sdn Bhd	<ul style="list-style-type: none"> <li>Operations of hardware stores</li> </ul>	Director	3 October 2012	25 February 2021	-	-
Smart Asia Chemical Berhad	<ul style="list-style-type: none"> <li>Dormant, intended as an investment holding company</li> <li>Struck off on 27 September 2019</li> </ul>	Director / Shareholder	18 January 2019	-	50.00	-



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
Smart Paints (Sarawak) Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of paints and coating materials</li> <li>Struck off on 16 January 2019</li> </ul>	Director / Shareholder <sup>(4)</sup>	6 May 2013	-	20.00	-

**Notes:**

- (1) Deemed interested by virtue of the direct shareholding of her children, Goh Sim Yee and Goh Ji Syuan pursuant to Section 59(11)(c) of the Act.
- (2) Kee Hui Lang disposed of her entire shareholdings in QC Printing (J) Sdn Bhd to a non-related party, Ng Teck Yong (38,400 shares) on 21 February 2022.
- (3) Kee Hui Lang disposed of her entire shareholdings in QC Printing Sdn Bhd to non-related parties, Ng Euddy (130,000 shares) and Ng Teck Yong (100,000 shares) on 22 December 2021.
- (4) Prior to the company being struck off on 16 January 2019, Kee Hui Lang did not hold any executive roles and was not involved in the day-to-day operations of the company.

**(d) Lim Kok Beng**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
<b><u>Present involvement</u></b>						
SSMW Sdn Bhd	<ul style="list-style-type: none"> <li>Trading and installation of mechanical assemblies</li> </ul>	Director / Shareholder	25 April 2007	-	26.67	-
Synergy Manufacturing Works Sdn Bhd	<ul style="list-style-type: none"> <li>Investment holding company of a Chinese subsidiary involved in the manufacturing of precision mechanical components</li> </ul>	Shareholder	-	-	13.33	-

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

<b>Past Involvement</b>						
Mr.Mark Tools (M) Sdn Bhd	<ul style="list-style-type: none"> <li>Trading in industrial tools, equipment and hardware</li> </ul>	Director / Shareholder	29 June 2012	27 July 2020	9.42 <sup>(1)</sup>	-
MP World Hardware & Machinery Sdn Bhd	<ul style="list-style-type: none"> <li>Trading of hardware</li> </ul>	Director / Shareholder	29 January 2013	21 January 2021	10.00 <sup>(2)</sup>	-

**Notes:**

- (1) *Lim Kok Beng disposed of his entire shareholdings in Mr.Mark Tools (M) Sdn Bhd to Goh Chye Hin's sister-in-law, Cho Chooi Peng (932,339 shares) on 30 November 2020.*
- (2) *Lim Kok Beng disposed of his entire shareholdings in MP World Hardware & Machinery Sdn Bhd to Goh Chye Hin's sister-in-law, Cho Chooi Peng (50,000 shares) on 4 February 2021.*

**(e) Tan Suat Hoon**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
<b>Present involvement</b>						
Central Global Berhad	<ul style="list-style-type: none"> <li>Investment holding company with its subsidiaries principally involved in the manufacturing of crepe paper masking and construction</li> </ul>	Independent Non-Executive Director	3 January 2023	-	-	-
PGF Capital Berhad	<ul style="list-style-type: none"> <li>Investment holding company with subsidiaries principally involved in manufacturing, property and agriculture</li> </ul>	Independent Non-Executive Director	31 May 2023	-	-	-

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**Past Involvement**

Nil

**(f) Yap Yung Chien**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
<b><u>Present involvement</u></b>						
Axteria Group Berhad	<ul style="list-style-type: none"> <li>Investment holding company with its subsidiaries principally involved in the development and management of real estate projects</li> </ul>	Independent Non-Executive Director	1 March 2023	-	-	-
Sushi House Master Sdn Bhd	<ul style="list-style-type: none"> <li>Provision of food and beverage services</li> </ul>	Director / Shareholder	1 January 2023	-	29.00	-
Y.C. Yap Contract Consultancy	<ul style="list-style-type: none"> <li>Provision of contract consultancy and management services</li> </ul>	Sole Proprietor	27 January 2019	-	N/A (Sole proprietorship)	N/A (Sole proprietorship)
Y.C. Yap & Co.	<ul style="list-style-type: none"> <li>Legal firm</li> </ul>	Sole Proprietor	1 September 2022	-	N/A (Sole proprietorship)	N/A (Sole proprietorship)
Sushi House Master	<ul style="list-style-type: none"> <li>Provision of food and beverage services</li> </ul>	Sole Proprietor	29 June 2022	-	N/A (Sole proprietorship)	N/A (Sole proprietorship)

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**Past Involvement**

Nil

The involvement of our Executive Directors in those business activities does not require significant amount of time as they are not involved in the management and day-to-day operations of these businesses, other than attending meetings of the board of directors which they served on. Those businesses are managed by their respective managements and do not require our Executive Directors' involvement on a daily basis. Our Executive Directors are of the view that although they are involved in other business activities, it does not affect their ability to perform their executive roles and responsibilities to our Group.

The involvement of our Independent Non-Executive Directors in other businesses or corporations outside our Group will not affect their contribution to our Group as they are not involved in the day-to-day operations of our Group.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**5.2.4 Directors' remuneration and benefits**

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

<b>FYE 2022 (Actual)</b>	<b>Directors' fees RM'000</b>	<b>Salaries RM'000</b>	<b>Bonuses RM'000</b>	<b>Benefits-in-kind and allowance RM'000</b>	<b>Statutory contributions<sup>(4)</sup> RM'000</b>	<b>Total RM'000</b>
<b><u>Non-Independent Executive Directors</u></b>						
Goh Chye Hin	-	97	12	-	14	123
Kee Hui Lang	-	61	8	-	9	78
Lim Kok Beng	-	115	14	-	12	141
<b><u>Independent Non-Executive Directors</u></b>						
Yau Yin Wee	-	-	-	-	-	-
Ang Hock Seng	-	-	-	-	-	-
Tan Suat Hoon	-	-	-	-	-	-
Yap Yung Chien	-	-	-	-	-	-

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

<b>FYE 2023 (Proposed)</b>	<b>Directors' fees RM'000</b>	<b>Salaries RM'000</b>	<b>Bonuses<sup>(2)</sup> RM'000</b>	<b>Benefits-in-kind and allowance RM'000</b>	<b>Statutory contributions<sup>(4)</sup> RM'000</b>	<b>Total RM'000</b>
<b><u>Non-Independent Executive Directors</u></b>						
Goh Chye Hin	16 <sup>(1)</sup>	97	12	4	14	143
Kee Hui Lang	16 <sup>(1)</sup>	61	8	4	9	98
Lim Kok Beng	16 <sup>(1)</sup>	113	14	4	16	163
<b><u>Independent Non-Executive Directors</u></b>						
Yau Yin Wee	16 <sup>(1)</sup>	-	-	4	-	20
Ang Hock Seng	12 <sup>(3)</sup>	-	-	3	-	15
Tan Suat Hoon	16 <sup>(1)</sup>	-	-	4	-	20
Yap Yung Chien	12 <sup>(3)</sup>	-	-	4	-	16

**Notes:**

- (1) *The Directors were appointed prior to the conversion of our Company to public limited company. Our Company started paying Directors' fees to its Directors in May 2023 upon its conversion to public limited company.*
- (2) *Bonuses for the FYE 2023 will only be determined later depending on the performance of our Group, subject to the recommendation by our Remuneration Committee and approval of our Board. The Executive Directors shall abstain from the deliberation and voting on the board resolution in relation to bonuses payable to them, if any.*
- (3) *The Directors were appointed after the conversion of our Company to public limited company. The Directors' fees are pro-rated based on their respective appointment dates.*
- (4) *Statutory contributions consist of Employees Provident Fund, Social Security Organisation and Employment Insurance System.*

The remuneration which includes our Directors' salaries, bonus, fees and allowances as well as other benefits, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. Any changes in Directors' fees as set out in our Constitution must be approved by our shareholders pursuant to an ordinary resolution passed at a general meeting where appropriate notice of the proposed changes should be given. Please refer to Section 15.2 for further details.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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**5.3 BOARD PRACTICE**

**5.3.1 Board**

Our Board has adopted the following responsibilities for effective discharge of its functions:

- (a) To promote good corporate governance culture within the Group which enforces ethical, prudent and professional behaviour;
- (b) To avoid conflicts of interest wherever possible. Where a conflict arises, they must adhere scrupulously to the procedures provided by the law, the Constitution and any policies or procedures approved by the Board for dealing with conflicts, whereby they must disclose their nature of interest during the board meeting and shall not participate in any discussion and shall abstain from the decision-making process;
- (c) To provide oversight of sustainability management of the Group;
- (d) To provide oversight of anti-bribery management of the Group;
- (e) To establish, review and integrate sustainability to the strategic direction and plans of the Group;
- (f) To monitor the implementation of strategic plans by management;
- (g) To review and approve all quarterly and annual financial statements for announcement to Bursa Securities and stakeholders. The Audit and Risk Management Committee reviews and recommends the financial statements prior to presentation to the Board;
- (h) To oversee and evaluate the conduct of the businesses of the Group;
- (i) To evaluate performance of the management in accordance to the pre-determined set of performance measurement;
- (j) To identify and evaluate business risks and ensure implementation of a managed sound risk management framework;
- (k) To review the adequacy and integrity of the internal control system and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- (l) To review and oversee that the appointment, resignation or termination of Directors, company secretaries, auditors and key senior management are properly carried out and documented;
- (m) To ensure establishment of succession plans for the Board members and key senior management;
- (n) To ensure the Board is supported by at least a suitably qualified and competent company secretary who shall advice on the compliance with applicable laws and any amendments to the laws and regulations related to the listing;
- (o) To formalise ethical standards of conduct through a Code of Conduct for Directors and management and ensure compliance;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

- (p) To develop and implement an investors' relations programme, a shareholders or stakeholders communication policy; and
- (q) To review and address sustainability risks including environmental-related (i.e climate change), social-related and governance-related risks and opportunities in an integrated and strategic manner to support the Group's long-term strategy and success.

As at the LPD, the details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in office are as follows:

Name	Designation	Age	Date of appointment as Director	Date of expiration of the current term in office in AGM	Approximate no. of years in office as at the LPD
Yau Yin Wee	Independent Non-Executive Chairman	66	17 April 2023	Subject to retirement by rotation at the 2024 AGM of our Company	Less than 1 year
Goh Chye Hin	Managing Director	63	13 May 2019	Subject to retirement by rotation at the 2024 AGM of our Company	4 years and 2 months
Kee Hui Lang	Non-Independent Executive Director	61	13 May 2019	Subject to retirement by rotation at the 2024 AGM of our Company	4 years and 2 months
Lim Kok Beng	Non-Independent Executive Director/Chief Operating Officer	63	23 February 2023	Subject to retirement by rotation at the 2024 AGM of our Company	Less than 1 year
Ang Hock Seng	Independent Non-Executive Director	61	8 June 2023	Subject to retirement by rotation at the 2024 AGM of our Company	Less than 1 year
Tan Suat Hoon	Independent Non-Executive Director	54	17 April 2023	Subject to retirement by rotation at the 2024 AGM of our Company	Less than 1 year
Yap Yung Chien	Independent Non-Executive Director	33	8 June 2023	Subject to retirement by rotation at the 2024 AGM of our Company	Less than 1 year



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

According to our Constitution, an election of Directors shall take place each year at the annual general meeting of the Company where one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. The members of our Board are set out in Sections 1 and 5.2 of this Prospectus.

Our Board acknowledges and is aware of the Malaysia Code on Corporate Governance (“MCCG”) which contains best practices and guidance for listed companies to improve upon or to enhance their corporate governance as it forms an integral part of their business operations and culture. In order to promote business prosperity and corporate accountability with the ultimate objective of realising long term shareholder value while taking into account the interest of our stakeholders, we have adopted all relevant recommendations under the MCCG.

Our Board believes that our current Board composition provides an appropriate balance in terms of skills, knowledge and experience to promote the interest of all shareholders and to govern our Group effectively.

Our Company has adopted the recommendations under the MCCG to have a Board comprising 50% or more of Independent Non-Executive Directors, that our chairman of the Board should not be a member of our Audit and Risk Management Committee, Nomination Committee or Remuneration Committee, and to have at least 30% women directors on our Board.

**5.3.2 Audit and Risk Management Committee**

The members of our Audit and Risk Management Committee as at the LPD are as follows:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Tan Suat Hoon	Chairman	Independent Non-Executive Director
Ang Hock Seng	Member	Independent Non-Executive Director
Yap Yung Chien	Member	Independent Non-Executive Director

The main function of our Audit and Risk Management Committee is to assist our Board in fulfilling its responsibility to oversee our Group’s accounting and financial reporting matters as well as on matters relating to our Group’s risk management. The Audit and Risk Management Committee’s duties and responsibilities as stated in its terms of reference include, amongst others, the following:

- (a) Review our Group’s quarterly results and year-end financial statements before submission to the Board, focusing particularly on:
  - (i) Changes in or implementation of major accounting policy changes;
  - (ii) Significant and unusual events or transactions, and how these matters are addressed;
  - (iii) Significant adjustments arising from the management;
  - (iv) Compliance with accounting standards and other legal requirements; and
  - (v) The going concern assumption.
- (b) To conduct the following in respect of external audit:

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

- (i) To consider the nomination and appointment of external auditors and to consider the adequacy of experience and resources of the external auditors and determine the audit fee;
  - (ii) To review any letter of resignation from the external auditors and any questions of resignation or dismissal;
  - (iii) To discuss with the external auditors, prior to the commencement of audit, the audit plan which states the nature and scope of audit;
  - (iv) To review major audit findings arising from the interim and final external audits, the audit report and the assistance given by our Group's employees to the external auditors;
  - (v) To review with the external auditors, their evaluation of the system of internal controls, their management letter and management's responses;
  - (vi) To review whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment; and
  - (vii) 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 that cannot be entered into should include management consulting, policy and standard operating procedures documentation, strategic decision and internal audit.
- (c) Review with the external auditors on the following and report the same to our Board:
- (i) Audit plan;
  - (ii) Audit report;
  - (iii) Evaluations of the system of internal controls;
  - (iv) The assistance given by the employees to the external auditor;
  - (v) External auditors' management letter and management's response thereto; and
  - (vi) Any significant audit findings, reservations, difficulties encountered or material weaknesses reported by the external auditor.
- (d) To review the following in respect of internal audit:
- (i) Suitability of the candidate to be hired as in-house internal auditors, his/her jobs description and remuneration;
  - (ii) 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;
  - (iii) 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;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

- (iv) 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
  - (v) Review and approve any appointment, termination or resignation of the firm of internal auditors.
- (e) Review with the internal auditors on the following and report the same to our Board:
- (i) 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 the Group and that it has the necessary authority to carry out its work;
  - (ii) Effectiveness of the internal audit processes as well as the adequacy of the resource requirements, competency and the budget of the internal audit function;
  - (iii) The internal audit report containing the internal audit findings, commentaries and recommendations and to follow-up on remedial actions;
  - (iv) Effectiveness of the internal control systems and risk management systems and have them considered if necessary; and
  - (v) Internal auditors' report of deficiencies in internal control and Management's response thereto.
- (f) 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;
- (g) Review the following and report the same to our Board:
- (i) The Annual Statement of Internal Control and sustainability reporting to be published in the Annual Report;
  - (ii) Any related party transactions and conflict of interest situations that may arise including any transaction, procedure or course of conduct that raises question of Management integrity;
  - (iii) Any letter of resignation from the external auditors or suggestions for their dismissal; and
  - (iv) Whether there is reason (supported by grounds) to believe that the external auditor is not suitable for reappointment.
- (h) Assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;
- (i) To provide oversight of anti-bribery management of our Group;
- (j) To appoint Compliance Officer or the Audit and Risk Management Committee's Chairman to serve as a reporting channel role for whistle-blower who concerned about speaking or by email of his/her concern;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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- (k) Carry out any other function that may be mutually agreed upon by the Audit and Risk Management Committee and the Board;
- (l) To conduct an annual assessment on the suitability, objectivity and independence of the external audit firm;
- (m) To do the following in respect of risk management:
  - (i) To review the adequacy of Group's risk management framework and assess the resources and knowledge of the management and employee involved in the risk management process;
  - (ii) To review the effectiveness of internal control systems deployed by the Management to address those risks;
  - (iii) To review and recommend corrective measures undertaken to remedy failings and/or weaknesses;
  - (iv) To review and further monitor principal risks that may affect the Group directly or indirectly and if deemed necessary, recommend additional course of action to mitigate such risks;
  - (v) To communicate and monitor the risk assessment results to our Board; and
  - (vi) To highlight actual and potential impact of any failing or weakness, particularly those related to the financial performance or conditions affecting our Group.
- (n) To do the following in respect of our share issuance scheme:
  - (i) To disclose to employees the criteria for allocation of options pursuant to a share issuance scheme; and
  - (ii) To ensure that allocation of options pursuant to a scheme is verified by the Audit and Risk Management Committee, as being in compliance with the criteria referred to in n(i) above, at the end of each financial year.

The recommendations of our Audit and Risk Management Committee are subject to the approval of our Board.

Our Nomination Committee and Board will review the composition, performance and effectiveness of our Audit and Risk Management Committee annually.

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)

### 5.3.3 Remuneration Committee

The members of our Remuneration Committee as at the LPD are as follows:

Name	Designation	Directorship
Ang Hock Seng	Chairman	Independent Non-Executive Director
Tan Suat Hoon	Member	Independent Non-Executive Director
Yap Yung Chien	Member	Independent Non-Executive Director

The main function of our Remuneration Committee is to assist our Board in fulfilling its responsibility on matters relating to our Group's compensation, bonuses, incentives, and benefits. The Remuneration Committee's duties and responsibilities as stated in its terms of reference includes, amongst others, the following:

- (a) The Remuneration Committee shall consider the scope of service agreements and remuneration of executive directors of the Group and make such recommendations to the Board as the Remuneration Committee thinks fit;
- (b) The Remuneration Committee shall review and make recommendations to the Board on the remuneration policies and packages of executive directors, Managing Director and key senior management of the Group;
- (c) The Remuneration Committee shall, on an annual basis and after taking due consideration of the assessment of the Nomination Committee of the effectiveness and contribution of every Director, Managing Director and key senior management concerned, review the remuneration packages of the Directors, Managing Director and key senior management of the Group and recommend to the Board specific adjustments in remuneration packages, if any;
- (d) The Remuneration Committee shall review and make recommendations to the Board on Director's fees and other remuneration of non-executive directors and independent directors linking the level of remuneration to their level of responsibilities and contribution to the Board;
- (e) The Remuneration Committee shall oversee any major changes in employee remuneration and benefit structures throughout the Group;
- (f) The Remuneration Committee may review policy governing the remuneration of Directors as well as policies governing remuneration and promotion of key senior management of the Group annually;
- (g) The Remuneration Committee may recommend to the Board the appointment of the services of such advisers or consultants, as it deems necessary to fulfil the responsibilities;
- (h) To provide a report summarizing its activities for the year in compliance with the MCGG, Listing Requirements and any relevant regulations; and
- (i) Other functions include, amongst others, the following:
  - (i) The Remuneration Committee may obtain such information as it may require on the remuneration of any executive director, executive officer or employee of the Group;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

- (ii) The Remuneration Committee shall be entitled to secure the attendance of any person with the relevant experience and expertise at the Remuneration Committee's meetings if the Remuneration Committee considers this appropriate;
- (iii) In considering its recommendations to the respective board of directors of the Group, the Remuneration Committee shall be entitled to ensure that performance-related elements of remuneration should form a significant proportion of the total remuneration package of executive directors, Managing Director as well as key senior management of the Group should be designed to align their interests with those of shareholders and to give such executive directors, Managing Director and key senior management such incentives to perform at the highest levels;
- (iv) The Remuneration Committee may recommend to our Board, reasonable remuneration packages needed to attract, retain and motivate our Group's executive directors and key senior management of the quality required;
- (v) The Remuneration Committee may consider and recommend to our Board, the remuneration of the executive directors or executive officers relative to other companies and to be aware what comparable companies are paying, taking account of relative performance and using such comparisons with caution; and
- (vi) The Remuneration Committee shall consider other matters as referred to the Remuneration Committee by our Board or the board of directors of the respective subsidiaries.

The recommendations of our Remuneration Committee are subject to the approval of our Board.

**5.3.4 Nomination Committee**

The members of our Nomination Committee as at the LPD are as follows:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Yap Yung Chien	Chairman	Independent Non-Executive Director
Tan Suat Hoon	Member	Independent Non-Executive Director
Ang Hock Seng	Member	Independent Non-Executive Director

The Nomination Committee's duties and responsibilities as stated in its terms of reference includes, amongst others, the following:

- (a) To develop, maintain and review the criteria to be used in the recruitment of Directors and senior management;
- (b) To formulate, maintain and review the re-appointment and re-election process of Directors having due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;
- (c) 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;
- (d) To prepare and review the report of the Nomination Committee in accordance with Rule 15.01A of the Listing Requirements;
- (e) To assess and recommend to the Board, candidates for all directorships to be filled by the shareholders of the Company or the Board. In making the recommendations, the

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

Committee will also consider candidates proposed by the Managing Director, and within the bounds of practicability, by any other senior management, Director or shareholder of the Company;

- (f) In making its recommendations, the Nomination Committee should consider the following attributes of the candidates or factors:
- (i) technical competency, skills, knowledge, expertise and experience;
  - (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 Nomination Committee should evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive Directors; and
  - (vii) boardroom diversity including gender (best endeavours to remain at least 30% women directors), age and ethnicity diversity.

In identifying candidates for appointment of Directors, our Board will not solely rely on recommendations from existing Directors, senior management or major shareholders. The Board will utilise independent sources to identify suitable and qualified candidates. If the selection of candidates was solely based on recommendations made by existing Board members, senior management or major shareholders, the Nomination Committee should explain why other sources were not used;

- (g) To recommend to our Board the nominees to fill the seats on the committees of our Board;
- (h) To review Board and senior management succession plans and make recommendations to our Board on succession planning policy for management;
- (i) To lead the succession planning and appointment of board members, including the future Chairman of the Board and Managing Director;
- (j) To review the training needs/programs for the Board and facilitate the Board induction and training programs;
- (k) 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;
- (l) To implement annual assessment on the effectiveness and performance of the Board as a whole, the committees of the 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 Nomination Committee in the discharge of all its functions should be properly documented together with the criteria used for such assessment;
- (m) To examine the size of the Board with a view of determining the impact of the number upon its effectiveness;
- (n) To review the required mix of skills and experience and other qualities including core competencies which non-executive Directors should bring to the Board;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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- (o) 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 the Board;
- (p) To recommend the retention of its independent non-executive Directors whose terms have exceeded 9 years' tenure for continuance in the office;
- (q) To recommend the re-election of Directors who retired by rotation pursuant to the Company's Constitution;
- (r) To establish time commitment expectations/protocol for the members of our Board;
- (s) To review the attendance of the Directors at Board and/or Board committee(s) meetings;
- (t) To establish a policy formalising its approach to boardroom diversity;
- (u) To act in line with the directions of our Board;
- (v) To review with the Managing Director and the executive directors, their goals and objectives and to assess their performance against these objectives as well as their contribution to the corporate strategy;
- (w) To ensure that the composition of our Board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the Board; and
- (x) To consider and examine such other matters as the Nomination Committee considers appropriate including the activities of the Nomination Committee in the discharge of its duties for the financial year.

The recommendations of our Nomination Committee are subject to the approval of our Board.

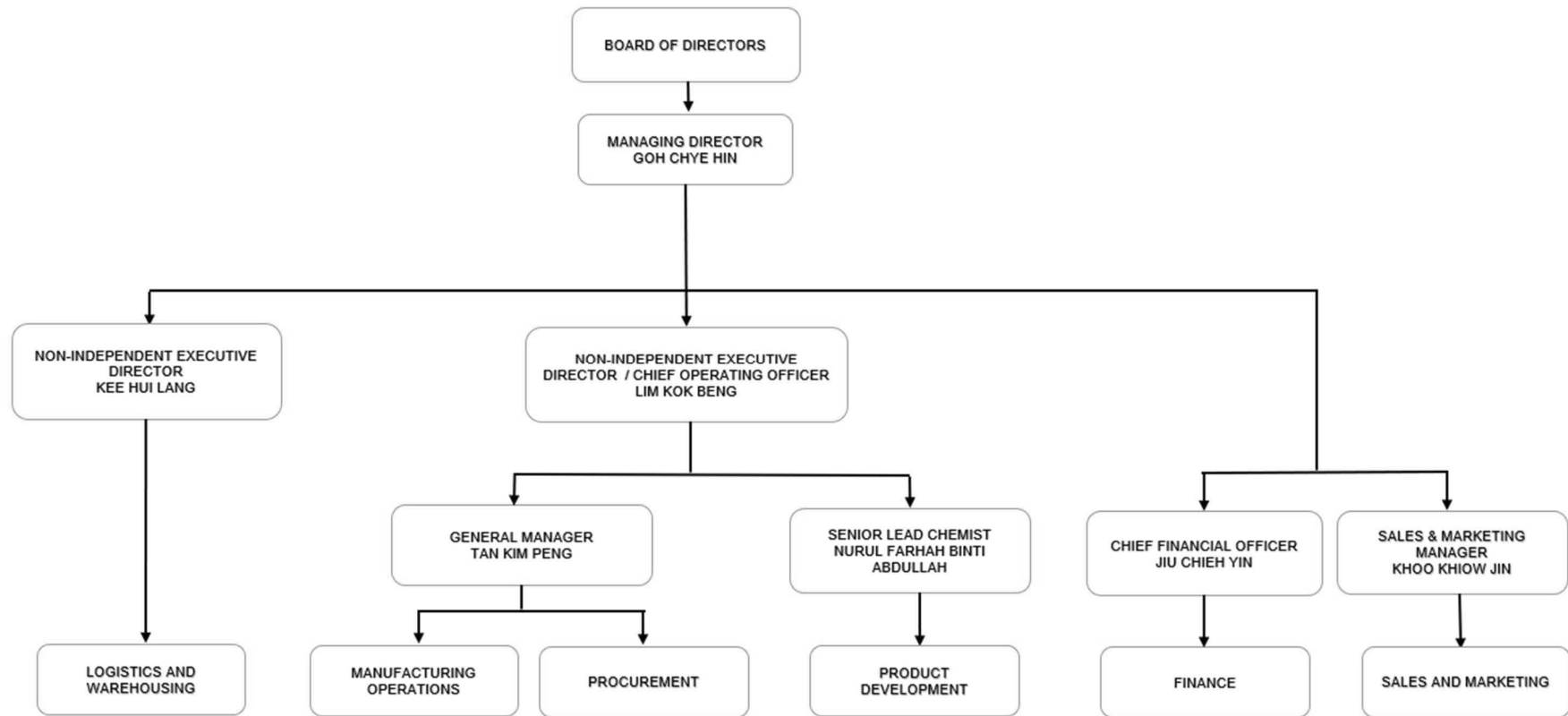
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5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)

5.4 KEY SENIOR MANAGEMENT

5.4.1 Management structure



**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**5.4.2 Key senior management's shareholdings**

Save for the shareholdings of Goh Chye Hin, Kee Hui Lang and Lim Kok Beng (whom are also our key senior management) which are set out in Sections 5.2.1 and 5.2.2 of this Prospectus, the shareholdings of our key senior management in our Company before and after our IPO are as set out below:

Name	Designation / Nationality	Before IPO				After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	% <sup>(1)</sup>	No. of Shares	%	No. of Shares	% <sup>(2)</sup>	No. of Shares	%
Jiu Chieh Yin	Chief Financial Officer / Malaysian	-	-	-	-	200,000	0.05	-	-
Khoo Khiow Jin	Sales and Marketing Manager / Malaysian	-	-	-	-	300,000	0.08	-	-
Tan Kim Peng	General Manager / Malaysian	1,000,000	0.36	-	-	1,200,000	0.32	-	-
Nurul Farhah binti Abdullah	Senior Lead Chemist / Malaysian	-	-	-	-	200,000	0.05	-	-

**Notes:**

(1) Based on the total number of 276,350,420 Shares before our IPO.

(2) Based on our enlarged total number of 369,850,420 Shares after our IPO and assuming that our key senior management will fully subscribe for their respective entitlements under the Pink Form Allocations.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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**5.4.3 Profiles of key senior management**

Save for the profiles of Goh Chye Hin, Kee Hui Lang and Lim Kok Beng (whom are also our key senior management) which are set out in Sections 5.1.2 and 5.2.2 of this Prospectus, the profiles of our key senior management are as follows:

**(a) Jiu Chieh Yin**  
*Chief Financial Officer*

Jiu Chieh Yin, a Malaysian, age 36, is our Chief Financial Officer. She joined our Group in February 2022 and she is responsible for managing and overseeing our Group's accounting and finance function including financial, audit and tax.

She graduated with a Bachelor of Accountancy (First Class Honours) from Northern University of Malaysia in 2011 and became a Member and Fellow Member of the Association of Chartered Certified Accountants in 2015 and 2020 respectively. She was also admitted as a Chartered Accountant of the Malaysian Institute of Accountants in 2015.

She started her career as an Audit Assistant with Ernst & Young LLP in 2011 and progressed to the role of Audit Manager in 2016. In 2018, she left to join Grant Thornton Malaysia PLT as their Audit Senior Manager.

During her tenure in Ernst & Young LLP and Grant Thornton Malaysia PLT, she was involved in the statutory audit of both public listed and private companies in various industries, including manufacturing, trading, hospitality, automobile, plantation, property development, and construction. Further, she has also participated in audit works involving local companies with foreign subsidiaries as well as local subsidiaries owned by foreign companies. In addition, she was also responsible for providing in-house training and technical support to the auditors.

After leaving Grant Thornton Malaysia PLT in 2021, she took a brief career break before joining our Group in 2022 as our Chief Financial Officer.

She has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

As at the LPD, Jiu Chieh Yin does not hold any directorship in any other companies outside our Group.

**(b) Khoo Khiow Jin**  
*Sales and Marketing Manager*

Khoo Khiow Jin, a Malaysian, age 46, is our Sales and Marketing Manager. He joined our Group in April 2013 and he is responsible for developing new sales pipelines through branding which includes managing marketing campaigns and the implementation of marketing plans and strategies.

He graduated with a Diploma in Interior Design from the Malaysia Institute of Art in 1999. Upon graduation, he commenced his career as a Product Designer with Formedge Sdn Bhd where he was involved in the product design of aluminium extrusion for POS display system products. He left in 2000 to take a brief career break and was involved in freelance design work during this time. In 2001, he joined Linocraf Printers Sdn Bhd as a Design Planner where he was involved in offset printing design for instruction manuals, packaging, point of purchase displays and catalogues.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

He left Linocraft Printers Sdn Bhd in 2002 and joined Colourland Paints (Marketing) Sdn Bhd as their Advertising & Event Manager where he was responsible for the arranging events and advertising planning. In 2011, he was promoted to Marketing & Branding Manager where his responsibilities expanded to the strategizing of branding and marketing plans to increase the company's brand awareness.

In 2013, he left Colourland Paints (Marketing) Sdn Bhd and joined our Group in his current role as our Marketing Manager. He was redesignated as the Project Manager in 2018 and was responsible for our Group's project management. He subsequently resumed his role as our Sales and Marketing Manager in the same year.

He has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

As at the LPD, Khoo Khiow Jin does not hold any directorship in any other companies outside our Group.

**(c) Tan Kim Peng**  
*General Manager*

Tan Kim Peng, a Malaysian, age 57, is our General Manager. He joined our Group in June 2020 and he is responsible for the managing of our Group's operational matters.

He graduated with a Bachelor of Science (Hons) in Physics from the National University of Malaysia in 1990.

He commenced his career as a Sales Engineer with Kumpulan Abex Sdn Bhd in 1990 where he gained sales experience in promoting and demonstrating the company's products to the users. In the same year, he left Kumpulan Abex Sdn Bhd and joined Kodak (Malaysia) Sdn Bhd as their Sales Executive before being promoted to Senior Sales Executive in 1994. During this time, he was involved in overseeing the sales performance of the company's products. He was further promoted to Area Manager in 1999 and to Sales Manager in 2003 where his responsibilities expanded to include managing a team of sales executives.

In 2007, he joined ServTouch-WYWY (Malaysia) Sdn Bhd as their Sales Manager and was promoted to the position of Country Business Manager, Digital Film and Entertainment Imaging (Retail Systems Solutions and Digital Cameras) in 2011 and was responsible for amongst others, formulating marketing plans, managing inventory and negotiating with key stakeholders. He left in 2014 to join Goodyear Malaysia Berhad as their Regional Sales Manager (East Malaysia) where he was responsible for setting sales targets, pricing and development of marketing plans for the East Malaysia market.

He subsequently left Goodyear Malaysia Berhad in 2016 to help out with his family business before re-joining ServTouch-Wywy (Malaysia) Sdn Bhd as their Business Manager in the same year on a 3 years contract basis, where he was instrumental in the restructuring of the company's workforce.

After the completion of his contract with ServTouch-Wywy (Malaysia) Sdn Bhd in 2019, he took a brief career break before joining Adigiprint Sdn Bhd in 2019 as their Business Development Manager. During this time, he was responsible for the business development of the company including developing marketing plans and strategies as well as managing the sales team.

In 2020, he joined our Group as our Operation Manager where he was in charge of compliance matters of our Group and spearheaded the implementation of systems and SOPs in our Group. In 2021, he was promoted to his current designation of General Manager.

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

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He has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

As at the LPD, Tan Kim Peng does not hold any directorship in any other companies outside our Group.

**(d) Nurul Farhah binti Abdullah**  
*Senior Lead Chemist*

Nurul Farhah binti Abdullah, a Malaysian, age 34, is our Senior Lead Chemist. She joined our Group in 2013 and is responsible for leading and managing our Group's product development team, overseeing various R&D projects within our Group as well as developing new and improvised formulas for our products.

She graduated from University of Malaya with a Bachelor of Science (Hons) Applied Chemistry (Major) in 2012.

After taking a break, she commenced her career as a Chemist with our Group in 2013 where she primarily worked on the development of new paint products, modification of existing paint products, evaluation of raw materials for paint products, conducting benchmarking studies, sample preparation, colour matching and specification testing.

In 2019, she was promoted to Senior Chemist where her responsibilities expanded to include, amongst others, analysing competitors' products for future development and improvement purposes, analysing paint formulas for our Group's Smart Colour POS Tinting Machine, generating paint formulas according to the customers' needs and arranging market trials for new products. She was further promoted to her current position as the Senior Lead Chemist of our Group in 2022.

She has no familial relationships with the Promoters, substantial shareholders, Directors and key senior management of our Group.

As at the LPD, Nurul Farhah binti Abdullah does not hold any directorship in any other companies outside our Group.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

**5.4.4 Principal business performed outside our Group**

Save for disclosed below and in Section 5.2.3 of this Prospectus (in respect of Goh Chye Hin, Kee Hui Lang and Lim Kok Beng), none of our key senior management have any other principal directorship and/or principal business activities performed outside our Group in the past 5 years up to the LPD.

**(i) Nurul Farhah Binti Abdullah**

Company	Principal activities	Position held	Date of appointment	Date of resignation	% of shareholding held	
					Direct	Indirect
<b><u>Present involvement</u></b>						
Nil						
<b><u>Past Involvement</u></b>						
Farhah Venture Empire	Home-based bakery	Sole Proprietor	5 March 2021	Business Expiry Date: 7 March 2022	N/A (Sole Proprietorship)	N/A (Sole Proprietorship)

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (*Cont'd*)

### 5.4.5 Key senior management's remuneration and benefits

Save for the remuneration and benefits of Goh Chye Hin, Kee Hui Lang and Lim Kok Beng which are set out in Section 5.2.4 of this Prospectus, the aggregate remuneration and material benefits-in-kind (including any contingent or deferred remuneration) paid and proposed to be paid to our key senior management for services rendered in all capacities to our Group for FYE 2022 and 2023 are as follows:

Name	Remuneration band (RM) <sup>(1)</sup>	
	FYE 2022 RM'000	FYE 2023 (Proposed) RM'000
Jiu Chieh Yin	150-200	150-200
Tan Kim Peng	50-100	50-100
Khoo Khiow Jin	100-150	100-150
Nurul Farhah binti Abdullah	50-100	50-100

**Note:**

(1) *Comprising salaries and allowances. The bonuses for FYE 2023 are not included. Such bonuses, if any, will be determined later depending on the performance of our Group, subject to the recommendation of the Remuneration Committee and approved by our Board.*

### 5.5 RELATIONSHIPS AND/OR ASSOCIATIONS

Save as disclosed below, there are no family relationships or association between or amongst our Promoters, substantial shareholders, Directors and key senior management:

- (a) Goh Chye Hin, who is our Promoter, substantial shareholder and Managing Director is the spouse of Kee Hui Lang; and
- (b) Kee Hui Lang, who is our Promoter, substantial shareholder and Non-Independent Executive Director is the spouse of Goh Chye Hin.

### 5.6 EXISTING OR PROPOSED SERVICE AGREEMENTS

As at the LPD, there are no existing or proposed service agreements (contracts for services) entered or to be entered into between the companies within our Group, with our Directors or key senior management personnel.

### 5.7 MANAGEMENT SUCCESSION PLAN

Our Group has put in place formalised succession planning policy and succession plan for key senior management positions. We have identified the successors to groom gradually to assume the responsibilities of these key senior management positions.

Besides identifying the critical duties to be discharged by the successors in the succession plan, the following skill requirements must also be developed by the successors, amongst others:

- (a) managing financial activities;
- (b) being able to make strategic decisions;
- (c) sales management;

**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY SENIOR MANAGEMENT PERSONNEL (Cont'd)**

- (d) knowledge of our Group's business and processes; and
- (e) purchasing and cost management.

The Nomination Committee will review and update the succession plan annually or more regularly as the Nomination Committee deem necessary to ensure our Group has reassessed the development progress of the identified successors and whether any recruitment is required.

**5.8 DECLARATION FROM PROMOTERS, DIRECTORS AND KEY SENIOR MANAGEMENT**

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

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

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