

## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND DIRECTORS

### 5.1 PROMOTERS AND/OR SUBSTANTIAL SHAREHOLDERS

#### 5.1.1 Promoters' and/or substantial shareholders' shareholdings

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

Name	Nationality	<sup>(1)</sup> Before IPO				<sup>(2)</sup> After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>Promoters and substantial shareholders</b>									
Datuk Dr Ting	Malaysian	335,350,000	69.4	-	-	<sup>(3)</sup> 309,361,000	50.9	-	-
Hin Wai Mun	Malaysian	54,160,000	11.2	-	-	<sup>(3)</sup> 49,962,000	8.2	-	-
Chong Tuoo Choi	Malaysian	45,430,000	9.4	-	-	<sup>(3)</sup> 41,909,000	6.9	-	-
<b>Substantial shareholder</b>									
Ting Meng Pheng	Malaysian	48,450,000	10.0	-	-	<sup>(3)</sup> 44,695,000	7.3	-	-

#### Notes:

- (1) Based on our share capital of 483,390,000 Shares before our IPO.
- (2) Based on our enlarged share capital of 608,292,000 Shares after our IPO.
- (3) Our Promoters and/or substantial shareholders, who are also our Selling Shareholders, are offering a total of 37,463,000 Offer Shares under the Offer for Sale. Please refer to Section 4.3.1(b) for further details on the Offer for Sale.

Our Promoters and/or substantial shareholders do not have different voting rights from other shareholders of our Group.

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

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### **5.1.2 Profiles of Promoters and/or substantial shareholders**

#### **(a) Datuk Dr Ting**

Datuk Dr Ting, a Malaysian, aged 49, is our Managing Director. He was appointed to our Board on 25 May 2023. He is responsible for developing the overall strategy and corporate direction of our Group, and implementing business strategies that leverage on the synergies between our subsidiaries to grow our Group and business.

Datuk Dr Ting graduated with a Bachelor of Engineering in Electronic and Electrical Engineering from the Liverpool John Moores University, United Kingdom in 1997. He then obtained his Master of Business Administration and Doctor of Philosophy in Business Administration from Charisma University, Turks and Caicos Islands, United Kingdom in 2017 and 2021 respectively.

He started his career with Komasi Enterprise Sdn Bhd (currently known as Komasi Engineering) in 1999 after completing his Postgraduate Diploma for South East Asian Management Studies from Staffordshire University, United Kingdom in 1999, as a Project Engineer before being promoted to the position of Senior Project Engineer in 2008 and subsequently as a Senior Project Manager in 2009. He was primarily involved in overseeing site activities as well as monitoring the progress of projects. Throughout his years in Komasi Enterprise Sdn Bhd, he gained in-depth project management experience and developed technical skills from working on underground utilities engineering projects as well as other civil engineering projects undertaken by the company.

In 2009, Datuk Dr Ting founded Komasi Construction Pte Ltd (currently known as Konnection), to pursue opportunities in HDD works in Singapore. He is presently the Managing Director of Konnection, where he is responsible for managing and implementing the strategic growth plans of Konnection.

In the later part of 2009, he resigned from Komasi Enterprise Sdn Bhd and joined Kum Fatt Construction Sdn Bhd (currently known as Kum Fatt) as a Project Manager where he was mainly involved in managing underground utilities engineering projects undertaken by Kum Fatt, as well as supporting his father, the late Dato' Ting Ah Kong in building the business of Kum Fatt.

In 2011, he became a shareholder of Bestari Selatan, a company which was previously involved in general construction works until 2016 (which subsequently change its principal activities to an investment holding company mainly focusing on the purchase and/or rental of its own properties in 2018). He was appointed as an executive director in 2012 and is mainly involved in managing and handling documentation (such as signing of sale and purchase agreements and rental agreements) for the property-related transactions of Bestari Selatan. Due to the nature of business of Bestari Selatan (i.e. a property investment company), he is only required to attend to Bestari Selatan as and when required, which does not require a significant amount of his time.

In 2012, he was appointed as a Director of Kum Fatt, and took over the leadership and daily management of Kum Fatt from the late Dato' Ting Ah Kong.

In 2015, he was appointed as a director and became a shareholder of Speedlink Communications Sdn Bhd, a company involved in the provision of fibre optic transmission network services. He mainly plays an advisory role in any technical matters relating to its business. In September 2023, he ceased to be a shareholder and director of Speedlink Communications Sdn Bhd pursuant to the disposal of Speedlink Communications Sdn Bhd to a non-related party.

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

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In 2017, he co-founded Geo Inspire Sdn Bhd (currently known as PPI) which commenced HDPE pipe manufacturing operations in 2019. He is presently the Managing Director of PPI, where he is responsible for overseeing the manufacturing operations and implementing strategic growth plans.

Kindly refer to Section 5.2.3(b) for his involvement in other business activities outside our Group.

**(b) Hin Wai Mun**

Hin Wai Mun, a Malaysian, aged 41, is our Executive Director. He was appointed to our Board on 25 May 2023. He is responsible for managing the day-to-day operations of our underground utilities engineering projects in Malaysia, including contract and procurement, project, human resource and administration and health and safety.

Hin Wai Mun graduated with an International Diploma in Computer Studies from Informatics College, Malaysia in 2005.

Hin Wai Mun started his career at Komasi Enterprise Sdn Bhd (currently known as Komasi Engineering) as a Civil Supervisor in 2005, and was subsequently promoted to Civil Project Coordinator in 2009, where he was responsible for monitoring projects development and was also involved in the tender process as well as the logistics aspect of projects. While at the company, he gained exposure in civil and HDD projects undertaken by the company and built his project management skills therefrom. He resigned from Komasi Enterprise Sdn Bhd in 2009.

In 2010, he co-founded Bestari Selatan with the non-related party shareholder holding 50.0% each in the company and appointed as a director of the company. Bestari Selatan was then involved in general construction works, and he oversaw the project management of civil and HDD projects undertaken by the company as a Project Director. In 2016, he sold all of his shares to Datin Chu Ai Li, the spouse of Datuk Dr Ting and resigned as a director of Bestari Selatan in the same year.

During his tenure with Bestari Selatan, in 2015, he was appointed as an Executive Director cum Project Director of TSE Jaya Sdn Bhd, where he was primarily involved in identifying business development opportunities for the company. He resigned as a director and Project Director of TSE Jaya Sdn Bhd and ceased as a shareholder in 2021.

In 2016, Hin Wai Mun was appointed as an Executive Director and subsequently appointed as General Manager of Kum Fatt in 2021, a position that he continues to hold to-date. In 2016, he became a shareholder of Kum Fatt.

In 2018, he returned to Bestari Selatan as a non-executive director and shareholder to venture into property investment to-date. For avoidance of doubt, he is not involved in managing and handling of any property-related transactions or documentation of Bestari Selatan (save for signing of documents such as sale and purchase agreements and rental agreements).

In 2021, he became a shareholder and non-executive director of PPI.

Kindly refer to Section 5.2.3(c) for his involvement in other business activities outside our Group.

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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND DIRECTORS**  
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**(c) Chong Tuoo Choi**

Chong Tuoo Choi, a Malaysian, aged 50, is our Executive Director. He was appointed to our Board on 25 May 2023. He is responsible for managing the day-to-day operations of our underground utilities engineering projects in Singapore, including contract and procurement, project, human resource and administration and health and safety.

He attended NCC Education & Training and obtained an International Diploma in Computer Studies in 1994.

He started his career as a General Operator with Highway Brick Sdn Bhd in 1994, where he was tasked to operate brick production machines.

In 1997, he left Highway Brick Sdn Bhd and joined Casbina Sdn Bhd as an HDD operator cum Supervisor where he was tasked to operate HDD machines and supervise progress of HDD projects undertaken by the company.

In 1999, he left Casbina Sdn Bhd and joined Cabaran Panglima Sdn Bhd as an HDD operator cum Supervisor and subsequently appointed as Project Director in 2001, where he was responsible for managing the business of the company in HDD works. He left Cabaran Panglima Sdn Bhd in 2001 to pursue his own personal interest.

In 2003, he joined Komasi Enterprise Sdn Bhd (currently known as Komasi Engineering) as a Site Supervisor where he assisted and supported the project manager in managing and monitoring projects undertaken by the company. In 2008, he left Komasi Enterprise Sdn Bhd.

In 2009, he joined Komasi Construction Pte Ltd (currently known as Konnection) as a HDD Machine Operator Trainee. In 2010, he was confirmed as an HDD Machine Operator and during his tenure with Konnection he was promoted to various positions, namely HDD Tracker cum Operator (2013), Site Supervisor (2016), Senior Site Supervisor (2019) and Project Manager (2021), and finally as a Project Director in 2022, a position he continues to hold to-date. During his tenure with Konnection, he was involved in the planning and overseeing of daily construction activities, project management as well as ensuring the timely requisition of resources for Konnection's projects in Singapore.

In 2021, Chong Tuoo Choi became a shareholder and was concurrently appointed as an Executive Director of Konnection.

Kindly refer to Section 5.2.3(d) for his past involvement in other business activities outside our Group.

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

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**(d) Ting Meng Pheng**

Ting Meng Pheng, a Malaysian, aged 46, is our substantial shareholder.

Ting Meng Pheng graduated with a Bachelor of Business Administration from the University of Kentucky, USA in 2000. She has been a Registered Financial Planner under the Malaysian Financial Planning Council since 2012.

Upon graduation, Ting Meng Pheng joined Donatos Pizza, USA as an Assistant Store Manager in 2001 where she was tasked to manage the operations of the store. In the same year, she then resigned from Donatos Pizza, USA and joined Luna Carpet & Blinds, USA as an Accounts Executive where she oversaw the company's accounting function until she left the company in 2004.

Upon her return to Malaysia, she joined AG Capital Sdn Bhd in 2004 as a Sales Manager where she was mainly responsible for the sales in the company. In 2005, she left AG Capital Sdn Bhd.

In 2005, she joined AIA Insurance Malaysia as an Unit Manager, where she was responsible for promoting the insurance products of the company. She continues to hold this position to-date.

In 2007, she founded Stable Vision Mortgage Advisory Sdn Bhd, a company that involved in the provision of insurance and mortgage products. She is responsible for overseeing the daily operations and business development activities of the company until present.

In 2013, she was appointed as a non-executive director of Kum Fatt, a role she holds to-date.

In 2016, she joined Speedlink Communications Sdn Bhd as a director and became a shareholder. She holds a position as a Chief Financial Officer since 2016 she joined the company, a position that she continues to hold until September 2023. As a Chief Financial Officer, she oversees the accounting and finance functions of the company. In September 2023, she ceased to be a shareholder and director of Speedlink Communications Sdn Bhd pursuant to the disposal of Speedlink Communications Sdn Bhd to a non-related party.

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

### 5.1.3 Changes in Promoters' and/or substantial shareholders' shareholdings

The changes in our Promoters and/or substantial shareholders' respective shareholdings in our Company since our incorporation are as follows:

Name	As at incorporation				<sup>(1)</sup> Before IPO				<sup>(2)</sup> After IPO			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Boo Soon Noi	1	50.0	-	-	-	-	-	-	-	-	-	-
Hew Jing Sian	1	50.0	-	-	-	-	-	-	-	-	-	-
<b>Promoters and substantial shareholders</b>												
Datuk Dr Ting	-	-	-	-	335,350,000	69.4	-	-	<sup>(3)</sup> 309,361,000	50.9	-	-
Hin Wai Mun	-	-	-	-	54,160,000	11.2	-	-	<sup>(3)</sup> 49,962,000	8.2	-	-
Chong Tuoo Choi	-	-	-	-	45,430,000	9.4	-	-	<sup>(3)</sup> 41,909,000	6.9	-	-
<b>Substantial shareholder</b>												
Ting Meng Pheng	-	-	-	-	48,450,000	10.0	-	-	<sup>(3)</sup> 44,695,000	7.3	-	-

**Notes:**

- (1) Based on our share capital of 483,390,000 Shares before our IPO.
- (2) Based on our enlarged share capital of 608,292,000 Shares after our IPO.
- (3) Our Promoters and/or substantial shareholders, who are also our Selling Shareholders, are offering a total of 37,463,000 Offer Shares under the Offer for Sale. Please refer to Section 4.3.1(b) for further details on the Offer for Sale.

### 5.1.4 Persons exercising control over the corporation

Save for our Promoters as set out in Section 5.1.1, there is no other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company. As at LPD, there is no arrangement between our Company, the Promoters and/or our substantial shareholders with any third-party which may result in a change in control of our Company at a date subsequent to our Listing.

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

**5.1.5 Amounts or benefits paid or intended to be paid or given to our Promoters and/or substantial shareholders**

Save for the issuance of our Shares as consideration for the Acquisitions, dividends paid or intended to be paid to our Promoters and/or substantial shareholders as disclosed below; and aggregate remuneration and benefits paid or proposed to be paid for services rendered to our Group in all capacities as disclosed in Sections 5.2.4, there are no other amounts or benefits that have been paid or intended to be paid to our Promoters and/or substantial shareholders within the 2 years preceding the date of this Prospectus:

<b>Promoters and/or substantial shareholders</b>	<b>Dividends declared and paid</b>			
	<b>FYE 2021</b>	<b>FYE 2022</b>	<b>FYE 2023</b>	<b>1 March 2023 up to LPD</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Promoters and substantial shareholders</b>				
Datuk Dr Ting	2,356	3,903	2,608	-
Hin Wai Mun	403	301	407	-
Chong Tuoo Choi	(1)-	966	281	-
<b>Substantial shareholder</b>				
Ting Meng Pheng	537	201	543	-

**Note:**

(1) No dividends were declared to Chong Tuoo Choi as he only became a shareholder of Konnection in FYE 2022.

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## 5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND DIRECTORS *(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 they will fully subscribe for their respective entitlements under the Pink Form Allocations are set out below:

Name	Designation/ Nationality	<sup>(1)</sup> Before IPO				<sup>(2)</sup> After IPO			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Lee Chye Tee	Independent Non-Executive Chairman/ Malaysian	-	-	-	-	500,000	0.1	-	-
Datuk Dr Ting	Managing Director/ Malaysian	335,350,000	69.4	-	-	309,361,000	50.9	-	-
Hin Wai Mun	Executive Director/ Malaysian	54,160,000	11.2	-	-	49,962,000	8.2	-	-
Chong Tuoo Choi	Executive Director/ Malaysian	45,430,000	9.4	-	-	41,909,000	6.9	-	-
Vincent Wong Soon Choy	Executive Director/ Chief Financial Officer/ Malaysian	-	-	-	-	6,000,000	1.0	-	-
Ng Lee Thin	Independent Non-Executive Director/ Malaysian	-	-	-	-	250,000	<0.1	-	-
Latha A/P Dhamodaran Pillay	Independent Non-Executive Director/ Malaysian	-	-	-	-	250,000	<0.1	-	-
Goh Lei Lei	Independent Non-Executive Director/ Malaysian	-	-	-	-	250,000	<0.1	-	-

#### Notes:

(1) Based on our share capital of 483,390,000 Shares before our IPO.

(2) Based on our enlarged share capital of 608,292,000 Shares after our IPO.



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

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### **5.2.2 Profiles of Directors**

The profiles of Datuk Dr Ting, Hin Wai Mun and Chong Tuoo Choi are set out in Section 5.1.2. The profiles of our Directors are as follows:

#### **(a) Lee Chye Tee**

Lee Chye Tee, a Malaysian, aged 60, is our Independent Non-Executive Chairman. He was appointed to our Board on 25 May 2023.

Lee Chye Tee graduated with a Diploma in Commerce (Financial Accounting) from Tunku Abdul Rahman College in 1988. He has been an Associate Member of the Chartered Tax Institute of Malaysia since 1995. He was admitted as an Associate Member and Fellow Member of the Association of Chartered Certified Accountants (ACCA) in 1993 and 1998 respectively. He was then admitted as a Member of the Malaysian Institute of Accountants in 2001. Subsequently, he was employed with the ASEAN Chartered Professional Accountants in 2019.

In 1990, Lee Chye Tee commenced his career with Kalman Blech Co., United Kingdom as a Trainee Certified Accountant where he subsequently progressed from junior audit clerk to semi senior status in 1991, where he was responsible for auditing small and medium size companies which he reported directly to the audit manager and partner in charge. He left the firm in 1992 as Audit Senior.

Upon his return to Malaysia, he joined Visia Finance Berhad in 1992 as Senior Executive Officer, where he was responsible for the accounting and finance matters of the company.

In 1993, he left Visia Finance Berhad and joined L.K. Chong & Co as an Audit Manager where he was responsible for managing audit engagements for clients of the firm.

In 1999, he left L.K. Chong & Co and joined KSL Group (now known as KSL Holdings Berhad) as the Financial Controller, where he was responsible for overseeing the accounting and corporate finance functions of the company. He was subsequently appointed an Executive Director cum Financial Controller in 2003, a position that he held until his departure in 2022.

In 2013, he was appointed as a Director of CPL Secretarial Services Sdn Bhd, where he was responsible for providing corporate secretarial advisory services. He continues to hold this position to-date. During the same year, he was appointed as a Director of CPL Taxation Services Sdn Bhd, where he was responsible for providing services such as tax planning, tax advisory, tax audit as well as tax review and compliance to clients of the firm. He continues to hold this position to-date.

In 2015, he was appointed as a Director of CPL Consultancy Services Sdn Bhd, where he was responsible for providing accounting advisory services. He continues to hold this position to-date.

Kindly refer to Section 5.2.3(a) for his involvement in other business activities outside our Group.

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

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**(b) Vincent Wong Soon Choy**

Vincent Wong Soon Choy, a Malaysian, aged 54, is our Executive Director/ Chief Financial Officer. He was appointed to our Board on 25 May 2023.

He is responsible for our Group's accounting and financial matters, including financial reporting, taxation, budgeting, financing as well as overseeing the Accounts department.

Vincent Wong Soon Choy graduated with a Bachelor of Commerce from Flinders University, Australia in 1994. He was admitted as a Member of the Malaysian Institute of Accountants in 1999 and a Member of the CPA Australia in 1997.

Upon completing his studies and while awaiting his graduation, he joined Ernst & Young (Johor branch) as an Audit Assistant in 1993, where he participated in audit engagements for clients of the firm. He was promoted to the position of Audit Senior in 1996.

In 1997, he joined Peninsula Securities Sdn Bhd as an Accountant, where he was tasked to maintain the accounts, treasury and payroll as well as preparing monthly management report, cash flow and budget reports.

In July 1999, he joined Kia Lim Berhad as the Group Accountant where he was responsible for the firm's overall accounts and finance matters, including compliance to the applicable regulatory requirements. He left Kia Lim Berhad in October 1999.

In November 1999, he joined PJB-UOB Securities Sdn Bhd as an Assistant Manager (Finance) until he was assigned to Hwang-DBS Securities Berhad in 2001 as an Assistant Manager (Finance) for Johor Bahru branch where he was responsible for maintaining the branch accounts as well as preparing reports for senior management of the company. Subsequently, in 2002, he was promoted to the Head of Operations where he was tasked to maintain the accounts as well as to oversee the entire operations of the company's Johor Bahru branch office. In 2003, he left Hwang-DBS Securities Berhad to join Mahabuilders Sdn Bhd as the Group Accountant, where his responsibilities were to oversee the accounts, finance, tax and audit matters. He left Mahabuilders Sdn Bhd in 2013 to manage his personal investments in property.

In 2018, Vincent Wong Soon Choy joined Kum Fatt as the Chief Financial Controller, a position he continues to hold to-date.

In 2019, he was appointed as the Independent Non-Executive Director of Cabnet Holdings Berhad (listed on the ACE Market). In 2023, he was appointed as the Independent Non-Executive Director of Kia Lim Berhad (listed on the Main Market of Bursa Securities).

Kindly refer to Section 5.2.3(e) for his involvement in other business activities outside our Group.

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

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**(c) Ng Lee Thin**

Ng Lee Thin, a Malaysian, aged 56, is our Independent Non-Executive Director. She was appointed to our Board on 25 May 2023.

Ng Lee Thin graduated with a Bachelor of Economics (Honours) from Universiti Utara Malaysia in 1992. In 2000, she was admitted as a Member and subsequently as a Fellow Member of the Association of Chartered Certified Accountants (ACCA) in 2005. She was admitted as a Member of the Malaysian Institute of Accountants in 2000.

Ng Lee Thin commenced her career in 1992 with Artwright Marketing Sdn Bhd as an Assistant Business Executive and subsequently promoted as a Business Executive after her probationary period. During her tenure with Artwright Marketing Sdn Bhd, she was responsible for project tendering and supporting marketing and sales activities to promote the company's products.

In 1994, she left Artwright Marketing Sdn Bhd and joined Chiang & Chiang as an Audit Associate, where she was involved in audit engagements for clients of the firm. She left Chiang & Chiang in 1995.

In 1996, she joined Ernst & Young as an Audit Assistant, where she was involved in audit engagements for clients of the firm. In 1999, she was promoted to the position of Audit Senior. In 2001, she left Ernst & Young and joined Binaik Equity Berhad as Finance Manager, where she was involved in all finance and accounting matters of the group and the company including the preparation of quarterly and annual report. In 2009, she was redesignated to the position of Financial Controller, where she oversaw the finance and accounts department of the group and the company. She left Binaik Equity Berhad in 2009.

In 2008, she founded Yellow Business Solution, a sole proprietorship business offering company secretarial services, and was managing the daily operations of the business, including business development. In 2012, she co-founded Yellow Tax Services Sdn Bhd, a licensed tax firm offering tax services. In 2015, she transferred her sole proprietorship in Yellow Business Solution to a third party and set up an audit firm NLT & Co where she was appointed as a Partner. As a Partner, she is responsible for managing audit engagements for clients of the firm. She continues to hold this position to-date. In 2020, she co-founded Wang Premier Assets Sdn Bhd and was concurrently appointed as a director, where she is responsible for the daily operations of the company.

Presently, she serves as an Independent Non-Executive Director of Able Global Berhad and Axteria Group Berhad (both listed on Main Market of Bursa Securities).

Kindly refer to Section 5.2.3(f) for her involvement in other business activities outside our Group.

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

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**(d) Latha A/P Dhamodaran Pillay**

Latha A/P Dhamodaran Pillay, a Malaysian, aged 58, is our Independent Non-Executive Director. She was appointed to our Board on 25 May 2023.

Latha A/P Dhamodaran Pillay graduated from the National University of Singapore with a Bachelor of Laws in 1988. She was admitted as a Member of The Law Society of Singapore in 1989. She was called to the Malaysian Bar and admitted as an Advocate and Solicitor of the High Court of Malaya in 1994.

Latha A/P Dhamodaran Pillay began her career with Lam, Kumar, Ng & Naidu, a law firm in Singapore, as an Associate in 1989 which she was subsequently made a Partner in 1992 until her departure in 1993. During her tenure there, her main areas of practice included corporate, conveyancing and banking.

In 1993, she returned to Malaysia with the intention to practice law in Malaysia by joining a Johor-based law firm, Syed Alwi, Ng & Co as a Legal Assistant. Subsequently in 1994, she was admitted as an Advocate and Solicitor by the High Court of Malaya and she was made a Partner in the same year. In 2004, she was made the Managing Partner of Syed Alwi, Ng & Co, a position she continues to hold to-date. Her main areas of practice include corporate and commercial laws including restructuring, joint ventures, conveyancing, banking and litigation.

Kindly refer to Section 5.2.3(g) for her involvement in other business activities outside our Group.

**(e) Goh Lei Lei**

Goh Lei Lei, a Malaysian, aged 52, is our Independent Non-Executive Director. She was appointed to our Board on 25 May 2023.

Goh Lei Lei graduated with a Bachelor of Urban and Regional Planning from Universiti Teknologi Malaysia in 1995. She is a Corporate Member of Malaysian Institute of Planners since 2002. She is registered as a Registered Town Planner with Lembaga Perancang Malaysia since 2009.

Upon graduation in 1995, Goh Lei Lei joined P & D Consultants Sdn Bhd as an Assistant Town Planner where she was tasked to provide consultancy services for town planning works until her departure in 2002.

In 2002, she co-founded P & D Planners Sdn Bhd and was appointed as the Managing Director, a position which she continues to hold to-date. As a Managing Director, she is responsible for managing the daily operations of the company, including business development.

Kindly refer to Section 5.2.3(h) for her involvement in other business activities outside our Group.

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

### 5.2.3 Principal business performed outside our Group

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

#### (a) Lee Chye Tee

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b><u>Present involvement</u></b>					
CPL Consultancy Services Sdn Bhd	Accounting services and business consulting	Director / Shareholder	2 March 2015	50.0	(1)50.0
CPL Taxation Services Sdn Bhd	Provision of tax advisory and consultancy services	Director / Shareholder	1 March 2013	30.0	(1)70.0
CPL Secretarial Services Sdn Bhd	Provision of corporate secretarial services	Director / Shareholder	1 March 2013	30.0	(1)70.0
Windfall Enterprise Sdn Bhd	Property investment company	Director / Shareholder	12 August 2013	50.0	(1)50.0
<b><u>Past involvement</u></b>					
KSL Holdings Berhad (listed on the Main Market of Bursa Securities)	Investment holding company of subsidiaries principally involved in property development and hotel operations	Executive Director	1 December 2003/ 1 December 2022	-	-
VIP Beyond Sdn Bhd	Property development	Director	11 August 2014/ 1 December 2022	-	-

**Note:**

(1) Deemed interested by virtue of his spouse's interest in the company.

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

**(b) Datuk Dr Ting**

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b><u>Present involvement</u></b>					
Bestari Selatan	Property investment company	Executive Director / Shareholder	31 May 2012	65.0	-
Sor System Sdn Bhd	Provision of system software for project management	Non-Executive Director / Shareholder	25 May 2007	44.9	-
Sutera Sejati Risk Management	Insurance agent	Sole proprietor <sup>(1)</sup>	29 July 2009	100.0	-
<b><u>Past involvement</u></b>					
Speedlink Communications Sdn Bhd	Provision of fibre optic transmission network services	Director / Shareholder	23 March 2015/ 4 September 2023/ Ceased to be a shareholder on 4 September 2023	40.0	-
Smart HDD Sdn Bhd	Dissolved on 1 June 2020	Director / Shareholder	13 September 2016	50.0	-
Blue Nile Restaurant Sdn Bhd	Operate food and beverage businesses	Director / Shareholder	7 October 2016/ 26 February 2020/ Ceased to be a shareholder on 11 May 2020	10.0	-
Ecobore Sdn Bhd	General contractor and transportation agents	Director / Shareholder	14 April 2017/ 21 April 2020/ Ceased to be a shareholder on 11 May 2020	35.0	-

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

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
Knet Global (M) Sdn Bhd	Provision of electronic engineering services and general traders	Director / Shareholder	17 July 2013/ 11 March 2022/ Ceased to be a shareholder on 30 March 2022	60.0	-
Oasis Skills Academy Sdn Bhd	Dissolved on 21 July 2021	Director / Shareholder	28 September 2018/ 19 November 2019/ Ceased to be a shareholder on 12 December 2019	100.0	-
Baguss Resources Sdn Bhd	Real estate activities with own or leased property, hotels and resort hotels, restaurant	Director	21 March 2019/ 3 November 2020	-	-
Orig Machinery Sdn Bhd	<ul style="list-style-type: none"> <li>• Renting of construction machinery and equipment with operator (e.g. crane);</li> <li>• Construction and engineering projects; and</li> <li>• Transportation</li> </ul>	Director / Shareholder	25 July 2019/ 18 May 2020/ Ceased to be a shareholder on 4 June 2020	100.0	-
Southern Infrastructure Sdn Bhd	Dissolved on 18 June 2021	Director / Shareholder	5 August 2019	-	<sup>(2)</sup> 50.0
Iconix Skills Academy Sdn Bhd	Provision of skill education services	Director / Shareholder	23 April 2020/ 22 March 2021/ Ceased to be a shareholder on 26 March 2021	10.0	-
Apex Biocare Sdn Bhd	Marketing, wholesale and trading, and direct selling of medicine and supplement products	Director / Shareholder	8 June 2016/ 1 March 2021/ Ceased to be an indirect shareholder on 20 March 2021	-	<sup>(3)</sup> 89.3

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

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
Apex Biocare Limited <sup>(4)</sup>	Investment holding company in shares of company which principally involved in marketing, wholesaling and trading and direct selling of medicine and supplement products, and advertising, wholesale of a variety of goods without any particular specialisation	Director / Shareholder	25 January 2018/ 24 February 2021/ Ceased to be a direct shareholder on 24 February 2021 and an indirect shareholder on 20 March 2021	50.0	<sup>(5)</sup> 20.0
The Brand Tailor Sdn Bhd	Dissolved on 24 March 2022	Director / Shareholder	4 December 2018/ 6 October 2021/ Ceased to be an indirect shareholder on 20 March 2021	-	<sup>(3)</sup> 99.9
Baguss City Hotel Sdn Bhd	Dissolved on 30 December 2022	Director / Shareholder	3 May 2016	15.0	-
Hwa Seng Services Sdn Bhd	Dissolved on 10 March 2023	Director / Shareholder	19 October 2016	50.0	-

**Notes:**

- (1) Not applicable as Sutera Sejati Risk Management is a sole proprietorship and was registered on 29 July 2009. The business of Sutera Sejati Risk Management is managed by the spouse of Datuk Dr Ting, and he is not involved in the day-to-day operations of the business.
- (2) Deemed interested by virtue of his interest in Bestari Selatan.
- (3) Deemed interested by virtue of his interest as well as his spouse's interest in Apex Biocare Limited.
- (4) Apex Biocare Limited is a company incorporated in British Virgin Islands.
- (5) Deemed interested by virtue of his spouse's interest in the company.



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

**(c) Hin Wai Mun**

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b><u>Present involvement</u></b>					
Bestari Selatan	Property investment company	Non-Executive Director / Shareholder	12 September 2018	15.0	-
<b><u>Past involvement</u></b>					
Ecobore Sdn Bhd	General contractor and transportation agents	Director / Shareholder	14 April 2017/ 21 April 2020/ Ceased to be a shareholder on 11 May 2020	15.0	-
TSE Jaya Sdn Bhd	Installation of underground pipes	Director / Shareholder	15 July 2015/ 12 November 2021/ Ceased to be a shareholder on 19 August 2021	40.0	-
Smart HDD Sdn Bhd	Dissolved on 1 June 2020	Director / Shareholder	17 May 2017	50.0	-
Orig Machinery Sdn Bhd	<ul style="list-style-type: none"> <li>• Renting of construction machinery and equipment with operator (e.g. crane);</li> <li>• Construction and engineering projects; and</li> <li>• Transportation</li> </ul>	Director	25 July 2019/ 18 May 2020	-	-
Southern Infrastructure Sdn Bhd	Dissolved on 18 June 2021	Director	5 August 2019	-	-

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

**(d) Chong Tuoo Choi**

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b><u>Present involvement</u></b>					
Restoran Chin Chee	Restaurant	Sole proprietor <sup>(1)</sup>	26 August 2002	100.0	-
<b><u>Past involvement</u></b>					
Ecobore Sdn Bhd	General contractor and transportation agents	Director / Shareholder	14 April 2017/ 16 February 2021/ Ceased to be a shareholder on 23 March 2021	25.0	-

**Note:**

<sup>(1)</sup> The business is operated and managed by his sister and he is not involved in the day-to-day operations of the business.

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

**(e) Vincent Wong Soon Choy**

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b><u>Present involvement</u></b>					
Cabnet Holdings Berhad (listed on the ACE Market)	Investment holding company of subsidiaries principally involved in the provision of building management solutions which comprise structure cabling and extra low voltage systems, electrical contractor, wholesale of household appliances and related products, information technology service as a complementary offering to building management solutions, general trading and services, as well as providing infrastructure for hosting, data processing services and related activities	Independent Non-Executive Director	9 April 2019	-	-
Kia Lim Berhad (listed on the Main Market of Bursa Securities)	Investment holding company of subsidiaries principally involved in the manufacturing of bricks and roofing tiles	Independent Non-Executive Director	4 April 2023	-	-
<b><u>Past involvement</u></b>					
Plastrade Technology Berhad (currently known as Artroniq Berhad, listed on the ACE Market)	Investment holding company of subsidiaries principally involved in distribution of information and communication technology products and related activities, importer and exporter of information and communication technology products and provision of point of sales solutions and distribution of point of sales hardware, peripherals and related services	Independent Non-Executive Director	5 August 2011/ 17 October 2018	-	-

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

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
Pelangi Publishing Group Bhd (previously listed on the Main Market of Bursa Securities)	Investment holding company of subsidiaries principally involved in the publishing and distribution of books and other educational materials, distribution and provider of e-learning materials and multimedia related products, education services, and provision of typesetting and printing services	Independent Non-Executive Director	1 January 2011/ 30 September 2021	-	-

**(f) Ng Lee Thin**

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b>Present involvement</b>					
Yellow Point Marketing Sdn Bhd	Provision of telecommunication services and retail sales of telecommunication equipment and other related products	Shareholder	7 January 2014 / 10 August 2017	50.0	-
Axteria Group Berhad (listed on the Main Market of Bursa Securities)	Investment holding company of subsidiaries principally involved in property development and construction	Independent Non-Executive Director	15 May 2021	-	-
Yellow Tax Services Sdn Bhd	To provide tax services, consultancy and other related activities	Director / Shareholder	25 June 2012	50.0	(1)50.0
Able Global Berhad (listed on the Main Market of Bursa Securities)	Investment holding company of subsidiaries principal involved in manufacturing, processing, packaging, distribution, importation and exportation of dairy products and manufacturing and sales of container	Independent Non-Executive Director	6 May 2014	-	-

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

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
Wang Premier Assets Sdn Bhd	Buying, selling, renting and operating of self-owned or leased real estate – non-residential buildings	Director / Shareholder	31 December 2020	35.0	<sup>(2)</sup> 65.0
BPO Founders Sdn Bhd	Investment advisory services	Shareholder	-	4.0	-
NLT & Co	Auditing activities	Sole proprietor	<sup>(4)</sup> -	100.0	-
<b><u>Past involvement</u></b>					
Wang Management Services	Provision of accounting and management services	Sole proprietor	<sup>(3)</sup> 21 December 2001/ 27 April 2023	100.0	-

**Notes:**

- (1) Deemed interested by virtue of her spouse's interest in the company.
- (2) Deemed interested by virtue of her spouse's interest and children's interest in the company.
- (3) Expired on 27 April 2023.
- (4) Not applicable as NLT & Co is a sole proprietorship. NLT & Co was registered on 16 August 2015.

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

**(g) Latha A/P Dhamodaran Pillay**

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b><u>Present involvement</u></b>					
Syed Alwi Ng & Co	Provision of legal services	Managing Partner	1 October 2004	-	-
Takdir Hebat Holdings Sdn Bhd	Investment holding in property and real estate agency	Director / Shareholder	22 October 2013	60.0	-
Selat Dass Sdn Bhd	Property investment company	Director / Shareholder	6 June 2001	50.0	<sup>(1)</sup> 50.0
Fuji International Holdings Sdn Bhd	Consulting, investment and trading business	Director / Shareholder	16 February 2017	50.0	-
Autumn Bay Sdn Bhd	Property investment company	Alternate Director	7 February 2020	-	-
Timeless Harvest Sdn Bhd	Property investment company	Alternate Director	7 February 2020	-	-
London Metropolitan Holdings Sdn Bhd	Warehousing and storage services, buying, selling, renting and operating of self-owned or leased real estate (residential buildings), management of real estate on a fee or contract basis	Director / Shareholder	26 May 2023	51.0	-
<b><u>Past involvement</u></b>					
Autumn Bay Sdn Bhd	Property investment company	Director	24 November 2016/ 6 February 2020	-	-
Timeless Harvest Sdn Bhd	Property investment company	Director	10 February 2015/ 6 February 2020	-	-

**Note:**

<sup>(1)</sup> Deemed interested by virtue of her spouse's interest in the company.

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

**(h) Goh Lei Lei**

Company	Principal activities	Position held	Date of appointment/ Date of resignation/ Date of cessation	% of shareholdings held	
				Direct	Indirect
<b>Present involvement</b>					
P & D Planners Sdn Bhd	Town planner	Director / Shareholder	11 September 2002	70.0	-

As at LPD, the directorships of our Directors in other companies are in compliance with Rule 15.06 of the Listing Requirements as they do not hold more than 5 directorships in public listed companies on Bursa Securities.

Save as disclosed in Section 11.1, the involvement of our Directors in those business activities outside our Group does not give rise to any conflict of interest situation with our business. The involvement of our Executive Directors in the business outside our Group does not preclude them from allocating or committing their time and effort to our Group as they are not involved in the day-to-day operations of the companies/businesses outside our Group. Therefore, their involvement in the company does not require a significant amount of time, and hence does not affect their ability to perform their executive roles and responsibilities to our Group.

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

### 5.2.4 Directors' remuneration and benefits

The remuneration of our Directors including fees, salaries, bonuses, other emoluments and benefits-in-kind, must be reviewed and recommended by our Remuneration Committee and subsequently, be approved by our Board. The Director's fees and any benefits payable to Directors shall be subject to annual approval by our shareholders pursuant to an ordinary resolution passed at a general meeting in accordance with our Constitution. Please refer to Section 15.3 for further details.

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our Directors for services rendered in all capacities to our Group for FYE 2022 to 2024 are as follows:

	<u>Directors' fees</u>	<u>Salaries</u>	<u>Bonuses</u>	<u>Other emolument</u>	<u>Benefits-in-kind</u>	<u>Total</u>
	<b>RM'000</b>					
<b>FYE 2022 (Paid)</b>						
Datuk Dr Ting	-	946	-	97	34	1,077
Hin Wai Mun	-	248	-	31	29	308
Chong Tuoo Choi	-	374	62	63	93	592
Vincent Wong Soon Choy	-	164	30	24	-	218
<b>FYE 2023 (Paid)</b>						
Datuk Dr Ting	-	1,066	-	109	80	1,255
Hin Wai Mun	-	300	-	37	29	366
Chong Tuoo Choi	-	502	84	54	206	846
Vincent Wong Soon Choy	-	180	38	34	-	252
<b>FYE 2024 (Proposed)</b>						
Lee Chye Tee	(2)-	-	-	-	-	-
Datuk Dr Ting	-	1,079	(1)-	112	84	1,275
Hin Wai Mun	-	350	(1)-	45	29	424
Chong Tuoo Choi	-	515	(1)-	42	237	794
Vincent Wong Soon Choy	-	230	(1)-	31	-	261
Ng Lee Thin	(2)-	-	-	-	-	-
Latha A/P Dhamodaran Pillay	(2)-	-	-	-	-	-
Goh Lei Lei	(2)-	-	-	-	-	-



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

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**Notes:**

- (1) The bonuses for FYE 2024 are not included. Such bonuses, if any, will be determined at a later date based on the individual's performance as well as our Group's performance, and will be subject to recommendation of our Remuneration Committee as well as the approval by our Board.
- (2) The Independent Non-Executive Directors' fees will be determined upon the date of our Listing. Such Directors' fees will be subject to shareholders' approval at a general meeting pursuant to Section 230 of the Act.

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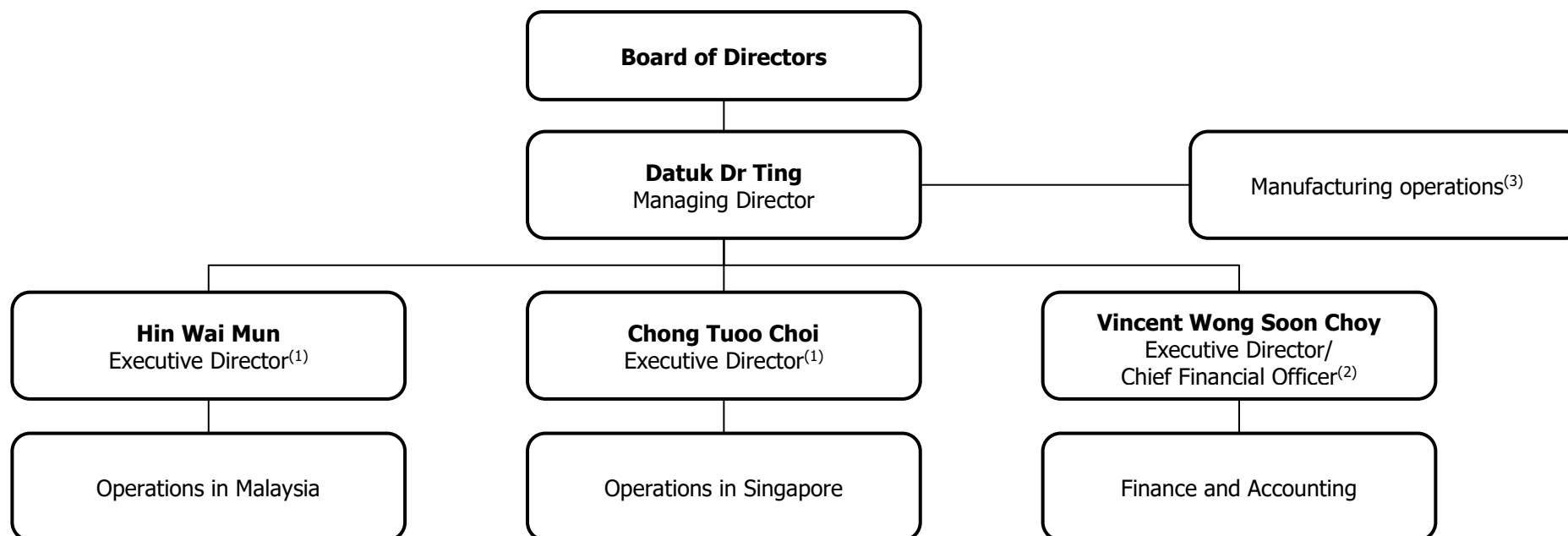
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**5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS AND DIRECTORS (Cont'd)**

**5.3 MANAGEMENT REPORTING STRUCTURE**

Save for our Executive Directors, there are no other key senior management. The management reporting structure of our Group is as follows:



**Notes:**

- (1) Responsible for overseeing the respective day-to-day operations including contract and procurement, project, human resource and administration and health and safety.
- (2) Responsible for overseeing the finance and accounting functions of our Group.
- (3) Refers to the HDPE pipe manufacturing operations of PPI. For avoidance of doubt, the manufacturing operations of PPI are excluded from the purview of Hin Wai Mun and Chong Tuoo Choi.

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

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**5.4 BOARD PRACTICE**

**5.4.1 Board**

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

- (a) to provide leadership and oversee the overall conduct of our Group's businesses to ensure that our businesses are being properly managed;
- (b) to review and adopt strategic plans for our Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;
- (c) to review and adopt corporate governance best practices throughout our Group in all its business dealings in respect of our shareholders and other stakeholders and to ensure compliance with applicable laws and regulations;
- (d) to ensure that our Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by the Malaysian Code on Corporate Governance;
- (e) to review and approve our annual business plans, annual budget, financial statements and annual reports;
- (f) to monitor the relationship between our Group and our management, shareholders and stakeholders, and to develop and implement an investor relations programme or effective shareholders' communications policy for our Group;
- (g) to ensure that our key management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of our board and key management;
- (h) to ensure the integrity of our Group's financial and non-financial reporting; and
- (i) to appoint our Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by our Board committees and deliberate on the recommendations thereon.

In accordance with our Constitution, an election of Directors shall take place each year. At the first Annual General Meeting ("**AGM**") of the Company, all the Directors shall retire from office, and at the AGM in every subsequent year, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once in every three (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 whether adjourned or not.

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

As at 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:

<b>Name</b>	<b>Date of appointment as Director</b>	<b>Date of expiration of the current term in office</b>	<b>Tenure up to LPD</b>
Lee Chye Tee	25 May 2023	At the 2024 AGM of our Company	Less than 1 year
Datuk Dr Ting	25 May 2023	At the 2024 AGM of our Company	Less than 1 year
Hin Wai Mun	25 May 2023	At the 2024 AGM of our Company	Less than 1 year
Chong Tuoo Choi	25 May 2023	At the 2024 AGM of our Company	Less than 1 year
Vincent Wong Soon Choy	25 May 2023	At the 2024 AGM of our Company	Less than 1 year
Ng Lee Thin	25 May 2023	At the 2024 AGM of our Company	Less than 1 year
Latha A/P Dhamodaran Pillay	25 May 2023	At the 2024 AGM of our Company	Less than 1 year
Goh Lei Lei	25 May 2023	At the 2024 AGM of our Company	Less than 1 year

The members of our Board are set out in Section 5.2. The composition of our Board is in compliance with the Malaysian Code on Corporate Governance.

### 5.4.2 Audit and Risk Management Committee

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

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Ng Lee Thin	Chairperson	Independent Non-Executive Director
Latha A/P Dhamodaran Pillay	Member	Independent Non-Executive Director
Goh Lei Lei	Member	Independent Non-Executive Director

The main function of our Audit and Risk Management Committee is to assist our Board in fulfilling its oversight responsibilities. Our Audit and Risk Management Committee has full access to internal and external auditors who in turn have access at all times to the Chairman of our Audit and Risk Management Committee.

The key duties and responsibilities of our Audit and Risk Management Committee include, amongst others, the following:

- (a) to review the engagement, compensation, performance, qualification and independence of our external auditors, its conduct of the annual statutory audit of our financial statements, and the engagement of external auditors for all other services;
- (b) to review and recommend our quarterly and annual financial statements for approval by our Board before announcement to regulatory bodies, focusing in particular on any changes in or implementation of major accounting policies and practices, significant and unusual events, significant adjustments arising from our audit, going concern assumption and compliance with accounting standards and other regulatory or legal requirements;

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

- (c) to review and monitor any related party transaction/business dealings entered into by our Group and any conflict of interest situation that may arise within our Group to ensure that they are conducted on arms' length basis and based on terms that are fair to our Group;
- (d) to oversee and recommend the risk management framework of our Group;
- (e) to review and recommend changes as needed to ensure that our Group has in place at all times a risk management policy which address the strategies, operational, financial and compliance risk;
- (f) to implement and maintain a sound risk management framework which identifies, assesses, manages and monitors our Group's business risks;
- (g) to review the risk profile of our Group and to evaluate the measure taken to mitigate the business risks;
- (h) to review the adequacy of our management's response to issues identified to risk registers, ensuring that our risks are managed within our Group's risk appetite;
- (i) to discuss and review the major findings of internal investigations and our management's response;
- (j) to do the following:
  - (i) consider and approve the appointment of internal auditors and any question of resignation;
  - (ii) review the adequacy of the scope, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
  - (iii) review the internal audit plan and results of the internal audit assessments and investigation undertaken, and ensure that the appropriate action is taken on the recommendation of the internal auditors;
  - (iv) consider the internal audit reports and findings by the internal auditors, fraud investigation and actions and steps taken by our management in response to audit findings;
  - (v) appraise or assess the performance of members of the internal audit function; and
  - (vi) monitor the overall performance of our Company's internal audit function.
- (k) to consider other areas as defined by our Board or as may be prescribed by Bursa Securities or any other relevant authority from time to time; and
- (l) to perform such other functions that may be mutually agreed upon by our Audit and Risk Management Committee and our Board.

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

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

### 5.4.3 Nominating Committee

The members of our Nominating Committee as at LPD are as follows:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Latha A/P Dhamodaran Pillay	Chairperson	Independent Non-Executive Director
Ng Lee Thin	Member	Independent Non-Executive Director
Goh Lei Lei	Member	Independent Non-Executive Director

Our Nominating Committee undertakes, among others, the following functions:

- (a) to assist our Board in ensuring that our Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (b) to ensure appropriate selection criteria and processes and to identify and recommend to our Board, candidates for directorships of our Company and members of the relevant Board committees;
- (c) to evaluate the effectiveness of our Board and our Board committees;
- (d) to undertake formal assessment on the effectiveness of our Board as a whole and the effectiveness of each Director;
- (e) to ensure that all Directors receive appropriate continuous training in order to broaden their perspectives and to keep abreast with developments in the market place and with changes in new statutory and regulatory requirements;
- (f) to ensure an appropriate framework and succession planning for our Board, including our Executive Directors; and
- (g) to consider and examine such other matters as our Nominating Committee considers appropriate.

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

### 5.4.4 Remuneration Committee

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

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Goh Lei Lei	Chairperson	Independent Non-Executive Director
Ng Lee Thin	Member	Independent Non-Executive Director
Latha A/P Dhamodaran Pillay	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 include, amongst others, the following:

- (a) to recommend a remuneration framework for our Executive Directors for our Board's approval to ensure corporate accountability and governance with respect to our Board's remuneration and compensation. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain Directors of calibre, and yet not excessive. The framework should cover all aspects of remuneration including Director's fee, salaries, allowance, bonuses, options and benefits-in-kind;

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

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- (b) to recommend specific remuneration packages for our Executive Directors. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not be dependent on short-term performance to avoid incentives for excessive risk-taking. The Remuneration Committee is not responsible for determining the remuneration of our Non-Executive Directors whose remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of our Board. The remuneration of our Non-Executive Directors will be decided by our Board as a whole with the assistance of our Remuneration Committee who may propose and make recommendation on the policy, criteria and framework to be taken into consideration by our Board in respect of the Non-Executive Directors' remuneration;
- (c) to ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of our Executive Directors;
- (d) to implement the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of our Board; and
- (e) to perform any other functions as defined by our Board.

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

**5.5 RELATIONSHIPS AND/OR ASSOCIATIONS**

Save as disclosed below, there are no family relationships (as defined under Section 197 of the Act) or associations between or amongst our Promoters, substantial shareholders, Directors and key senior management as at LPD:

- (a) Datuk Dr Ting and Ting Meng Pheng are siblings; and
- (b) Hin Wai Mun is cousin of Datuk Dr Ting and Ting Meng Pheng.

**5.6 EXISTING OR PROPOSED SERVICE AGREEMENTS**

As at LPD, there are no existing or proposed service agreements entered into between our Company or companies within our Group with any Directors which provide for benefits upon termination of employment.

**5.7 DECLARATIONS FROM PROMOTERS AND DIRECTORS**

As at LPD, none of our Promoters or Directors 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 him 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;

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

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- (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; and
- (h) has any unsatisfied judgment against him.

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